

**Fortum Deutschland SE**  
**Düsseldorf**

**Announcement pursuant to Section 23 para. 1 sentence 1 no. 2 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 ended on 16 January 2018, 24:00 hours (Local Time Frankfurt am Main).

**I. Announcement pursuant to Section 23 para. 1 sentence 1 no. 2 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 16 January 2018, 24:00 hours (Local Time Frankfurt am Main) ("**Expiry of the Acceptance Period**") the Offer has been accepted for 171.736.647 Uniper-Shares. This corresponds to approximately 46.93% of the share capital and the voting rights of Uniper SE.
2. As of the Expiry of the Acceptance Period, the Bidder did not directly any Uniper-Shares. 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 Expiry of the Acceptance Period. 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.
4. Other than that, as of the Expiry of the Acceptance Period, 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 nor any voting rights in relation to Uniper SE to be disclosed pursuant to Section 38 and 39 WpHG. Moreover, as of the Expiry of the

Acceptance Period, no further voting rights attached to Uniper-Shares were attributed to them pursuant to Section 30 WpÜG.

## **II. Additional Acceptance Period**

According to Section 16 para. 2 sentence 1 WpÜG, all shareholders of Uniper SE who have not accepted the Offer yet, may within two weeks of the publication occurred herewith, i.e. within the period from

**20 January 2018 to 2 February 2018, 24:00 hrs (Local Time Frankfurt am Main)**

accept the Offer in accordance with Section 5.3 in connection with Section 13.5 of the offer document.

Düsseldorf, 19 January 2018

**Fortum Deutschland SE**