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Uniper SE Financial Statements pursuant to
German GAAP and Combined Management
Report for the Financial Year 2018

Annual Report

Only the German version of this Annual Report is legally binding.

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The management report of Uniper SE is combined with the management report of the Uniper Group. The combined management report is published in the 2018 Annual Report of the Uniper Group. The annual financial statements and the combined management report of the Uniper Group and of Uniper SE for the 2018 fiscal year are submitted to the publisher of the German Federal Gazette ("Bundesanzeiger") and are accessible via the website of the Company Register ("Unternehmensregister").

Balance Sheet of Uniper SE

€ in millions	Note	December 31,	
		2018	2017
Financial assets		18,746.2	11,463.0
Fixed assets	(1)	18,746.2	11,463.0
Receivables and other assets	(2)	10,160.8	11,016.9
Securities	(3)	200.7	-
Bank balances	(4)	749.1	797.3
Current assets		11,110.6	11,814.2
Accrued expenses		7.8	4.7
Asset surplus after offsetting of benefit obligations		-	0.2
Total assets		29,864.6	23,282.1
Capital stock (conditional capital: €145.1 million)		622.1	622.1
Additional paid-in-capital		10,824.9	10,824.9
Retained earnings		44.8	33.0
Net income available for distribution		329.4	270.8
Equity	(5)	11,821.2	11,750.8
Provisions for pensions and similar obligations	(6)	15.4	2.8
Provisions for taxes		107.2	132.2
Other provisions	(7)	60.9	89.9
Provisions		183.5	224.9
Bonds		-	500.0
Liabilities to banks		35.2	7.0
Liabilities to affiliated companies		17,280.2	10,745.7
Other liabilities		540.3	45.2
Liabilities	(8)	17,855.7	11,297.9
Deferred income		4.2	8.5
Total equity and liabilities		29,864.6	23,282.1

Income Statement of Uniper SE

€ in millions	Note	2018	2017
Other operating income	(9)	1,205.3	937.7
Personnel costs	(10)	-77.6	-76.2
Other operating expenses	(11)	-1,358.2	-1,054.9
Income from equity investments		708.5	137.1
Other interest and similar income	(12)	84.0	96.8
Write-downs of financial assets and current securities		-6.3	-
Interest and similar expenses	(12)	15.5	13.8
Income from transfers of profits		-	204.1
Expense from assumptions of losses		-203.6	-
Income taxes	(13)	-26.4	20.9
Income after taxes		341.2	279.3
Net income for the year		341.2	279.3
Transfer to other retained earnings		-11.8	-8.5
Net income available for distribution		329.4	270.8

Notes to the 2018 Financial Statements of Uniper SE

Basis of Presentation

Uniper SE, Düsseldorf, is registered in the Commercial Register of the Düsseldorf District Court under the number HRB 77425.

The annual financial statements and the management report have been prepared in accordance with the provisions of the German Commercial Code ("HGB") and the EU Regulation on the Statute for a European company (SE), in conjunction with the German Stock Corporation Act ("AktG"), and the German Electricity and Gas Supply Act (Energy Industry Act, "EnWG").

Uniper SE is a large corporation.

The annual financial statements are prepared in euro ("€") and amounts are stated in millions of euro.

The fiscal year corresponds to the calendar year.

In order to improve the clarity and informative value of the presentation, certain items of the balance sheet and in the income statements are combined pursuant to Section 265 (7), no. 2, HGB and then shown and explained separately in these Notes. The income statement has been prepared using the nature-of-expense method.

In the reporting year, the ownership structure of our equity investments in Russia was reorganized. In this connection, Uniper SE acquired 83.73% of the shares of Unipro PAO, as well as all shares of Uniper Russia Holding GmbH. Uniper Russia Holding GmbH was merged into Uniper Beteiligungs GmbH effective retroactively as of January 1, 2018.

Compliance Statement Pursuant to Section 161 AktG

In February 2019, the Management Board and Supervisory Board of Uniper SE issued a statement of compliance with the German Corporate Governance Code pursuant to Section 161 of the German Stock Corporation Act and published it on the Internet at www.uniper.energy to make it permanently accessible to the Company's stockholders.

Accounting and Disclosure Policies

Unless otherwise indicated, the accounting and measurement principles previously applied remain in use unchanged.

Assets

Fixed Assets

Financial assets are measured at the lower of cost or fair value. Acquisitions and mergers are recognized at book values or fair values. Interest-bearing loans are carried at their nominal values; long-term interest-free and low-interest loans and receivables are carried at present value. If the book value of a financial asset measured according to these principles is higher than its fair value on the balance sheet date, an impairment charge is recognized if a long-term loss of value is expected. If the reason for the impairment no longer exists, the charge is reversed.

Current Assets

The values of receivables and other assets are adjusted to account for identifiable individual risks using valuation allowances. Receivables are carried at their nominal amounts less reasonable valuation allowances for possible default risks (lower of amortized cost and fair value). Current securities are accounted for at the lower of their acquisition cost or market price, or at their redemption value.

Foreign-currency receivables with a remaining term of more than one year are measured at the exchange rate applicable at the time of initial recognition or at the lower mid-market spot exchange rate on the reporting date. Short-term foreign-currency receivables with a remaining term of one year or less are converted at the mid-market spot exchange rate on the balance sheet date, without regard to the restriction of the acquisition cost or the realization principle.

Receivables from and liabilities to affiliated companies are presented net if the accounting prerequisites for offsetting are satisfied.

Liquid funds are accounted for at their nominal amounts. Bank balances held in foreign currency are valued at the period-end exchange rate, and any collateral paid is reported at its nominal value.

Deferred Taxes

Deferred taxes are determined for temporary differences between valuations of assets, liabilities and accruals for financial accounting under HGB and for tax accounting purposes, as well as for tax loss carryforwards, within the tax group of Uniper SE. Deferred taxes are determined for such temporary differences based on the combined income tax rate, currently 31%. The combined income tax rate includes corporate income tax, trade tax and the solidarity surcharge. For tax loss carryforwards, the corporate income tax rate (including solidarity surcharge) of 16% and the trade tax rate of 15% are applied. Any resulting net tax liability would be recognized on the balance sheet as a deferred tax liability. If the net result is a tax asset, the recognition option is not exercised. The net result for 2018 was a deferred tax asset, which was not reported on the balance sheet.

Pension Plan Assets

To cover retirement benefit obligations toward employees, corresponding funds have been invested under a so-called Contractual Trust Arrangement ("CTA") in German fund units and in a share in a Luxembourg partnership. The fund units are administered by Uniper Pension Trust e.V. ("UPT"), Düsseldorf. These special-purpose assets are shielded from all other creditors.

Pension plan assets are measured at fair value. This valuation effect is recognized in interest income. The fair value is offset against the underlying obligations in accordance with Section 246 (2), sentence 2, HGB. The associated expense and income from interest effects and from the assets to be offset is treated in a similar manner. The resulting accumulated benefit obligation is recognized under provisions.

Accrued Expenses

Reported as accrued expenses are amounts paid before the reporting date that represent expenses for a specific period after the reporting date. The option to capitalize discounts was exercised.

Equity and Liabilities

Equity

The capital stock is reported at its nominal amount.

Additional paid-in capital was recognized pursuant to Section 272 (2), no. 1, HGB and pursuant to Section 272 (2), no. 4, HGB.

Provisions

Provisions take into account all identifiable risks in the context of HGB regulations and are recognized at settlement amounts determined through reasonable commercial judgment. Other provisions include future price and cost increases if sufficient objective indicators are available for such increases. Provisions with a remaining term of more than one year are discounted at the average market interest rate for the past seven years that corresponds to their remaining term to maturity.

To the extent required, discounting was performed in accordance with statutory provisions, taking into account the German Regulation on the Discounting of Provisions.

Pensions and similar obligations are measured using the internationally recognized projected unit credit method. In this method, the amount of the pension obligations is calculated based on the defined benefit obligation at the balance sheet date, allowing for future wage and salary increases. Pension obligations, as well as benefits in kind that resemble retirement benefits and are considered to be a retirement benefits component, are discounted using the average market interest rate for the past ten years as published by the Deutsche Bundesbank over an assumed remaining term to maturity of 15 years.

A wage and salary growth rate and a benefit increase rate are also taken into account. The basis for the actuarial computations to determine the provision is formed by the 2018 G versions of the Klaus Heubeck biometric tables ("Richttafeln"). The final age used for measurement purposes is generally the earliest possible age limits under the statutory retirement pension system in Germany, taking into account the provisions of the Retirement Pension Age Limit Adjustment Act ("RV-Altersgrenzenanpassungsgesetz") of April 20, 2007. For employees who have concluded early retirement or semiretirement arrangements, the contractually agreed final age is taken into account. Furthermore, employee turnover probabilities are also applied.

