

2024

**Annual
General Meeting of
RWE Aktiengesellschaft
on 3 May 2024**

Counter motions and candidate nominations

RWE

Below you will find all counter motions and candidate nominations by shareholders according to Sections 126 and 127 of the German Stock Corporation Act regarding the items on the agenda of the 2024 Annual General Meeting of RWE Aktiengesellschaft:

Voting or instructions on shareholder motions

Shareholder motions that must be published in accordance with Section 126 or Section 127 of the German Stock Corporation Act shall be deemed filed when they are published in accordance with Section 126 (4) of the German Stock Corporation Act. You can support shareholder motions that are only aimed at rejecting the respective proposal of the Management by ticking the "No" box for the agenda item to which such a motion relates on the form "Briefwahl und Stimmrechtsvertretung" ["postal vote and voting proxy"] sent with the participation ticket or in the online service. Such shareholder motions are listed below without capital letters.

Shareholder motions for which not only the rejection of the management's proposal but also a resolution with different content is to be brought about are marked below with a capital letter. If you would like to issue instructions to the proxies to exercise your voting rights on such motions in the event of a separate vote at the Annual General Meeting or cast your vote by postal vote, please mark your voting request for the motion marked with the corresponding capital letter in the online service under "Counter motions and candidate nominations".

RWE
Aktiengesellschaft
Essen

Counter-motion by Mr. Bernd Keveslegeti in relation to the Annual General Meeting of RWE Aktiengesellschaft on 3 May 2024

“Counter-motion in accordance to Sections 125 and 126 regarding the Annual General Meeting of RWE Aktiengesellschaft on 3 May 2024

The acts of the Executive Board and the Supervisory Board should not be approved.

RWE continues to pursue its misguided coal and energy policy. Contrary to the vociferously postulated climate goals. The company generates 45.24 percent of its electricity from renewable sources, 42.16 percent from gas, 34.24 percent from lignite and 4.21 percent from hard coal. So mainly from fossil sources. In the Netherlands, RWE had filed a lawsuit against the coal phaseout, in which it was suing for two billion euros in compensation for two power stations. Last year, RWE cleared the wind turbines located on country road 12 from Keyenberg to Holzweiler. This was and is about further lignite mining (280 million tons of lignite).

So there can be no question of any environmental responsibility.

Bernd Keveslegeti, shareholder”

RWE
Aktiengesellschaft
Essen

Counter motions by Mr. Wilm Diedrich Müller in relation to the Annual General Meeting of RWE Aktiengesellschaft on 3 May 2024

“From Mr. Mueller, born on 25 March 1956 in Sande, a village to the left of the Jade Bay

To the Rwe company, Essen an der Ruhr

Persons, I hereby request that all proposals of the administration be rejected.

I justify my global counter motion by stating that I am dissatisfied with the fact that I am only invited to a virtual meeting.

As my status as a shareholder is not in doubt, I request that this letter of counter-motion be published immediately.

The above-mentioned Mr.

Further information about me, the sender of this email:

My full name: Mr. Wilm Diedrich Mueller

My home, postal address and residence in exile: [■■■■], an artists' village to the left of the Jade Bay,

Phone: [■■■■], Whatsapp: [■■■■]

My profession: Managing director of the family company Diedrich Mueller, founded in 1889 by my father's father's father in Neuenburg on Bullenmeersbäke,

My very special quirk: I very much dislike being called "Wilm Mueller". The word 'Mister'. or the word 'person' is a must as a form address.

Under "Mr. Mueller goes to the AGM" you can google a worthwhile newspaper article about my hobby of being a shareholder.

Email: [■■■■], Twitter: @PersonMueller,

Facebook, Instagram, LinkedIn, tiktok and snapchat: nothing like this”

Counter motions filed by the Association of Ethical Shareholders Germany in respect of the Annual General Meeting of RWE AG on 3 May 2024

A Counter motion regarding Item 2 on the Agenda: Appropriation of distributable profit

We reject the proposal by the Executive Board and management to appropriate the distributable profit of fiscal 2023 to pay a dividend of 1 euro per share (= 743,841,217.00 euros). Instead, we propose that a dividend of 10 euro cents per share (= 74,384,121.70 euros) be paid.

Rationale:

The provisions formed by RWE AG for mining and nuclear waste disposal (Nuclear segment) will probably be insufficient. Moreover, additional provisions must be formed for damage to health and premature deaths caused by the emissions of the opencast mines and power stations. The resulting compensatory payments expose RWE to a huge risk, which must be quantified immediately. Therefore, the Association demands that the Executive Board and the Supervisory Board of RWE AG increase the provisions by the amount no longer needed for the dividend of 669,457,095.30 euros.

"The polluter pays principle enshrined in the German Mining Act obliges operators of opencast lignite mines to cover the consequential costs of their commercial activities. The German Commercial Code stipulates that the companies must form provisions for these consequential costs, with these provisions not being funds secured separately, but instead designated as a future payment obligation on the balance sheet," write the authors of a study entitled "Financial provisions in the lignite business. Options for securing lignite provisions and implementing the polluter pay principle," which was published by Climate Alliance Germany and others in 2016.

