



Invitation to the General Meeting

Annual General Meeting
of Uniper SE on 6 June 2018

18

Key financials of Uniper-Group¹⁾

In m €	2017	2016	+/- %
Electricity sales (in bn kWh)	725.9	691.3	+5
Gas sales (in bn kWh)	1,944.8	1,725.7	+13
Sales	72,238	67,285	+7
Adjusted EBITDA	1,741	2,122	-18
Adjusted EBIT	1,114	1,362	-18
Net income/loss	-538	-3,234	+83
Net income/loss attributable to the shareholders of Uniper SE	-656	-3,217	+80
Investments	843	781	+8
Operating cash flow	1,385	2,184	-37
Net financial position	-792	-2,369	-67
Economic net debt	-2,445	-4,167	-41
Total equity	12,789	12,803	0
Total equity and liabilities	43,161	48,871	-12
Employee headcount	12,180	12,635	-4

1) Detailed information and further explanations can be found in the Annual Report of Uniper SE.

Uniper SE

Düsseldorf

WKN: UNSE01 / ISIN: DE000UNSE018

Invitation to the General Meeting

Dear shareholders,

We hereby invite you to attend

the annual general meeting of Uniper SE

on 6 June 2018, 10 a.m., at the Grugahalle
in Messeplatz 2, 45131 Essen, Germany.¹⁾

1) Please note that this is only a translation of the invitation to the general meeting of Uniper SE made in German language. Only the German version of the invitation is legally binding. This translation is provided to shareholders for convenience purposes only. No warranty is made as to the accuracy of this translation and Uniper SE assumes no liability with respect thereto.

I. Agenda

1. Presentation of the adopted annual financial statements for Uniper SE and the approved consolidated financial statements for the Uniper group for the financial year 2017, together with the combined management report for Uniper SE and the Uniper group for the financial year 2017 and the report of the supervisory board

On 7 March 2018, the supervisory board approved the annual financial statements and the consolidated financial statements prepared by the management board. Thus, the annual financial statements are adopted. According to statutory law a resolution by the general meeting is not required. The documents specified under this item of the agenda (including the explanatory report of the management board regarding the statements pursuant to section 289 a para.1 and section 315 a para.1 German commercial code (Handelsgesetzbuch – HGB¹⁾) are presented to the general meeting. The documents are available as of the date of invitation to the annual general meeting on the internet at <https://ir.uniper.energy> and will be available at the annual general meeting.

2. Resolution on appropriation of distributable profit

The supervisory board and the management board propose to resolve that the distributable profit (Bilanzgewinn) of Uniper SE for the financial year 2017 in the amount of EUR 270,810,400.00 is appropriated as follows:

1) The provisions applicable to stock corporations (Aktiengesellschaften) with registered seat in Germany, in particular the provisions of the German commercial code (Handelsgesetzbuch) and of the German stock corporation act (Aktiengesetz) are also applied to Uniper SE pursuant to art. 5, art. 9 paragraph 1 lit. c) ii), art. 53 as well as art. 61 of Council Regulation (EC) No. 2157/2001 as of 8 October 2001 on the statute for a European stock company (SE) (SE-Verordnung – SE-VO) unless determined otherwise by the SE-VO.

distribution of a dividend of EUR 0.74 per no-par value registered share entitled to dividends:
EUR 270,810,400.00

The amount of EUR 270,810,400.00 to be distributed to the shareholders by way of a dividend in the amount of EUR 0.74 per no-par value registered share entitled to dividends is based on all 365,960,000 no-par value registered shares being entitled to dividends. In case less shares will be entitled to dividends at the date of the annual general meeting (such as treasury shares pursuant to section 71b of the German stock corporation act (Aktiengesetz – AktG)), it will be proposed to the general meeting that the dividend of EUR 0.74 per no-par value share entitled to dividends remains unchanged while apart from that an adjusted proposal for the appropriation of distributable profits will be submitted to the annual general meeting.

In accordance with section 58 para. 4 sentence 2 AktG, the due date for the dividend payment claim is the third business day following the resolution by the general meeting. Therefore, the dividend shall be paid on 11 June 2018.

3. Resolution on the approval to the actions of Uniper SE's management board members

The supervisory board and the management board propose to resolve that the actions of the members of the management board of Uniper SE in office in the financial year 2017 are approved for this period.

4. Resolution on the approval to the actions of Uniper SE's supervisory board members

The supervisory board and the management board propose to resolve that the actions of the members of the supervisory board of Uniper SE in office in the financial year 2017 are approved for this period.

5. Resolution on the appointment of the auditor for the annual financial statements and the consolidated financial statements, respectively, appointment of the auditor for a potential auditor's review of abbreviated financial statements and interim management reports

The supervisory board proposes based upon the recommendation by the audit and risk committee to resolve that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Düsseldorf, is appointed:

- a) as the auditor of the annual financial statements and consolidated financial statements for the financial year 2018; and
- b) as the auditor for any potential review of abbreviated financial statements and interim management reports for the financial year 2018; and
- c) as the auditor for any potential review of the abbreviated financial statement and the interim management report for the first quarter of the financial year 2019 which is issued before the annual general meeting in 2019.