In the 2018 fiscal year, those benefit obligations existing as of the transfer date (January 31, 2018, 12:00 AM CET), as well as the benefit entitlements respectively vested on or earned by the transfer date, that had been reinsured through Versorgungskasse Energie VVag ("VKE," since December 31, 2017, in liquidation) until December 30, 2017, were transferred to Metzler Pensionsfonds AG ("MPAG"), Frankfurt am Main. By this action, the implementation path for these benefit obligations and entitlements was changed from "direct commitment" (a direct implementation path) to the indirect "pension fund" implementation path, and the entitlement to the payout was assigned to MPAG. In accordance with the German Insurance Supervision Act and the provisions of the pension fund contract, the pension fund has its own assets.

Pursuant to the German law for the improvement of occupational retirement pensions ("BetrAVG"), Uniper SE still bears secondary liability for pension benefits delivered through the indirect implementation path of the pension fund. No provisions were recognized for these indirect pension obligations amounting to €1.3 million. The deficit due to unrecognized benefit obligations/entitlements as defined by Art. 28 (2) of the Introductory Law to the German Commercial Code ("EGHGB") was €0.2 million.

The computation of long-service bonus obligations is also performed using the internationally recognized projected unit credit method. Long-service bonus obligations, loyalty leave obligations and death benefit obligations are discounted using the average market interest rate for the past seven years as published by the Deutsche Bundesbank, with an assumed residual term of 15 years. A wage and salary growth rate is also taken into account. The actuarial provision calculations are based on the 2018 G versions of the K. Heubeck biometric tables ("Richttafeln").

A duration of 3.4 years is assumed for early retirement obligations. The interest rate for these durations was derived by means of linear interpolation from the interest rates published by the Deutsche Bundesbank. A wage and salary growth rate is also taken into account. The actuarial provision calculations are based on the 2018 G versions of the K. Heubeck biometric tables.

In accordance with Section 254 HGB, Uniper SE recognizes provisions from valuation units. Additionally recognized are provisions for anticipated losses from open transactions according to Section 249 HGB and provisions for uncertain liabilities.

Liabilities

Liabilities are recognized at their settlement amount on the balance sheet date.

Foreign-currency liabilities with a remaining term of more than one year are measured at the exchange rate applicable at the time of initial recognition or at the higher mid-market spot exchange rate on the reporting date. Short-term foreign-currency liabilities with a remaining term of one year or less are converted at the mid-market spot exchange rate on the reporting date, without regard to the restriction of the highest-value or the realization principle.

Deferred Income

Reported as deferred income are amounts received before the reporting date that represent income for a specific period after the reporting date.

Other Items

Derivative Financial Instruments

Derivative financial instruments are used especially to hedge against currency risks of receivables and liabilities from Group financing and from other intragroup foreign currency transactions. The underlying transactions are aggregated with their associated hedges in separate macro-hedge valuation units for each currency. Transactions contained in a macro hedge are valued individually as of the balance sheet date. Foreign exchange forwards and swaps are valued at the forward rate on the balance sheet date.

The valuation of each macro hedge is derived from the difference between market values and acquisition costs. According to HGB accounting principles, a negative valuation result for the macro hedge requires the recognition of a provision from valuation units, while a positive valuation result is generally disregarded. Uniper SE accounts for the valuation units using the net hedge presentation method.

The Company is integrated into the risk management system of the Uniper Group. All major identified risks are reported to the central Enterprise Risk unit, where they are controlled using an integrated approach considering the Group's risk orientation and within the existing limits (value at risk).

Notes on the Balance Sheet

(1) Fixed Assets

Statement of Changes in Fixed Assets

€ in millions	Total acquisition costs			December 31, 2018	Accumulated depreciation December 31, 2018/2017	Carrying amounts		Write-downs for the 2018 fiscal year
	January 1, 2018	Additions	Disposals			January 1, 2018	December 31, 2018	
Shares in affiliated companies	11,462.9	7,283.2	–	18,746.1	–	11,462.9	18,746.1	–
Other loans	0.1	–	–	0.1	–	0.1	0.1	–
Financial assets	11,463.0	7,283.2	–	18,746.2	–	11,463.0	18,746.2	–
Fixed assets	11,463.0	7,283.2	–	18,746.2	–	11,463.0	18,746.2	–

The list of the shareholdings of Uniper SE is included in as an integral part of these Notes to the Financial Statements on pages 22 through 24.

(2) Receivables and Other Assets

Receivables from affiliated companies amounted to €10,136.2 million in the 2018 fiscal year (previous year: €10,937.1 million) and resulted predominantly from intragroup cash pooling and from affiliation agreements. All receivables have a remaining term of up to one year.

The other assets in the amount of €24.4 million (previous year: €79.8 million) have a remaining maturity of up to one year.

(3) Securities Held as Current Assets

In the 2018 fiscal year, Uniper SE launched the Uniper Monetary Fund (“UMF”). The UMF is an investment fund pursuant to Section 1 of the German Investment Code.

Investment Fund Units

€ in millions	Dec. 31, 2018 carrying amount	Dec. 31, 2018 market value	2018 distribution	Daily redemp- tion possible	Non-recognition of depreciation
Investment fund (UMF)	200.7	200.7	0.0	Yes	No

(4) Bank Balances

In the reporting year, there existed €21.8 million in restricted cash (previous year: €111.6 million) with a maturity of less than three months.

(5) Equity

The capital stock of Uniper SE remains unchanged from the previous year at €622,132,000.00; it is divided into 365,960,000 registered shares (no par value – notional interest in the capital stock of €1.70) and is fully paid in. Each share has one vote.

Additional Paid-in Capital

Additional Paid-in Capital

€ in millions	December 31, 2018	December 31, 2017
Section 272 (2), no. 1, HGB	9,590.9	9,590.9
Section 272 (2), no. 4, HGB	1,234.0	1,234.0
Total	10,824.9	10,824.9

Retained Earnings

Retained earnings consist exclusively of other retained earnings. There are no statutory provisions on the creation of reserves. In the 2018 fiscal year, a portion of the net income for the year amounting to €11.8 million was allocated to retained earnings in accordance with Section 58 (2) AktG.

On June 6, 2018, shareholders at the Annual Shareholders Meeting of Uniper SE resolved to distribute a dividend of €0.74 per share for the 2017 fiscal year (total distribution: €270,810,400.00).

Distribution Cap

Free Reserves

€ in millions		€ in millions
Distribution caps	Section 268 (8), sentence 3, HGB	0.3
	Section 253 (6), sentence 2, HGB	21.6
Total		21.9
Available reserves	Section 272 (2), no. 4, HGB	1,234.0
	Section 272 (3) HGB	44.8
Total		1,278.8
Surplus		1,256.9

Proposal on the Allocation of Net Income

At the Annual Shareholders Meeting on May 22, 2019, shareholders will vote on a proposal that the net income available for distribution of €329,364,000.00 be used to distribute a dividend of €0.90 per share (365,960,000 shares) of the dividend-paying capital stock of €622.1 million.

Allocation of Net Income Available for Distribution

€	
The net income for the 2018 fiscal year amounts to	341,190,418.60
and, after allocation to other retained earnings of	11,826,418.60
the net income available for distribution is	329,364,000.00

Statement of Changes in Equity

The following table summarizes the changes in stockholders' equity:

Equity

€ in millions	Capital stock	Additional paid-in capital	Retained earnings	Net income available for distribution	Total
January 1, 2017	622.1	10,824.9	24.5	201.3	11,672.8
Dividend distribution in 2017	–	–	–	-201.3	-201.3
Transfers from net income to re-tained earnings	–	–	8.5	–	8.5
Net income designated for dividend distribution	–	–	–	270.8	270.8
December 31, 2017	622.1	10,824.9	33.0	270.8	11,750.8
January 1, 2018	622.1	10,824.9	33.0	270.8	11,750.8
Dividend distribution in 2018	–	–	–	-270.8	-270.8
Transfers from net income to retained earnings	–	–	11.8	–	11.8
Net income designated for dividend distribution	–	–	–	329.4	329.4
December 31, 2018	622.1	10,824.9	44.8	329.4	11,821.2

Information on Stockholders of Uniper SE

The following notices as defined in Section 160 (1), no. 8, of the German Stock Corporation Act concerning changes in voting rights have been received:

Information on Stockholders of Uniper SE (as of Dec. 31, 2018)

Shareholders	Date of notice	Threshold exceeded	Gained voting rights on	Allocation	Voting rights	
					%	absolute
Republic of Finland, Helsinki, Finland	June 28, 2018	30%	June 26, 2018	Indirect	47.37%	173,362,443
BlackRock Inc., Wilmington, USA	Dec. 28, 2018	3%	Dec. 21, 2018	Indirect	3.26% ¹	11,930,196 ¹
Paul E. Singer	Jan. 07, 2019	3%	Dec. 31, 2018	Indirect	17.84% ¹	65,283,859 ¹
Eric Knight	Dec. 22, 2017	5%	Dec. 21, 2017	Indirect	5.02%	18,374,165

¹Including instruments as defined by Section 38 of the German Securities Trading Act ("WpHG")

Authorized Capital

The Management Board is authorized, subject to the Supervisory Board's consent, to increase the Company's capital stock until June 30, 2021, by up to €145,112,289 through the issue on one or more occasions of up to 85,360,170 new no-par-value registered shares against cash and/or non-cash contributions. The Management Board may, subject to the Supervisory Board's consent, exclude the subscription right that must, in principle, be granted to shareholders. Such exclusion of subscription rights is possible when shares are issued against cash contributions in the amount of up to 10% of the capital stock then existing or – should this value be lower – the capital stock existing when the authorization is exercised. Subscription rights may also be excluded when shares are issued against non-cash contributions, but only to the extent that the shares issued under such authorization against non-cash contributions do not represent in the aggregate more than 20% of the capital stock then existing or – should this value be lower – the capital stock existing when the authorization is exercised. Furthermore, shareholder subscription rights may also be excluded with regard to fractional amounts and when shares are issued to persons employed by the Company or one of its affiliates.

