

Announcement of the Decision to make a Public Takeover Offer (*öffentliches Übernahmeangebot*) pursuant to Section 10 para. 1 in conjunction with Sections 29 para. 1, 34 of the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz – "WpÜG"*)

Bidder:

Karemi Charge and Drive SE (to be renamed Fortum Deutschland SE)

Benrather Straße 18-20

c/o Hengeler Mueller

40213 Düsseldorf

Germany

registered in the commercial register of the local court (*Amtsgericht*) of Düsseldorf under HRB 81008

Target:

Uniper SE

E.ON-Platz 1

40479 Düsseldorf

Germany

registered in the commercial register of the local court (*Amtsgericht*) of Düsseldorf under HRB 77425

ISIN: DE000UNSE018 (WKN: UNSE01)

Today, Karemi Charge and Drive SE (to be renamed Fortum Deutschland SE) (the "**Bidder**") decided to make a voluntary public takeover offer to the shareholders of Uniper SE (the "**Uniper-Shareholders**") to acquire their registered shares in Uniper SE with no par value, each representing a pro-rata amount of the share capital of EUR 1.70 (the "**Uniper-Shares**") against payment of a cash consideration of EUR 21.31 per Uniper-Share (the "**Takeover Offer**"). In addition, the Uniper-Shareholders of the company shall benefit from the dividend to be paid for financial year 2017, which is expected to be an amount of EUR 0.69 per Uniper-Share, resulting in a total offer value of EUR 22.00 per Uniper-Share. If the consummation of the Takeover Offer occurs prior to the next annual general meeting of Uniper SE, which will resolve upon the distribution of profits for financial year 2017, the cash consideration will be increased by EUR 0.69 per Uniper-Share to EUR 22.00 per Uniper-Share. If the consummation of the Takeover Offer occurs after the next annual general meeting of Uniper SE, the Uniper-Shareholders will in addition receive the Uniper dividend for financial year 2017 from Uniper SE. If the Uniper dividend for financial year 2017 is less than EUR 0.69 per Uniper-Share, the Bidder will

compensate those Uniper-Shareholders who have tendered their shares for the difference to the amount of EUR 0.69 accordingly.

The offer document (in the German language as well as in a non-binding English translation) as well as further information relating to the Takeover Offer will be published on the internet at www.powerful-combination.com Additionally, the publication of the offer document will be announced in the federal gazette (*Bundesanzeiger*).

Further Information:

The Bidder is a wholly owned indirect subsidiary of Fortum Oyj with registered office at Espoo, Finland. Fortum Oyj and E.ON SE have today signed a transaction agreement under which E.ON has the right to tender its 46.65% shareholding in Uniper SE into the Takeover Offer in early 2018 for the same consideration as offered to all shareholders. The agreement further provides that if E.ON does not tender its Uniper-Shares, the Bidder will have the right to sell to E.ON any Uniper-Shares acquired in connection with the Takeover Offer, and, in addition, receive a compensation payment from E.ON.

The Takeover Offer will not have a minimum acceptance threshold but will be subject to competition and other regulatory clearances. Apart from this, the Takeover Offer will be made on and subject to the terms and conditions to be set out in the offer document.

Important Notice:

This announcement is neither an offer to purchase nor a solicitation of an offer to sell shares of Uniper SE. The definite terms and conditions of the Takeover Offer, as well as further provisions concerning the Takeover Offer, will be published in the offer document only after the German Federal Financial Supervisory Authority has granted permission to publish the offer document. Investors and holders of shares in Uniper SE are strongly advised to read the offer document and all other relevant documents regarding the Takeover Offer when they become available, since they will contain important information. The Bidder reserves the right, to the extent permissible under applicable law, to acquire, directly or indirectly, additional Uniper Shares outside of the Takeover Offer on or off the stock exchange. To the extent such acquisitions occur, information about them will be published according to the applicable statutory provisions.

Düsseldorf, 26 September 2017

Karemi Charge and Drive SE (to be renamed Fortum Deutschland SE)

Listed: Regulated Market (*Regulierter Markt*) (Prime Standard) in Frankfurt (Xetra), over-the-counter dealings (*Freiverkehr*) in Berlin, Düsseldorf, Hamburg, Hannover, München and Stuttgart as well as on Lange & Schwarz, Quotrix and Tradegate Exchange