

Fortum Deutschland SE
Düsseldorf

Announcement pursuant to Section 23 para. 1 sentence 1 no. 3 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). The two-week additional acceptance period pursuant to Section 16 para. 2 WpÜG began on 20 January 2018 and ended on 2 February 2018, 24:00 hours (Local Time Frankfurt am Main)

I. Announcement pursuant to Section 23 para. 1 sentence 1 no. 3 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. During the Additional Acceptance Period until 2 February 2018, 24:00 hours (Local Time Frankfurt am Main) ("**Expiry of the Additional Acceptance Period**") the Offer has been accepted for 702,782 Uniper-Shares. This corresponds to approximately 0.19% of the share capital and the voting rights of Uniper SE.
2. Taking into account the 171,736,647 Uniper-Shares the Offer has been accepted for until the end of the acceptance period, until the Expiry of the Additional Acceptance Period, the Offer has been accepted for in total 172,439,375 Uniper-Shares. This corresponds to approximately 47.12% of the share capital and the voting rights of Uniper SE.
3. As of the Expiry of the Additional 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 Additional 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 Additional 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 Additional Acceptance Period, no further voting rights attached to Uniper-Shares were attributed to them pursuant to Section 30 WpÜG.

II. Offer Conditions

1. Pursuant to Section 12.1 of the offer document, the Offer and the contracts formed by its acceptance by the shareholders of Uniper SE will only be settled if the offer conditions described in Section 12.1 (a) to (e) of the offer document have been satisfied or previously effectively waived by the Bidder.
2. As of the Expiry of the Additional Acceptance Period, the offer condition described in Section 12.1 (d) of the offer document (subjection to a procedure under the Russian Strategic Investment Act) was satisfied.
3. As of the Expiry of the Additional Acceptance Period, no further offer conditions have been satisfied. Therefore, the Offer remains subject to the offer conditions described in Section 12.1 (a) to (c) and (e) of the offer document.

III. Settlement of the Offer

Due to the fact that the aforementioned offer conditions described in Section 12.1. (a) to (c) and (e) of the offer document have not been satisfied yet, the settlement of the Offer for the Uniper-Shares tendered during the acceptance period and the additional acceptance period will be delayed until such offer conditions are satisfied.

Düsseldorf, 7 February 2018

Fortum Deutschland SE