Contingent Capital

The Management Board is authorized, subject to the Supervisory Board's consent, to issue debt instruments during the period up to June 30, 2021, having a total nominal value of up to €1,000,000,000 that, respectively, grant rights or impose obligations of conversion or purchase, in accordance with the relevant terms and conditions of the bonds and warrants, with respect to up to 85,360,170 no-par-value registered shares of the Company, representing a pro-rata interest in its capital stock of up to €145,112,289 in total, to or on the holders or creditors of the bonds or warrants. The bonds may also be issued by an affiliate of the Company against cash and/or non-cash contributions. Here, too, the Management Board may, with the Supervisory Board's consent, exclude the subscription right to which shareholders are entitled in principle. In connection with these convertible bonds and warrant-linked bonds, conditional capital was created by shareholder resolution. Pursuant thereto, the capital stock is conditionally increased by up to €145,112,289 through the issue of up to 85,360,170 no-par-value registered shares for the purpose of granting shares upon exercise of rights and obligations of conversion or purchase.

Treasury Shares

By resolution dated August 30, 2016, the Company is authorized to purchase own shares representing up to a total of 10% of the capital stock existing when the resolution was adopted until June 30, 2021. At the Management Board's discretion, such purchase may take place on the stock exchange, by way of a purchase offer addressed to all shareholders, a public offering or a public solicitation of offers for the exchange of liquid exchange shares for Company shares (so-called "exchange offer"), or through the use of derivatives (put or call options or a combination of both). The Management Board is also authorized, subject to the Supervisory Board's consent and excluding shareholder subscription rights, to use shares of the Company in a specified manner. The Management Board is further authorized to cancel treasury shares without requiring a separate shareholder resolution to that effect.

In the 2018 fiscal year, Uniper SE acquired shares of its own stock in connection with a grant of shares to all German Uniper employees. To that end, 57,200 shares representing €0.1 million of the capital stock were acquired in April 2018 at market prices ranging between €23.49 and €23.59. Immediately after the purchase, the shares were transferred to the respective share accounts of the employees. A total of 56,602 shares representing €0.1 million of the capital stock were transferred to employees at a market price of €23.24. The costs incurred for the transactions were charged to the Group companies involved in this stock grant. 598 shares remained in Uniper SE's treasury share account after the transfer. These shares, representing €0.0 million of the capital stock, were sold in the market at prices ranging between €23.62 and €26.96. Uniper SE generated an insignificant gain on the transactions that, in accordance with Section 272 (1b) HGB, was recognized in retained earnings and in additional paid-in capital.

(6) Provisions for Pensions and Similar Obligations

The pension obligations cover the benefit obligations for current employees. They are funded in part by the employer and through deferral of compensation in part by the employees.

Provisions for Pensions and Similar Obligations

€ in millions	December 31,	
	2018	2017
Non-reinsured benefit obligations		
<i>Settlement amount</i>	93.5	78.6
<i>Fair values of pension plan assets</i>	78.1	75.8
<i>Acquisition costs</i>	77.8	72.0
Net value	15.4	2.8
Total provision	15.4	2.8

The obligations arising from pension commitments are covered in the context of a Contractual Trust Arrangement ("CTA") partially by an investment in German fund units and partially by a share in a Luxembourg partnership, each of which is administered in trust by Uniper Pension Trust e.V., Düsseldorf, as trustee. The invested assets are designated exclusively for the fulfillment of pension obligations and are shielded from all other creditors. Section 246 (2), sentence 2, HGB requires that these assets be offset against the underlying obligations and applying Section 253 (1), sentence 4, HGB, they are measured at fair value. Insofar as it relates to fund units, the fair value of the pension plan assets was derived by the designated administration companies from market prices or with the aid of generally accepted valuation methodologies as of the reporting date. For Uniper SE, this fair value amounted to €78.1 million as of the balance sheet date and exceeded by €0.3 million the acquisition cost of €77.8 million recognized for these assets. This amount is fully covered by a sufficient amount of available reserves (see table "Free Reserves"). Accordingly, there is no distribution block according to Section 268 (8), sentence 3, in conjunction with sentence 1, HGB with respect to this situation.

The discount rate applied in the 2018 fiscal year to state the present value of the pension obligation was 3.21% p.a. (previous year: 3.68%). Also underlying the obligation were a wage and salary growth rate of 2.25% p.a. (previous year: 2.25% p.a.) and a benefit increase rate of 1.75% p.a. (previous year: 1.75% p.a.).

Section 253 (2) HGB, as amended by the law implementing the Residential Immovable Property Credit Directive and amending certain provisions of the German Commercial Code, was applied in the 2018 fiscal year. The resulting change in the average market interest rate by which provisions for retirement benefit obligations are discounted, determined based on the past ten fiscal years, was 3.21% p.a. In the absence of these changes, the resulting average market interest rate determined based on the last seven fiscal years would have been 2.32%.

The difference between the total amount recognized for provisions using the corresponding average market interest rate for the past ten fiscal years and the amount recognized using the corresponding average market interest rate for the past seven fiscal years was €21.6 million for Uniper SE as of December 31, 2018.

(7) Other Provisions

Other Provisions

€ in millions	December 31,	
	2018	2017
Personnel-related provisions	20.6	33.1
Provision for anticipated losses	1.4	1.2
Miscellaneous provisions	38.9	55.6
Total	60.9	89.9

Personnel-related provisions include long-service bonus obligations, loyalty leave obligations and death benefit obligations. These have been discounted at a rate of 2.32% p.a. (previous year: 2.8% p.a.). Also underlying the obligation was a wage and salary growth rate of 2.25% p.a. (previous year: 2.25% p.a.). Applying an assumed a duration of 3.4 years (previous year: 2.5 years), the resulting discount rate for early retirement obligations was 1.03% p.a. (previous year: 1.38% p.a.). Also underlying the obligation was a wage and salary growth rate of 2.25% p.a. (previous year: 2.25% p.a.).

Provisions for anticipated losses have been recognized primarily in connection with financial transactions.

Miscellaneous provisions primarily comprise provisions from valuation units (€11.6 million; previous year: €35.7 million) and provisions for outstanding invoices.

(8) Liabilities

Liabilities

€ in millions	December 31, 2018				December 31, 2017			
	With a remaining term of				With a remaining term of			
	Total	≤ 1 year	> 1 year	> 5 years	Total	≤ 1 year	> 1 year	> 5 years
Bond	–	–	–	–	500.0	500.0	–	–
Banks	35.2	35.2	–	–	7.0	7.0	–	–
Affiliated companies	17,280.2	17,280.2	–	–	10,745.7	10,738.0	7.7	–
Other liabilities	540.3	540.3	–	–	45.2	45.2	–	–
<i>Taxes</i>	40.9	40.9	–	–	38.4	38.4	–	–
<i>Social security contributions</i>	0.1	0.1	–	–	0.1	0.1	–	–
Total	17,855.7	17,855.7	–	–	11,297.9	11,290.2	7.7	–

Liabilities to affiliated companies are principally the result of overnight loans, fixed-term deposits and long-term loans originating from intragroup cash pooling and from affiliation agreements.

The following is a description of the Uniper Group's material credit arrangements and of the existing program for issuing debt instruments.

€1.8 Billion Euro Commercial Paper Program

When it refinanced its revolving, syndicated credit facility, Uniper also increased the Euro Commercial Paper Program to an amount of €1.8 billion. The main purpose of the Euro Commercial Paper Program is to provide financing for current assets. As of year-end 2018, commercial paper amounting to €492 million (year-end 2017: €0 million) was outstanding under this program and is reported under other liabilities.

€2 Billion Debt Issuance Program

Initially launched in November 2016, the Debt Issuance Program ("DIP") is a flexible instrument for issuing debt securities to investors in public, syndicated and private placements. Volumes, currencies and maturities of the debt to be issued depend on Uniper's financial requirements. The amount available under the program is €2 billion. As of year-end 2018, there were no outstanding DIP bonds (year-end 2017: one outstanding bond with a nominal value of €500 million).

