



Counter-Motions and Election Proposals
– Sections 126 Para. 1 and 127 German Stock Corporation Act

Annual General Meeting
Uniper SE on 6 June 2018

In the following, the counter-motions and election proposals to be published by Uniper SE according to Sec. 126 and 127 of the German Stock Corporation Act are provided. In case a statement of the management concerning a published counter-motion or election proposal is made prior to the annual general meeting, this will be provided here as well.

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

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

Uniper SE

Counter-motions by

Dachverband der Kritischen Aktionärinnen und Aktionäre e.V., Cologne,

Annual General Meeting, Uniper SE on 6 June 2018:

Counter-motion to agenda item 3: Resolution on the approval to the actions of Uniper SE's management board members

Dachverband der Kritischen Aktionärinnen und Aktionäre proposes not to approve the actions of the members of the management board.

Reasoning:

The management board of Uniper SE fails to meet its responsibility and the requirements in terms of respect for human rights and climate protection. Uniper's central business model, i.e. generating energy predominantly using the fossil fuels coal and gas significantly contributes to climate change. In its 2017 annual report, Uniper acknowledges itself that this will have "serious consequences for ecosystems and for the living conditions of large parts of the global population" (p. 97). But there is more at stake than simply that "the Group's carbon footprint may be considered unattractive to some institutional investors, which may deter them from investing" in Uniper. Uniper is refusing to assume its responsibility to effectively contribute to achieving the goals of the Paris Climate Accord and the UN 2030 Agenda for Sustainable Development.

Uniper is ignoring climate protection and the trend towards decarbonisation

The goal of limiting global warming to well below 2°C cannot possibly be attained even if only the coal-fired plants currently in operation worldwide are taken into account. Every new coal-fired power plant that is put into operation minimises the chances of achieving this climate target - and Uniper is making a maximum contribution. Construction on new coal-fired power plant Datteln 4 has been ongoing for years now but it is already displaying structural damage; the management board cannot rule out that there will be further delays. Despite the delays and enormous costs, Uniper is standing by the project instead of abandoning it for the sake of climate protection.

Uniper is promoting the environmentally damaging process of fracking in Canada

By entering into long-term gas supply agreements, Uniper is enabling the construction of the first LNG terminal on Canada's east coast by Pieridae Energy. In order to supply gas to this terminal, numerous new gas sources must be tapped, in some cases by fracking. Pieridae holds the rights to a gas field in New Brunswick where fracking is subject to a moratorium. The company is now hoping that the elections to be held in autumn 2018 will bring a new government to power in New Brunswick which will approve of the exploitation of these fields. In Quebec, there are gas fields on the Gaspé Peninsula whose numerous salmon-rich rivers are threatened by gas and oil production. The management board has not given due consideration to the potential effects of the Goldboro LNG project on environment and climate.

Provence biomass power plant

Despite the obvious environmental risks involved, wood is still being fired by Uniper France in block 4 of the Provence coal and biomass power plant. As a result, the region's ecosystem is suffering enormously. Uniper's wood firing is attracting fierce protests. The protesters regard this undertaking as a threat to biodiversity and species richness. Moreover, Uniper is also importing additional wood from abroad which is endangering forests in regions like Brazil or Eastern Europe. The process of firing wood results in large amounts of CO₂ being released into the atmosphere. Firing wood just serves as another reminder that Uniper's own statements regarding its consciousness of sustainable development and climate protection cannot be taken seriously.

Duty of care for human rights? Insufficient!

In view of the hard coal imports, Uniper's management is still failing to fully comply with its duty of care in respect of observing human rights. The cheap hard coal destined for RWE costs human lives in other parts of the world, e.g. in North-Eastern Colombia. For years, paramilitary groups have helped to clear space for coal mining by threatening, displacing and even murdering people.

Uniper procures hard coal from the Cesar region, for instance, where several trade union members and activists have been killed by paramilitary groups. Numerous testimonies suggest that the coal supplier Drummond could be involved in contract killings.

Uniper's announcement that it intends to introduce a new ESG due diligence procedure in 2018, providing for stricter controls of suppliers, thus comes much too late. The "focus on potential human rights violations and negative environmental impact", which has now been promised, should have been the main criterion in selecting coal suppliers right from the start of the business relationship.

Dealings with the authoritarian Aliyev regime

In addition, Uniper is doing business with SOCAR, the state-owned Azerbaijani oil company. With its revenue, this group helps the authoritarian Aliyev regime to secure its power and to benefit from the oil and gas business. The regime is responsible for the continued human rights violations in Azerbaijan. Projects like the controversial gas pipeline Southern Gas Corridor (SGC) which is to transport gas from Azerbaijan to Italy via Turkey, Greece and Albania, strengthen the regime instead of making it conditional on the observance of human rights. By entering into long-term supply agreements, Uniper is providing additional support to the SGC and thus the Aliyev regime.

Counter-motion to agenda item 4: Resolution on the approval to the actions of Uniper SE's supervisory board members

Dachverband der Kritischen Aktionärinnen und Aktionäre proposes not to approve the actions of the members of the supervisory board.

Reasoning:

The supervisory board has failed to instruct the management board to establish procedures within the group which effectively ensure that Uniper meet its responsibility and the requirements in terms of respect for human rights and climate protection.

Fig leaf "Bettercoal"

Although the 2017 Annual Report mentions that Uniper addressed the conditions in the Colombian coal mines and even joined a delegation in the Cesar region in the year under review, it relied on the fig-leaf initiative Bettercoal, which claims that it wants to create transparency in the value chain by conducting assessments of mining activities and initiating dialogue with stakeholders. In reality, however, Bettercoal is non-transparent and does not take the voices of the people concerned in Colombia into consideration. Many energy suppliers have therefore already taken their own steps with a view to their Colombia-based suppliers. For example, a number of companies have established criteria which the relevant coal suppliers must meet as a precondition for receiving further orders. Uniper has done nothing in this regard to force its business partners to respect human rights and protect the environment. The supervisory board should have demanded action in this respect.

Insufficient targets for the proportion of female executives

The supervisory board is not exerting sufficient pressure on the management board to increase the proportion of women in Uniper's workforce in general, but above all at the upper management level.

According to Uniper itself, the proportion of women in the workforce even dropped slightly last year. The new target quota, which aims for merely 25% women in the first two executive levels below the management board by 2022 is the polar opposite of an ambitious plan. In this respect, the supervisory board should instead have set the statutory gender quota of 30%, which applies for the supervisory board itself, as the new target figure for next year. It would be a sign of real commitment, however, if the supervisory board were to adopt the figure demanded by the German Women Lawyers Association (*Deutscher Juristinnenbund (djb)*), namely a target quota of at least 40% of women in leadership positions, in both management board and the supervisory board.