II. Additional Information and Notifications

1. Total amount of shares and voting rights

As of the date of invitation to the annual general meeting, the registered share capital amounts to €622,132,000 and is divided into 365,960,000 no-par-value shares (shares without nominal amount), each carrying one vote. The total amount of voting rights on the date of invitation to the annual general meeting therefore amounts to 365,960,000 voting rights.

2. Requirements for the attendance at the general meeting and the exercise of voting rights

Pursuant to section 18 of the articles of association of Uniper SE, only those shareholders are entitled to attend the general meeting and to exercise their voting rights who have registered with Uniper SE by no later than the end of

Wednesday, 30 May 2018

and whose registered shares are registered in the share register.

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

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

or by fax or e-mail to:

**fax: +49 89-20 70 37 951
e-mail: hv-service.uniper@adeus.de**

or by using the password-protected online service on the Internet in compliance with the procedure specified by Uniper SE under

www.uniper.energy/agm-service.

Shareholders who wish to register for the general meeting by using the password-protected online service need their shareholder number and the corresponding access password. Those shareholders who have already registered for e-mail distribution of the invitation to the general meeting will receive their shareholder number together with the invitation e-mail to the general meeting and have to use the access password they have chosen during the registration process. All other shareholders registered in the share register will receive their shareholder number and their access password together with the invitation letter for the general meeting.

Following registration, each shareholder or his or her proxy will receive an admission ticket to the general meeting. Shareholders who register via the password-protected online service may choose between directly printing out the admission ticket themselves or having it sent to them electronically. Unlike the registration for the general meeting, the admission ticket is not a prerequisite for attendance, but merely serves to facilitate the access procedure at the general meeting.

Banks listed in the share register may exercise voting rights for shares which they do not own only if authorised by the corresponding shareholder.

In order to exercise the right to attend and vote, the shareholdings recorded in the share register as at the end of 30 May 2018 are relevant. Any applications for the transfer of entries in the share register which are received after the end of 30 May 2018 (maßgeblicher Bestandsstichtag, technical record date), but by the end of the general meeting on 6 June 2018, will be processed and taken into account in the share register only with effect after the general meeting on 6 June 2018. The status of the share register at the time the general

meeting is held is thus identical to the status of the share register at the end of 30 May 2018. All acquirers of shares in the company who have not yet been registered in the share register are therefore asked to submit their applications for the transfer of entries in due time.

However, registering for the general meeting does not cause the shares to be blocked for disposal, i.e. shareholders are still free to dispose of their shares after having registered for the general meeting.

3. Submitting absentee votes (Briefwahl)

Shareholders may exercise their voting rights at the general meeting through absentee voting without participating in the general meeting. In this case, too, timely registration, i.e. **by no later than the end of 30 May 2018**, and registration of the registered shares in the share register in accordance with the requirements specified in section II. 3. above are required. In particular in this context, too, the shareholdings registered in the share register as at the end of 30 May 2018 are relevant.

Shareholders may exercise their voting rights by absentee voting either in written form by using the form provided to them together with the invitation and by sending it to the address, fax number or e-mail address specified in section II.2. above, or by way of electronic communication by using the password-protected online service in accordance with the procedure specified by Uniper SE under www.uniper.energy/agm-service. In either case, the absentee votes must be received by the recipient before the end of 30 May 2018. Once 30 May 2018 has expired, votes may no longer be cast in the absentee ballot.

A change of votes already cast in the absentee ballot after the end of 30 May 2018 is only possible by using the password-protected online service and such change may be effected only by those shareholders who submitted their absentee votes using the password-protected online service and only in respect of those votes which

were cast in the absentee ballot by using the password-protected online service. This possibility of changing votes ends on the day of the general meeting at noon, CEST. The possibility to attend the general meeting by revoking the absentee ballot remains unaffected.

Banks, shareholders' associations or other persons specified in section 135 para. 8 or para. 10 AktG, section 125 para. 5 AktG who have been authorised by shareholders may also make use of absentee voting in accordance with the rules specified above and in compliance with the deadlines stated.

4. Exercise of voting rights by proxies

Shareholders may have their voting rights exercised at the general meeting by authorised persons such as banks, shareholders' associations or proxies of Uniper SE. In this case, too, timely registration by the shareholder or the proxy and registration in the share register in accordance with the requirements specified in section II. 3. above are required **by no later than the end of 30 May 2018**. In particular in this context, too, the shareholdings registered in the share register as at the end of 30 May 2018 are relevant. If a shareholder appoints more than one proxy, the company is entitled to refuse one or more of them.

The proxy authorisation must be granted or revoked and proof of authorisation to be provided to Uniper SE must be provided in text form and must be sent to the address, fax number or e-mail address specified above in section II.2.