€1.8 Billion Syndicated Credit Facility

The revolving, syndicated credit facility of Uniper SE was refinanced early for an amount of €1.8 billion in 2018. The new term of five years can be extended by up to two additional years with the consent of the banks. Furthermore, an increase option of €500 million was also agreed. The revolving credit facility has not been drawn on as of year-end 2018 (previous year: no utilization). It is available to Uniper both as a back-up facility for the commercial paper program, and as a general liquidity reserve. Uniper additionally has arranged guarantee credit lines with banks for an amount of €1,025 million to cover guarantee requirements in its operations.

Covenants

In its financing activities, Uniper SE has agreed to enter into covenants consisting primarily of change-of-control clauses, negative pledges and pari-passu clauses, each referring to a restricted set of significant circumstances.

Notes on the Income Statement

Income from equity investments and from profit transfers stem from relationships with affiliated companies.

(9) Other Operating Income

Other Operating Income

€ in millions	2018	2017
Currency translation	1,123.7	880.5
Income from costs recharged	13.8	11.3
Income from the reversal of provisions	67.5	21.2
Other	0.3	24.7
Total	1,205.3	937.7

Of the currency translation gains reported, €746.6 million originated from relationships with affiliated companies and €377.1 million from relationships with companies external to the Uniper Group.

(10) Personnel Costs

Personnel Costs

€ in millions	2018	2017
Salaries	69.8	66.2
Social security contributions and expenses related to retirement and other employee benefits	7.8	10.0
<i>Retirement benefits</i>	3.4	5.6
Total	77.6	76.2

Employees (Annual Averages)

	2018	2017
Hourly employees	-	-
<i>Male</i>	-	-
<i>Female</i>	-	-
Salaried employees		
<i>Male</i>	169	175
<i>Female</i>	180	174
Annual average number of employees	349	349
Trainees as of the December 31 reporting date	5	4

(11) Other Operating Expenses

Other Operating Expenses

€ in millions	2018	2017
Currency translation	1,180.6	878.6
Audit and advisory costs	23.2	23.4
Miscellaneous expenses	154.4	152.9
Total	1,358.2	1,054.9

Of the currency translation losses reported, €782.2 million originated from relationships with affiliated companies and €398.4 million from relationships with companies external to the Uniper Group.

Other taxes are presented under other operating expenses.

(12) Net Interest Income

Net Interest Income

€ in millions	2018	2017
Other interest and similar income	84.0	96.8
<i>From affiliated companies</i>	77.7	97.1
Interest and similar expenses	15.5	13.8
<i>To affiliated companies</i>	38.9	27.7
Total	99.5	110.6

Negative interest income in the amount of €0.8 million (previous year: €0.3 million) is included in other interest and similar income. Positive interest expenses in the amount of €40.4 million (previous year: €31.9 million) are included in interest and similar expenses.

Interest and similar expenses include a net expense of €15.0 million from the fair value measurement of the pension plan assets (-€2.8 million) after offsetting the expense from the accretion of discounted pension provisions (€12.2 million including effects of changes in interest rates; previous year: €8.2 million).

(13) Income Taxes

In addition to foreign income tax expenses of €8.8 million (previous year: €0.6 million), there also were expenses for German income taxes amounting to €0.4 million (previous year: €0.0 million) in the 2018 fiscal year, as well as expenses for German income taxes relating to prior years in the amount of €17.2 million (previous year: -€21.5 million). Deferred taxes are not included in the reported tax expense or tax income. Overall, as of December 31, 2018, Uniper SE expects future tax relief from temporary accounting differences – both its own and those of the companies in its consolidated tax group. The calculation of this amount took place on the basis of a combined income tax rate of 31% (Uniper SE and its consolidated tax group companies) and 16% (partnership interests; the tax rate only takes into account corporate income tax and the solidarity surcharge). Deferred tax liabilities result primarily from differences in accounting for property, plant and equipment, from reserves created for tax purposes and from other receivables from derivative transactions. Deferred tax assets result primarily from provisions that cannot be recognized, or cannot be recognized in full, for tax purposes, including those for anticipated losses. Overall, there is a surplus of deferred tax assets over deferred tax liabilities. The option under Section 274 (1), sentence 2, HGB was not exercised for this surplus, and therefore no deferred tax assets were recognized.

Other Disclosures

Derivative Financial Instruments and Valuation Units

Derivative financial instruments reported within various items on the balance sheet had the following nominal amounts, market values and carrying amounts as of the reporting date:

Derivative Financial Instruments

€ in millions	December 31, 2018		December 31, 2017	
	Nominal amount	Fair value (market value)	Nominal amount	Fair value (market value)
Forwards with positive market values	7,805.4	168.1	8,149.4	242.4
Forwards with negative market values	8,985.4	-175.8	7,143.5	-236.5
Total on December 31	16,790.8	-7.8	15,292.9	5.9

Provisions for anticipated losses according to Section 249 HGB are presented as other provisions. Valuation units according to Section 254 HGB have also been designated.

When applying valuation methodologies, particular consideration was given to foreign-currency derivatives, forward prices and similar inputs.

Foreign exchange forwards are concluded primarily in order to hedge receivables and liabilities relating to Group financing. The nominal amounts of these positions and foreign currency hedges concluded with external partners for the purpose of hedging financial risks have been combined into a valuation unit. This is done in line with the Company's risk management concept and treasury guidelines.

Anticipated excess obligations within valuation units are presented, if the prerequisites are met, as provisions from valuation units. To the extent that there are excess obligations resulting from other issues, also including foreign-currency transactions, that are not recognized within a valuation unit, these issues are treated pursuant to the general accounting principles of German commercial law and presented as a provision for anticipated losses from open transactions.

Hedging relationships are combined into macro-hedge valuation units and, if necessary, subdivided into maturity ranges (annual tranches) in which the offsetting changes in value and cash flows are balanced and will remain balanced for the foreseeable future. The valuation unit covers foreign-currency risk as a financial risk. The amounts being hedged can be derived from the following table:

Valuation Units

December 31, 2018	EUR-GBP	EUR-SEK	EUR-USD	Total
Nominal amount (foreign currency, in millions)	355.3	22,786.3	630.8	N/A
Carrying amount of receivables (€ in millions)	397.2	2,222.0	550.9	3,170.1
Nominal amount of open transactions (€ in millions)	3,772.7	5,263.7	7,754.4	16,790.8
Market value of open transactions (€ in millions)	-2.2	-7.1	1.5	-7.8

The open transactions shown above are the foreign currency hedges. The total amount hedged by means of the valuation units (losses from negative market developments of foreign-currency derivatives and losses from the marking to market of foreign-currency positions offset by positive market developments of foreign-currency transactions) is €80 million. A provision from valuation units was recognized in the 2018 fiscal year because the losses from the marking to market of positions exceeded the offsetting gains from positive changes in the market value of the foreign-currency derivatives on the reporting date (hedge ineffectiveness).

Contingencies

Uniper SE generally only enters into contingencies in connection with its own operations or the operations of affiliated companies, and then only after diligent evaluation of risks. The obligations to third parties for affiliated companies amount to €7,066.7 million as of the reporting date (previous year: €4,277.9 million).

Contingencies

€ in millions	December 31,	
	2018	2017
Indemnity agreements	5,863.0	3,596.2
Guarantees	1,203.7	681.7
Total	7,066.7	4,227.9

As of the reporting date, there are guarantee agreements with affiliated companies exclusively in relation to Uniper Beteiligungs GmbH. It is estimated that this unlimited liquidity guarantee is unlikely to be used.

Based on the ongoing evaluation of the risk situation associated with the contingencies that have been assumed and the pertinent information available by the date of this report's preparation, Uniper SE is confident that the respective principal obligors can meet the liabilities underlying these contingencies. Uniper SE therefore considers the risk of having to assume responsibility for any of the contingent obligations as unlikely.

Additional contingencies are a result of the spin-off from E.ON SE, specifically the five-year extended liability as stipulated in Section 133 (1) of the German Transformation Act ("UmwG"). The resultant parties are responsible as joint debtors for liabilities of the transferring entity that existed before the spin-off took effect. This had originally also included the risks associated with E.ON SE's liability for nuclear waste disposal costs in the area of interim and permanent storage. That liability has since been assumed by the Federal Republic of Germany. Accordingly, the sole remaining risk relates to E.ON SE's liability for decommissioning and dismantling nuclear power plants and for the containerization of nuclear waste. Uniper SE assumes that it is not probable that a claim related to this contingency will be made.

Disclosures pursuant to Section 6b (2) EnWG

Uniper SE is subject to the disclosure requirements of Section 6b (2) EnWG for fiscal year 2018. Larger-scale contractual relationships exist with subsidiary companies of the Uniper Group for investing and borrowing liquid funds (cash-pooling agreements). As of the balance sheet date, this led to the recognition of receivables in the amount of €9,309.5 million and of liabilities in the amount of €13,161.4 million.

