

Fortum Deutschland SE
Düsseldorf

Announcement pursuant to Section 23 para. 1 sentence 1 no. 1 of the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz - WpÜG*)

On 7 November 2017, Fortum Deutschland SE, Düsseldorf, (the "**Bidder**") has published the offer document for its voluntary public takeover offer (the "**Offer**") to the shareholders of Uniper SE, Düsseldorf, regarding the acquisition of all their registered shares without par value in Uniper SE (ISIN DE000UNSE018) ("**Uniper-Shares**") against payment of a cash consideration of EUR 21.31 per share. In addition, the shareholders of Uniper SE shall benefit from a dividend for the financial year ending on 31 December 2017 in the amount of EUR 0.69 per share. In the event that the settlement of the Offer occurs prior to the day on which Uniper SE's general meeting resolving on the distribution of profits for the financial year ending on 31 December 2017 is held, the cash consideration will be increased by EUR 0.69 per share to EUR 22.00 per share. The acceptance period for this Offer ends on 16 January 2018, 24:00 hours (Local Time Frankfurt am Main) unless extended pursuant to the statutory provisions of the WpÜG.

1. The share capital of Uniper SE amounts to EUR 622,132,000 and is divided into 365,960,000 registered shares without par value. Until 27 December 2017, 12:30 hours (Local Time Frankfurt am Main) ("**Reference Date**") the Offer has been accepted for 581,637 Uniper-Shares. This corresponds to approximately 0.16% of the share capital and the voting rights of Uniper SE.
2. The Bidder did not directly hold any Uniper-Shares as of the Reference Date. However, E.ON Beteiligungen GmbH, a person acting jointly with the Bidder pursuant to Section 2 para. 5 sentence 1 WpÜG, held 170,720,340 Uniper-Shares as of the Reference Date. This equals 46.65% of the issued shares and voting rights of Uniper SE. These voting rights are attributed pursuant to Section 30 para. 1 sentence 1 no. 1 and sentence 3 WpÜG to E.ON SE, a person acting jointly with the Bidder pursuant to Section 2 para. 5 sentence 1 WpÜG. These shares, however, are not attributed to the Bidder pursuant to Section 30 WpÜG.
3. E.ON Beteiligungen GmbH and the Bidder have entered into a transaction agreement pursuant to which E.ON Beteiligungen GmbH has the right to tender the Uniper-Shares held by it into the Offer (the "**Tender Option**"), it being understood that E.ON Beteiligungen GmbH may not exercise the Tender Option prior to 2 January 2018. (cf.

for further details Section 6.5 and 6.6 of the offer document). Based on the agreement, the Bidder and the companies and persons listed in Annex 2 Section 1 of the offer document are entitled to rights from directly or indirectly held instruments pursuant to Section 25 of the German Securities Trading Act (*Wertpapierhandelsgesetz – WpHG*).

4. Other than that, as of the Reference Date, neither the Bidder nor persons acting jointly with the Bidder pursuant to Section 2 para. 5 WpÜG, nor any of their subsidiaries, held any Uniper-Shares or any voting rights in relation to Uniper SE to be disclosed pursuant to Section 25 and 25a WpHG. Moreover, as of the Reference Date, no further voting rights attached to Uniper-Shares were attributed to them pursuant to Section 30 WpÜG.
5. The total number of Uniper-Shares for which the Offer has been accepted until the Reference Date, plus the voting rights from Uniper-Shares resulting from the agreement mentioned under number 3 of this announcement amounts to 171,301,977 Uniper-Shares. This corresponds to approximately 46.81% of the share capital and the voting rights of Uniper SE.

Düsseldorf, 27 December 2017

Fortum Deutschland SE