If powers of attorney to exercise voting rights are issued to banks, shareholders' associations or other persons specified in section 135 para. 8 or para. 10, section 125 para. 5 AktG, the relevant authorisation process and form of such authorisation must be based on the relevant guidelines of the recipients who are to be contacted in due time in order to inquire about such guidelines. Those banks and shareholders' associations or equivalent

persons or institutions which participate in the password-protected online service of the company can also be authorised by making use of the procedure specified by the company under www.uniper.energy/agm-service.

Proxies appointed by Uniper SE may also be authorised by using the password-protected online service under www.uniper.energy/agm-service. The proxies will exercise the voting rights exclusively on the basis of the instructions issued by the respective shareholder. Should any agenda item require individual voting, any instruction issued in this respect will apply mutatis mutandis to each individual sub-item. The proxies will not accept any instructions to address the general meeting, to object to resolutions passed by the general meeting, to ask questions or to submit motions.

5. Special shareholders' rights

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

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

Any new item has to be accompanied by a statement of reason or a resolution proposal. The request has to be addressed in writing to the management board of the company and has to be received by the company **by no later than the end of 6 May 2016**. Any request to have items added to the agenda is to be sent to the following address:

**Uniper SE
– Vorstand –
E.ON-Platz 1
40479 Düsseldorf
Germany**

Any request to have items added to the agenda which have to be published – to the extent that they have not already been published together with the convening notice of the general meeting – will be announced in the German Federal Gazette (Bundesanzeiger) without undue delay following receipt of such request. In addition, they will be published on the internet under www.uniper.energy/agm.

**b. Counter-motions and election proposals –
section 126 para. 1 and section 127 AktG**

Each shareholder is entitled to submit counter-motions in respect of proposals made by the management board and/or supervisory board on specific items on the agenda and to submit election proposals on the agenda for any election of supervisory board members (to the extent this is an item on the agenda to the annual general meeting) or auditors.

If counter-motions and election proposals are to be published in advance by Uniper SE pursuant to sections 126 and 127 AktG, they must be accompanied by, in the case of counter-motions, a statement of reason, and in the case of election proposals for the election to the supervisory board (to the extent this is an item on the agenda to the annual general meeting), the name, current profession and place of residence of the proposed person as well as his/her membership in other supervisory boards to be established pursuant to statutory provisions in Germany, and must be sent exclusively to the following address **by no later than the end of 22 May 2018**:

Uniper SE
– Vorstand –
E.ON-Platz 1
40479 Düsseldorf
Germany
fax: +49 211-45 79-4 46

Counter-motions and election proposals which are sent to a different address as well as counter-motions lacking any statement of reason will not be considered; election proposals require no statement of reason. In addition, the company may refrain from a publication in whole or in part if certain further requirements specified in more detail in sections 126 or 127 AktG are fulfilled or may summarise counter-motions or election proposals and their statements of reason. Publication will be made including the name of the shareholder, any statement of reason to be made accessible, mandatory information pursuant to section 127 sentence 4 AktG and any statement of the management on the internet under www.uniper.energy/agm.

Even if counter-motions and election proposals are submitted to the company in advance, they will only be regarded by the annual general meeting if they are submitted verbally, once more, during the meeting. The right of shareholders to submit counter-motions and election proposals (to the extent this is an item on the agenda to the annual general meeting) without prior submission to the Company remains unaffected.

c. Right to information – section 131 para. 1 AktG

If necessary in order to appropriately assess any item on the agenda, the management board is obliged to inform each shareholder, upon request, in the general meeting about the affairs of the company. This duty to inform also applies to the legal and business relationships of Uniper SE with affiliates as well as to the situation of the group and the entities included in the consolidated financial statements.

d. Further information on shareholders' rights

Further information regarding the rights of shareholders pursuant to section 56 sentence 2 and sentence 3 SE-VO, section 50 para. 2 SEAG, sections 122 para. 2, 126 para. 1, 127 and 131 para. 1 AktG is available on the internet under www.uniper.energy/agm.

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

The information pursuant to section 124a AktG is available on the internet under www.uniper.energy/agm.

7. Broadcasting of the general meeting on the internet

It is intended to broadcast the general meeting on the internet until the commencement of the debate.

Düsseldorf, April 2018
The Management Board

Financial calendar

8 May 2018	Quarterly Statement January–March 2018
6 June 2018	Annual General Meeting 2018
7 August 2018	Interim Report January–June 2018
13 November 2018	Quarterly Statement January–September 2018

Questions concerning the general meeting

Hotline for shareholders: +49180-28 64 26 6

(Monday to Friday 9–17 hrs CEST;
costs: 6 cents per call from the landline of Deutsche Telekom. Mobile phone max. 42 cents per minute.)

Uniper SE
E.ON-Platz 1
40479 Düsseldorf
Germany

www.uniper.energy

HRB 77425, Local court of Düsseldorf