Transactions with Related Parties

Related parties are legal or natural entities that can exercise influence on Uniper SE or be subject to control or significant influence by Uniper SE.

Transactions with related parties are entered into particularly with subsidiaries, joint ventures and associates. They especially cover rental, service and financial transactions. Such activities are transacted at normal market terms.

Information about the Company's Boards

Supervisory Board

The Supervisory Board is composed as follows:

Supervisory Board

Name	Position	External mandates in other governing bodies	Entry date / Departure date
Dr. Bernhard Reutersberg (Chairman of the Supervisory Board, Uniper SE)	Chairman of the Supervisory Board		From Dec. 18, 2015
Harald Seegatz (Deputy Chairman of the Supervisory Board, Uniper SE)	Chairman of the Group Employee Council	Uniper Kraftwerke GmbH	From April 14, 2016
Markus Rauramo (Deputy Chairman of the Supervisory Board, Uniper SE)	Chief Financial Officer, Fortum Oyj	Wärtsilä Oyj Abp Teollisuuden Voima Oyj Mentten Oy Vaka-säätiö sr Fortum Assets Oy, Chairman Fortum C&H Oy, Chairman Fortum Finance Ireland DAC from 03/2018 Fortum Heat and Gas Oy, Chairman Fortum Power and Heat Oy, Vorsitz PAO Fortum, Chairman	From July 30, 2018
Dr. Marc Spieker (Deputy Chairman of the Supervisory Board, Uniper SE)	Chief Financial Officer, E.ON SE	Nord Stream AG E.ON Verwaltungs SE, Chairman from 03/2018	Until July 16, 2018
Ingrid Marie Åsander	Project Coordinator	Sydkraft Hydropower AB	From April 14, 2016
Oliver Biniek	Employee Representative	Uniper Anlagenservice GmbH, Deputy Chairman until 04/2018	From April 14, 2016
Jean-Francois Cirelli	Chairman, BlackRock France, Belgium and Luxembourg	Idemia Sonepar from 07/2018 SAUR from 12/2018	From Jan. 1, 2017
David Charles Davies	Independent Board Member	Ophir Energy Plc Wienerberger AG, Deputy Chairman Petrofac Ltd from 05/2018	From June 8, 2017
Dr. Marion Helmes	Consultant	Bilfinger SE until 05/2018 ProSiebenSat.1 Media SE, Deputy Chairman NXP Semiconductors N.V. until 06/2018 British American Tobacco Plc. Siemens Healthineers AG from 03/2018 Heineken N.V.	From Jan. 1, 2017
Barbara Jagodzinski	Financial Manager		From April 14, 2016
Andre Muilwijk	Chairman of the Employee Council, Uniper Benelux N.V.		From April 14, 2016
Rebecca Ranich	Independent Board Member	National Fuel Gas Yet Analytics Inc. Gas Technology Institute, Deputy Chairman CARDNO Inc. from 03/2018	From Jan. 1, 2017
Immo Schlepper	Head of Regional Department, ver.di	EWE AG	From June 8, 2017

Management Board

The Management Board is composed as follows:

Management Board

Name	Position	Other directorships	Entry date
Klaus Schäfer	Chairman of the Management Board, Chief Executive Officer	Uniper Global Commodities SE, Chairman Uniper Kraftwerke GmbH, Chairman PAO Unipro, Chairman	From Dec. 30, 2015
Christopher Delbrück	Member of the Management Board, Chief Financial Officer	PAO Unipro until 06/2018	From Dec. 30, 2015
Keith Martin	Member of the Management Board, Chief Commercial Officer		From March 1, 2016
Eckhardt Rümmler	Member of the Management Board, Chief Operating Officer	Uniper Technologies GmbH, Chairman until 04/2018 PAO Unipro	From Dec. 30, 2015

Compensation of Supervisory Board and Management Board

Supervisory Board

Total compensation paid to the Supervisory Board for the 2018 fiscal year amounted to roughly €1.4 million (2017: €1.4 million). Outlays were reimbursed for a total of €70 thousand (2017: €65 thousand).

Members of the Supervisory Board were granted a total of 10,300 virtual shares in the 2018 fiscal year having a grant-date fair value of €0.3 million.

There were no outstanding loans or advances to members of the Supervisory Board in the 2018 fiscal year, nor have any contingencies been entered into in favor of the Supervisory Board.

The Supervisory Board's compensation plan is presented in the Compensation Report, which is part of the Combined Management Report of the Uniper Group.

Management Board

Total compensation paid to members of the Management Board amounted to €10.0 million (2017: €13.0 million). They receive a fixed base salary and other compensation elements (fringe benefits) unrelated to performance, as well as performance-based compensation components including the bonus and share-based payments (as a long-term incentive).

Members of the Management Board were granted allocations under the Uniper Performance Cash Plan in the 2018 fiscal year having a grant-date fair value of €3.1 million. Because a conversion into actual numbers of shares is not provided for under the terms of the Uniper Performance Cash Plan, no such numbers can be determined or disclosed.

The special incentive bonus paid in recognition of the successful spin-off of Uniper SE from E.ON SE in the amount of €4.1 million in total to the members of the Management Board in December 2016 is reported as a non-interest-bearing advance payment because of the contractually agreed repayment provisions. 25% of the special incentive bonus vests following the close of each full year from the effective date of the spin-off of Uniper SE from E.ON SE. It is therefore presented pro rata for the 2018 fiscal year. The vested portion of the special incentive bonus for the members of the Management Board thus totaled approximately €1.0 million in the 2018 fiscal year (2017: €1.0 million).

Uniper SE has no former Management Board members or managing directors. Accordingly, no payments to former Management Board members were made either in the reporting year or in the previous year. Likewise, there are no reportable pension obligations to this group of persons.

Uniper SE and its subsidiaries granted no loans to, and did not enter into any contingencies benefiting, Management Board members in the 2018 fiscal year.

The compensation plan for the Management Board and the amounts paid to each member of the Management Board are presented in the Compensation Report, which is part of the Combined Management Report of the Uniper Group.

Fees of the Independent Auditor

The fees for financial statement audits concern the audit of the Consolidated Financial Statements and the financial statements of Uniper SE and its affiliates, as well as the review of the interim financial statements. Additionally included within this category are the examinations of internal control systems at service providers and project-related reviews performed in the context of the introduction of IT and internal control systems.

Fees for other attestation services concern, in particular, fees charged for other mandatory and voluntary audits. Fees for tax advisory services primarily include analyses of income tax issues and ongoing consulting related to the preparation of tax returns. Fees for other services consist primarily of specialist support in regulatory issues, as well as advisory on accounting issues for planned transactions.

Details regarding the total fees paid to the independent auditor can be found in the comprehensive disclosure in the Notes to Uniper SE's Consolidated Financial Statements.

Declaration of the Management Board

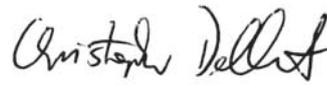
To the best of our knowledge, we declare that, in accordance with applicable financial reporting principles, the annual financial statements give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company, and that the management report of the Company, which is combined with the Group management report, provides a fair review of the development and performance of the business and the position of the Company, together with a description of the principal opportunities and risks associated with the expected development of the Company.

Düsseldorf, February 28, 2019

The Management Board



Klaus Schäfer



Christopher Delbrück



Keith Martin



Eckhardt Rümmler

Disclosures on shareholdings pursuant to Section 285 no. 11 HGB (as of Dec. 31, 2018)

name, location	Capital share %	Equity € in mio ⁷	Net income € in mio ⁷
AB Svafo, SE, Nyköping	22.00	0.1	0.0
Aerodis, S.A., FR, Colombes	100.00	41.5	6.1
AS Latvijas Gāze, LV, Riga	18.26	306.3	28.9
B.V. NEA, NL, Dodewaard	25.00	71.5	0.7
Barsebäck Kraft AB, SE, Löddeköpinge	100.00	13.3	0.0
BauMineral GmbH, DE, Herten ^{1,3}	100.00	4.6	0.0
BBL Company V.O.F., NL, Groningen	20.00	193.9	23.0
Bergeforsens Kraftaktiebolag, SE, Bispgården	40.00	3.6	0.0
BIOPLYN Třeboň spol. s r.o., CZ, Třeboň	24.67	0.8	0.0
Blackjewel Marketing and Sales Holdings LLC, US, Wilmington	30.00	-0.7	-0.7
Blåsjön Kraft AB, SE, Stockholm	50.00	3.7	0.0
Deutsche Flüssigerdgas Terminal beschränkt haftende oHG, DE, Düsseldorf ^{3,4}	90.00	0.0	0.0
DFTG-Deutsche Flüssigerdgas Terminal Gesellschaft mit beschränkter Haftung, DE, Wilhelmshaven ^{3,4}	90.00	0.1	0.0
Donau-Wasserkraft Aktiengesellschaft, DE, München ³	100.00	40.9	0.0
E.ON Benelux Geothermie B.V. (in Liquidation), NL, Rotterdam	100.00	-2.4	-2.4
E.ON Perspekt GmbH, DE, Essen	30.00	0.3	0.0
E.ON Ruhrgas Nigeria Limited, NG, Abuja	100.00	0.2	0.0
EASYCHARGE.me GmbH, DE, Düsseldorf ¹	100.00	0.3	-0.8
EGC UAE SUPPLY & PROCESSING LTD FZE (in Liquidation), AE, Fujairah free zone ⁵	100.00	0.0	0.0
Energie-Pensions-Management GmbH, DE, Hannover	30.00	1.4	1.3
ENEVA S.A., BR, Rio de Janeiro ²	6.10	1,213.0	22.2
Ergon Holdings Ltd, MT, St. Julians ²	100.00	166.0	13.0
Ergon Insurance Ltd, MT, St. Julians ²	100.00	152.8	19.3
Etzel Gas-Lager GmbH & Co. KG, DE, Friedeburg-Etzel	75.22	20.0	22.8
Etzel Gas-Lager Management GmbH, DE, Friedeburg-Etzel	75.20	0.0	0.0
Exporting Commodities International LLC, US, Marlton	49.00	5.4	2.0
Forsmarks Kraftgrupp AB, SE, Östhammar	8.50	685.3	-0.6
Freya Bunde-Etzel GmbH & Co. KG, DE, Essen	59.98	17.9	0.0
Gas-Union GmbH, DE, Frankfurt am Main	23.58	104.7	-27.7
Gemeinschaftskraftwerk Irsching GmbH, DE, Vohburg	50.20	240.0	-25.6
Gemeinschaftskraftwerk Kiel Gesellschaft mit beschränkter Haftung, DE, Kiel	50.00	24.1	2.6
Gemeinschaftskraftwerk Veltheim Gesellschaft mit beschränkter Haftung, DE, Porta Westfalica	66.67	9.0	0.0
German/Swiss Hydropower Consultancy GbR, DE, Landshut ⁶	74.00	0.0	0.0
Goldcup 17546 AB, SE, Sundsvall ⁶	100.00	0.0	0.0
Greanex LLC, US, Wilmington ²	51.00	-5.4	-5.1
Hamburger Hof Versicherungs-Aktiengesellschaft, DE, Düsseldorf	100.00	3.7	0.0
Holford Gas Storage Limited, GB, Edinburgh	100.00	41.7	29.4
Hydropower Evolutions GmbH, DE, Düsseldorf	100.00	0.5	-0.1
India Uniper Power Services Private Limited, IN, Kolkata	50.00	0.9	0.0
Induboden GmbH & Co. Industrierwerte OHG, DE, Düsseldorf	100.00	7.3	1.8
Javelin Global Commodities Holdings LLP, GB, London ²	28.00	44.5	0.0
Kärnkraftsäkerhet & Utbildning AB, SE, Nyköping	33.00	12.5	3.1
Klåvbens AB, SE, Olofström	50.00	0.1	0.0
Kokereigasnetz Ruhr GmbH, DE, Essen ^{1,3}	100.00	7.8	0.0
Kolbäckens Kraft KB, SE, Sundsvall	100.00	1.9	0.0
Kraftwerk Buer GbR, DE, Gelsenkirchen	50.00	5.1	0.0

¹This company exercised its exemption option under Section 264, Paragraph 3 of the German Commercial Code or under Section 264b · ²IFRS figures · ³Company has a profit and loss pooling agreement with a company of Uniper Group (earnings after pooling) · ⁴Company has a profit and loss pooling agreement with a company which is not part of Uniper group (earnings after pooling) · ⁵Net income for a period less than 12 months · ⁶Company has been founded in 2018 and therefore no financial statements are available · ⁷Based on the last available annual statement

Disclosures on shareholdings pursuant to Section 285 no. 11 HGB (as of Dec. 31, 2018)

name, location	Capital share %	Equity € in mio	Net income € in mio
Kraftwerk Schkopau Betriebsgesellschaft mbH, DE, Schkopau	55.60	0.0	0.0
Kraftwerk Schkopau GbR, DE, Schkopau	58.10	108.8	6.5
Liqvis GmbH, DE, Düsseldorf ^{1,3}	100.00	0.3	0.0
Lubmin-Brandov Gastransport GmbH, DE, Essen ³	100.00	240.1	0.0
Maasvlakte CCS Project B.V., NL, Rotterdam	50.00	-34.3	-10.3
Mainkraftwerk Schweinfurt Gesellschaft mit beschränkter Haftung, DE, München ^{1,3}	75.00	0.3	0.0
Mellansvensk Kraftgrupp AB, SE, Stockholm	5.35	7.8	0.0
METHA-Methanhandel GmbH, DE, Essen ³	100.00	0.0	0.0
Mittlere Donau Kraftwerke Aktiengesellschaft, DE, München ^{1,3}	60.00	5.1	0.0
Obere Donau Kraftwerke Aktiengesellschaft, DE, München ^{1,3}	60.00	3.2	0.0
OKG AB, SE, Oskarshamn	54.50	13.2	0.8
OLT Offshore LNG Toscana S.p.A., IT, Milano	48.24	64.1	26.5
OOO Agro-industrial Park «Siberia», RU, Sharypovskiy	100.00	0.2	-0.1
OOO E.ON Connecting Energies, RU, Moskau	50.00	26.4	0.1
OOO Unipro Engineering, RU, Moskau	100.00	1.5	0.0
PAO Unipro, RU, Surgut	83.73	1,503.9	407.0
RAG-Beteiligungs-Aktiengesellschaft, AT, Maria Enzersdorf	29.98	0.1	42.1
RGE Holding GmbH, DE, Essen ^{1,3}	100.00	102.3	0.0
Rhein-Main-Donau GmbH, DE, München	77.49	110.1	0.0
Ringhals AB, SE, Väröbacka	29.56	327.7	25.5
RMD Wasserstraßen GmbH, DE, München ^{1,3}	100.00	0.0	0.0
RMD-Consult GmbH Wasserbau und Energie, DE, München ^{1,3}	100.00	1.8	0.0
RuhrEnergie GmbH, EVR, DE, Gelsenkirchen ³	100.00	12.8	0.0
SOCAR-UNIPER LLC, AZ, Sumgait	49.00	0.3	-0.1
Société des Eaux de l'Est S.A., FR, Saint-Avold (Creutzwald)	25.00	14.1	2.1
Solar Energy s.r.o., CZ, Znojmo	24.99	0.4	0.0
SQC Swedish Qualification Centre AB, SE, Täby	33.30	0.5	0.0
Stensjön Kraft AB, SE, Stockholm	50.00	2.9	0.0
Surschiste, S.A., FR, Mazingarbe	100.00	13.0	1.9
Svensk Kärnbränslehantering AB, SE, Solna	34.00	0.0	0.0
Sydskraft AB, SE, Malmö	100.00	2,798.8	0.0
Sydskraft Försäkring AB, SE, Malmö	100.00	83.7	0.0
Sydskraft Hydropower AB, SE, Sundsvall	100.00	570.4	2.3
Sydskraft Nuclear Power AB, SE, Malmö	100.00	81.9	-31.9
Sydskraft Thermal Power AB, SE, Karlshamn	100.00	7.9	0.1
Teplárna Tábor, a.s., CZ, Tábor	51.95	17.9	0.1
Uniper Anlagenservice GmbH, DE, Gelsenkirchen ³	100.00	43.1	0.0
Uniper Austria GmbH in Liquidation, AT, Wien	100.00	11.2	-1.6
Uniper Belgium N.V., BE, Vilvoorde	100.00	4.4	-3.2
Uniper Benelux CCS Project B.V., NL, Rotterdam	100.00	-19.7	-4.3
Uniper Benelux Holding B.V., NL, Rotterdam	100.00	-878.5	-32.4
Uniper Benelux N.V., NL, Rotterdam	100.00	-403.7	-11.1
Uniper Beteiligungs GmbH, DE, Düsseldorf ¹	100.00	15,094.6	201.9
Uniper Brasil Energia Ltda. (in liquidation), BR, City of São Paulo	100.00	0.1	0.5
Uniper Climate & Renewables France Solar S.A.S., FR, Colombes	100.00	22.6	2.9
Uniper Energies Renouvelables S.A.S., FR, Colombes	100.00	23.6	2.0
Uniper Energy DMCC, AE, Dubai	100.00	0.9	-29.4

¹This company exercised its exemption option under Section 264, Paragraph 3 of the German Commercial Code or under Section 264b · ²IFRS figures ·

³Company has a profit and loss pooling agreement with a company of Uniper Group (earnings after pooling) · ⁴Company has a profit and loss pooling

agreement with a company which is not part of Uniper group (earnings after pooling) · ⁵Net income for a period less than 12 months · ⁶Company has been

founded in 2018 and therefore no financial statements are available · ⁷Based on the last available annual statement

Disclosures on shareholdings pursuant to Section 285 no. 11 HGB (as of Dec. 31, 2018)

name, location	Capital share %	Equity € in mio	Net income € in mio
Uniper Energy Limited, GB, Birmingham	100.00	0.0	0.0
Uniper Energy Sales GmbH, DE, Düsseldorf ³	100.00	2,596.3	0.0
Uniper Energy Southern Africa (Pty) Ltd., ZA, Johannesburg (Sandton) ²	100.00	1.2	-0.5
Uniper Energy Storage GmbH, DE, Essen ³	100.00	261.3	0.0
Uniper Energy Storage Limited in Liquidation, GB, Birmingham	100.00	0.0	0.0
Uniper Energy Trading NL Staff Company 2 B.V., NL, Rotterdam	100.00	11.7	-0.1
Uniper Energy Trading NL Staff Company B.V., NL, Rotterdam	100.00	1.1	0.1
Uniper Energy Trading Srbija d.o.o., RS, Belgrad	100.00	0.7	0.0
Uniper Energy Trading UK Staff Company Limited, GB, Birmingham	100.00	0.6	0.0
Uniper Exploration & Production GmbH, DE, Düsseldorf ^{1,3}	100.00	1,693.6	0.0
Uniper Financial Services GmbH, DE, Regensburg ^{1,3}	100.00	0.0	0.0
Uniper France Energy Solutions S.A.S., FR, Colombes	100.00	25.9	21.9
Uniper France Power S.A.S., FR, Colombes	100.00	-556.5	-28.6
Uniper France S.A.S., FR, Colombes	100.00	171.6	53.4
Uniper Gas Transportation and Finance B.V., NL, Rotterdam	100.00	34.9	0.7
Uniper Global Commodities Canada Inc., CA, Toronto	100.00	0.3	0.0
Uniper Global Commodities London Ltd., GB, Birmingham	100.00	0.3	0.2
Uniper Global Commodities North America LLC, US, Wilmington ²	100.00	-13.5	-15.8
Uniper Global Commodities SE, DE, Düsseldorf ³	100.00	2,329.0	0.0
Uniper Global Commodities UK Limited, GB, Birmingham	100.00	22.0	4.1
Uniper Holding GmbH, DE, Düsseldorf ^{1,3}	100.00	11,463.0	0.0
Uniper Holdings Limited, GB, Birmingham	100.00	0.0	0.0
Uniper HR Services Berlin GmbH, DE, Berlin ³	100.00	0.0	0.0
Uniper HR Services Hannover GmbH, DE, Hannover ³	100.00	7.2	0.0
Uniper Hungary Energetikai Kft., HU, Budapest	100.00	19.7	2.3
Uniper Infrastructure Asset Management B.V., NL, Rotterdam	100.00	384.3	15.5
Uniper IT GmbH, DE, Düsseldorf ^{1,3,5}	100.00	0.0	0.0
Uniper Kraftwerke GmbH, DE, Düsseldorf ³	100.00	1,413.1	0.0
Uniper Market Solutions GmbH, DE, Düsseldorf ³	100.00	5.3	0.0
Uniper NefteGaz LLC, RU, Moskau	100.00	1.4	0.3
Uniper Risk Consulting GmbH, DE, Düsseldorf ^{1,3}	100.00	16.9	0.0
Uniper Ruhrgas BBL B.V., NL, Rotterdam	100.00	47.3	3.5
Uniper Ruhrgas International GmbH, DE, Essen ^{1,3}	100.00	2,214.6	0.0
Uniper Systemstabilität GmbH, DE, Düsseldorf ⁶	100.00	0.0	0.0
Uniper Technologies B.V., NL, Rotterdam	100.00	4.8	0.3
Uniper Technologies GmbH, DE, Gelsenkirchen ³	100.00	76.6	0.0
Uniper Technologies Limited, GB, Birmingham	100.00	8.4	-11.5
Uniper Trading Canada Ltd., CA, Toronto	100.00	0.6	0.0
Uniper UK Corby Limited, GB, Birmingham	100.00	0.1	0.0
Uniper UK Cottam Limited, GB, Birmingham	100.00	0.0	0.0
Uniper UK Gas Limited, GB, Birmingham	100.00	9.1	-0.5
Uniper UK Ironbridge Limited, GB, Birmingham	100.00	-0.7	-1.0
Uniper UK Limited, GB, Birmingham	100.00	472.9	-114.2
Uniper UK Trustees Limited, GB, Birmingham	100.00	0.0	0.0
Uniper Wärme GmbH, DE, Gelsenkirchen ³	100.00	18.6	0.0
Untere Iller AG, DE, Landshut	60.00	1.2	0.0
Utilities Center Maasvlakte Leftbank b.v., NL, Rotterdam	100.00	73.9	4.1
Vaultige AB, DE, Stockholm ⁶	50.00	0.0	0.0

¹This company exercised its exemption option under Section 264, Paragraph 3 of the German Commercial Code or under Section 264b · ²IFRS figures · ³Company has a profit and loss pooling agreement with a company of Uniper Group (earnings after pooling) · ⁴Company has a profit and loss pooling agreement with a company which is not part of Uniper group (earnings after pooling) · ⁵Net income for a period less than 12 months · ⁶Company has been founded in 2018 and therefore no financial statements are available · ⁷Based on the last available annual statement

The following Independent Auditor's Report relates to the annual financial statements and the combined management report of Uniper SE. The combined management report of Uniper SE is published in the Annual Report of the Uniper Group. The annual financial statements and the combined management report of the Uniper Group and of Uniper SE for the 2018 fiscal year are submitted to the publisher of the German Federal Gazette ("Bundesanzeiger") and are accessible via the website of the Company Register ("Unternehmensregister").

INDEPENDENT AUDITOR'S REPORT

To Uniper SE, Düsseldorf

REPORT ON THE AUDIT OF THE ANNUAL FINANCIAL STATEMENTS AND THE MANAGEMENT REPORT

Audit Opinions

We have audited the annual financial statements of Uniper SE, Düsseldorf, which comprise the balance sheet as at 31 December 2018, and the income statement for the financial year from 1 January to 31 December 2018, and notes to the financial statements, including the recognition and measurement policies presented therein. In addition, we have audited the management report of Uniper SE, which is combined with the group management report, for the financial year from 1 January to 31 December 2018. We have not audited the content of those parts of the management report listed in the "Other Information" section of our auditor's report in accordance with the German legal requirements.

In our opinion, on the basis of the knowledge obtained in the audit,

- the accompanying annual financial statements comply, in all material respects, with the requirements of German commercial law and give a true and fair view of the assets, liabilities and financial position of the Company as at 31 December 2018 and of its financial performance for the financial year from 1 January to 31 December 2018 in compliance with German Legally Required Accounting Principles, and
- the accompanying management report as a whole provides an appropriate view of the Company's position. In all material respects, this management report is consistent with the annual financial statements, complies with German legal requirements and appropriately presents the opportunities and risks of future development. Our audit opinion on the management report does not cover the content of those parts of the management report listed in the "Other Information" section of our auditor's report.

Pursuant to § [Article] 322 Abs. [paragraph] 3 Satz [sentence] 1 HGB [Handelsgesetzbuch: German Commercial Code], we declare that our audit has not led to any reservations relating to the legal compliance of the annual financial statements and of the management report.

Basis for the Audit Opinions

We conducted our audit of the annual financial statements and of the management report in accordance with § 317 HGB and the EU Audit Regulation (No. 537/2014, referred to subsequently as "EU Audit Regulation") and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer [Institute of Public Auditors in Germany] (IDW). Our responsibilities under those requirements and principles are further described in the "Auditor's Responsibilities for the Audit of the Annual Financial Statements and of the Management Report" section of our auditor's report. We are independent of the Company in accordance with the requirements of European law and German commercial and professional law, and we have fulfilled our other German professional responsibilities in accordance with these requirements. In addition, in accordance with Article 10 (2) point (f) of the EU Audit Regulation, we declare that we have not provided non-audit services prohibited under Article 5 (1) of the EU Audit Regulation. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions on the annual financial statements and on the management report.

Key Audit Matters in the Audit of the Annual Financial Statements

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the annual financial statements for the financial year from 1 January to 31 December 2018. These matters were addressed in the context of our audit of the annual financial statements as a whole, and in forming our audit opinion thereon; we do not provide a separate audit opinion on these matters.

In our view, the matter of most significance in our audit was as follows:

Measurement of shares in affiliated companies

Our presentation of this key audit matter has been structured as follows:

- 1 Matter and issue
- 2 Audit approach and findings
- 3 Reference to further information

Hereinafter we present the key audit matter:

Measurement of shares in affiliated companies

- 1 In the Company's annual financial statements, shares in affiliated companies amounting to EUR 18,746 billion (64 % of total assets) are reported under the "Financial assets" balance sheet item.

Shares in affiliated companies are measured in accordance with German commercial law at the lower of cost and fair value. The fair values are calculated using discounted cash flow models as the present values of the expected future cash flows according to the planning projections prepared by the executive directors. Expectations relating to future market developments and assumptions about the development of macroeconomic factors are also taken into account. The discount rate used is the individually determined cost of capital for the relevant financial asset.

Based on the values calculated and other documentation, there was no need to recognize impairment losses in the financial year.

The outcome of this valuation exercise is dependent to a large extent on the estimates made by the executive directors of the future cash flows, and on the respective discount rates and rates of growth employed. The valuation is therefore subject to material uncertainty. Against this background and due to the highly complex nature of the valuation and its material significance for the Company's net assets and results of operations, this matter was of particular significance in the context of our audit.

- 2 As part of our audit, we assessed the methodology employed for the purposes of the valuation exercise, among other things. We satisfied ourselves, in particular, that the fair values of the significant shareholdings had been appropriately determined using discounted cash flow models in compliance with the relevant measurement standards. We based our assessment, among other things, on a comparison with general and sector-specific market expectations as well as on the executive directors' detailed explanations regarding the key planning value drivers underlying the expected cash flows. In the knowledge that even relatively small changes in the discount rate and growth rate applied can have a material impact on the value of the entity calculated using this method, we focused our testing in particular on the parameters used to determine the discount rate applied, and evaluated the measurement model.

In our view, taking into consideration the information available, the valuation parameters and underlying assumptions used by the executive directors are appropriate overall for the purpose of appropriately measuring shares in affiliated companies.

- 3 The Company's disclosures regarding financial assets are contained in the accounting policies and in note 1 of the notes to the annual financial statements.

Other Information

The executive directors are responsible for the other information. The other information comprises the following non-audited parts of the management report:

- the statement on corporate governance pursuant to § 289f HGB and § 315d HGB included in section "Corporate Governance Report" of the management report
- the separate non-financial report pursuant to § 289b Abs. 3 HGB and § 315b Abs. 3 HGB

Our audit opinions on the annual financial statements and on the management report do not cover the other information, and consequently we do not express an audit opinion or any other form of assurance conclusion thereon.

In connection with our audit, our responsibility is to read the other information and, in doing so, to consider whether the other information

- is materially inconsistent with the annual financial statements, with the management report or our knowledge obtained in the audit, or
- otherwise appears to be materially misstated.

Responsibilities of the Executive Directors and the Supervisory Board for the Annual Financial Statements and the Management Report

The executive directors are responsible for the preparation of the annual financial statements that comply, in all material respects, with the requirements of German commercial law, and that the annual financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Company in compliance with German Legally Required Accounting Principles. In addition, the executive directors are responsible for such internal control as they, in accordance with German Legally Required Accounting Principles, have determined necessary to enable the preparation of annual financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the annual financial statements, the executive directors are responsible for assessing the Company's ability to continue as a going concern. They also have the responsibility for disclosing, as applicable, matters related to going concern. In addition, they are responsible for financial reporting based on the going concern basis of accounting, provided no actual or legal circumstances conflict therewith.

Furthermore, the executive directors are responsible for the preparation of the management report that as a whole provides an appropriate view of the Company's position and is, in all material respects, consistent with the annual financial statements, complies with German legal requirements, and appropriately presents the opportunities and risks of future development. In addition, the executive directors are responsible for such arrangements and measures (systems) as they have considered necessary to enable the preparation of a management report that is in accordance with the applicable German legal requirements, and to be able to provide sufficient appropriate evidence for the assertions in the management report.

The supervisory board is responsible for overseeing the Company's financial reporting process for the preparation of the annual financial statements and of the management report.

Auditor's Responsibilities for the Audit of the Annual Financial Statements and of the Management Report

Our objectives are to obtain reasonable assurance about whether the annual financial statements as a whole are free from material misstatement, whether due to fraud or error, and whether the management report as a whole provides an appropriate view of the Company's position and, in all material respects, is consistent with the annual financial statements and the knowledge obtained in the audit, complies with the German legal requirements and appropriately presents the opportunities and risks of future development, as well as to issue an auditor's report that includes our audit opinions on the annual financial statements and on the management report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with § 317 HGB and the EU Audit Regulation and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer (IDW) will always detect a material misstatement. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these annual financial statements and this management report.

We exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the annual financial statements and of the management report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our audit opinions. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
- Obtain an understanding of internal control relevant to the audit of the annual financial statements and of arrangements and measures (systems) relevant to the audit of the management report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an audit opinion on the effectiveness of these systems of the Company.
- Evaluate the appropriateness of accounting policies used by the executive directors and the reasonableness of estimates made by the executive directors and related disclosures

- Conclude on the appropriateness of the executive directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the annual financial statements and in the management report or, if such disclosures are inadequate, to modify our respective audit opinions. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to be able to continue as a going concern.
- Evaluate the overall presentation, structure and content of the annual financial statements, including the disclosures, and whether the annual financial statements represent the underlying transactions and events in a manner that the annual financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Company in compliance with German Legally Required Accounting Principles.
- Evaluate the consistency of the management report with the annual financial statements, its conformity with German law, and the view of the Company's position it provides.
- Perform audit procedures on the prospective information presented by the executive directors in the management report. On the basis of sufficient appropriate audit evidence we evaluate, in particular, the significant assumptions used by the executive directors as a basis for the prospective information and evaluate the proper derivation of the prospective information from these assumptions. We do not express a separate audit opinion on the prospective information and on the assumptions used as a basis. There is a substantial unavoidable risk that future events will differ materially from the prospective information.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with the relevant independence requirements, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, the related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the annual financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter.

OTHER LEGAL AND REGULATORY REQUIREMENTS

Report on the Audit of Compliance with the Accounting Obligations pursuant to § 6b Abs. 3 EnWG

We have audited the compliance with the accounting obligations pursuant to § 6b Abs. 3 EnWG [Energiewirtschaftsgesetz: German Energy Industry Act], which require separate accounts to be maintained for the activities pursuant to § 6b Abs. 3 EnWG, for the financial year from 1 January to 31 December 2018.

In our opinion, the accounting obligations pursuant to § 6b Abs. 3 EnWG, which require separate accounts to be maintained for the activities pursuant to § 6b Abs. 3 EnWG, for the financial year from 1 January to 31 December 2018 have been fulfilled in all material respects.

We conducted our audit in accordance with § 6b Abs. 5 EnWG and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer (IDW). Our responsibilities under those requirements and principles are further described below and in section "Auditor's Responsibilities for the Audit of the Annual Financial Statements and of the Management Report". We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion in this regard.

The executive directors are responsible for the compliance with the obligations pursuant to § 6b Abs. 3 EnWG as well as for such arrangements and measures (systems) as they have considered necessary to comply with these obligations.

Our objectives are to obtain reasonable assurance about whether the accounting obligations pursuant to § 6b Abs. 3 EnWG have been fulfilled, in all material respects, as well as to issue a report that includes our audit opinion on the compliance with the accounting obligations pursuant to § 6b Abs. 3 EnWG. The audit comprises an assessment of whether the amounts stated and the classification of the accounts pursuant to § 6b Abs. 3 EnWG are appropriate and comprehensible and whether the principle of consistency has been observed.

Further Information pursuant to Article 10 of the EU Audit Regulation

We were elected as auditor by the annual general meeting on 6 June 2018. We were engaged by the supervisory board on 29 June 2018. We have been the auditor of Uniper SE, Düsseldorf, without interruption since the Company first met the requirements as a public-interest entity within the meaning of § 319a Abs. 1 Satz 1 HGB in the financial year 2016.

We declare that the audit opinions expressed in this auditor's report are consistent with the additional report to the audit committee pursuant to Article 11 of the EU Audit Regulation (long-form audit report).

GERMAN PUBLIC AUDITOR RESPONSIBLE FOR THE ENGAGEMENT

The German Public Auditor responsible for the engagement is Markus Dittmann.

Düsseldorf, March 1, 2019

PricewaterhouseCoopers GmbH
Wirtschaftsprüfungsgesellschaft

(sgd. Markus Dittmann)
Wirtschaftsprüfer
(German Public Auditor)

(sgd. Michael Servos)
Wirtschaftsprüfer
(German Public Auditor)

Financial Calendar

May 7, 2019

Quarterly Statement: January–March 2019

May 22, 2019

2019 Annual Shareholders Meeting (Düsseldorf, Congress Center)

August 8, 2019

Half-Year Interim Report: January–June 2019

November 12, 2019

Quarterly Statement: January–September 2019

March 10, 2020

Annual Report: 2019

May 7, 2020

Quarterly Statement: January–March 2020

May 20, 2020

2020 Annual Shareholders Meeting (Düsseldorf, Congress Center)

August 11, 2020

Half-Year Interim Report: January–June 2020

November 10, 2020

Quarterly Statement: January–September 2020

Further information

Media Relations

press@uniper.energy

Investor Relations

ir@uniper.energy

Creditor Relations

creditor-relations@uniper.energy