As evident from the report entitled "Consequential costs of opencast lignite mining in the State of North Rhine-Westphalia" by the Ministry for Economic Affairs, Industry, Climate Action and Energy for the meeting of the Mining Safety Sub-committee on 15 March 2024, RWE Power AG had formed a total of 6.269 billion euros in lignite mining provisions as of the balance-sheet date, 31 December 2022, of which 5.248 billion had been set aside to fulfil the opencast lignite mines' restoration obligations (cf. page 8 of the report <https://www.landtag.nrw.de/portal/WWW/dokumentenarchiv/Dokument/MMV18-2365.pdf>).

At the end of the report, reference is made to an expert opinion yet to be commissioned in 2024: "Based on the findings of the expert opinion, it will have to be determined whether and – if so – which further measures will be taken to ensure that the costs are fully covered or whether, e.g., a foundation or company for the lignite may prove to be a vehicle suitable for securing the funds."

Counter-motion regarding Item 3, on the Agenda: Approval of the acts of the members of the Executive Board for fiscal 2023

The Association of Ethical Shareholders Germany hereby files a motion against approving the acts of the members of the Executive Board.

Rationale:

RWE AG boastfully claims that it is "Powering towards a green tomorrow." In fact, the company continues to operate opencast lignite mines and coal-fired power stations, and has amassed excess capacity at LNG terminals. RWE is responsible for greenhouse gas emissions that are harmful to the environment, irreversible environmental damage, impairment of human health – in some cases leading to premature death – as well as the destruction of arable farmland as well as of villages and their infrastructure.

Methane emissions from opencast lignite mine likely 100 times higher than reported by RWE

German opencast lignite mines are much dirtier than claimed by RWE, believed by the government, and suspected by the public. Based on estimates by Environmental Action Germany (DUH) and UK institute Ember Climate, opencast lignite mines in Germany emit far more climate-damaging methane than officially stated. According to a study by Ember Climate, these emissions may actually be 184 times higher. Satellite images prove that emissions from the Hambach and other opencast mines are very high (cf. the summary of the study in German: "[Underestimated methane emissions: urgent need for the government to take action](#);" complete study in English: "[Brief: Urgency to update Germany's coal mine methane emission factor](#)").

Methane is the second-largest cause of greenhouse gases and is making the climate crisis much more serious. In addition, as a precursor substance to low-lying ozone, methane is detrimental to human health and the environment. The DUH calls on the German government to develop a strategy for reducing methane emissions. This includes an independent measuring campaign – above all with respect to lignite, which is transgressing allowable thresholds to a substantial degree. RWE must take measures to reduce emissions very swiftly, including the resolute deployment of pre-mine drainage systems, which have been in use for decades in the USA.

RWE's exposure to legal risks arising from climate and human rights lawsuits

The European Court of Human Rights (ECtHR) obliges governments to protect the climate. In early April, the Senior Women for Climate Protection Switzerland organisation won a human rights suit filed with the ECtHR. Although the ruling only affects Switzerland for the time being, it also applies to all members of the European Union and the European Council, which include Germany. This gives citizens a basis for taking recourse against government, which must then intensify climate legislation. A suit filed by nine German adolescents and young adults promoting more ambitious climate goals is also pending before the ECtHR.

The climate suit filed by the Peruvian farmer Saúl Luciano Lliuya against RWE will enter into the next round in the early summer. A discovery hearing is taking place before the Hamm Upper Regional Court. The action brought in 2015 alleges that RWE, one of the biggest emitters of carbon dioxide, has contributed to climate change and, in turn, the glacier meltdown above the town of Juaraz in the Andes.

Coal-fired electricity generation in Dutch power stations through to 2029

RWE's Dutch power plants currently fire both hard coal as well as biomass. Whereas the Amer 9 power station is scheduled to be converted to 100% biomass firing by the end of 2024, the full conversion of the Eemshaven power plant is not envisaged until the end of 2029. RWE must write off 349 million US dollars because it is a creditor of wood pellet producer Enviva.

Water management problems in the Rhenish lignite mining region

Before construction of the planned Rhine water transport pipeline from Dormagen to Grevenbroich begins, this plan must absolutely be reviewed by an independent body and alternatives have to be found. Solely flooding the opencast lignite mines with water from the Rhine would have catastrophic environmental consequences. It is imperative that it be examined whether e.g. filling the mines with dump material can reduce the volume of the remaining holes and whether the Cologne Peripheral Channel can be repurposed to at least fill the Hambach and Inden opencast mines. There is a danger that there may not be enough clean water for the environment or potable water in the Rhenish lignite mining region in the future. This may render it impossible to justly distribute this vital and scarce resource. Biodiversity in the region faces a huge threat due to the envisaged transport and drinking water pipelines as well as the ingress of unsuitable water in the ecosystems. This is why there is an urgent need to ensure that feeding Rhine water does not jeopardise our vital marshlands. The impact on this biotope – especially the Schwalm-Nette nature reserve – must also be explored in depth by way of an independent expert opinion. Moreover, there is reason to fear that the eternal consequential costs resulting from lignite mining will not be covered by applying the polluter pays principle, and that instead, the public will have to bear a large portion of them.

Countermotion with respect to Item 4, on the Agenda: Approval of the acts of the members of the Supervisory Board for fiscal 2023

The Association of Ethical Shareholders Germany hereby files a motion against approving the acts of the members of the Supervisory Board.

Rationale:

The Supervisory Board failed to fulfil its duty to monitor the Executive Board to a sufficient extent. Numerous risky projects and investments were not stopped by the Supervisory Board.

New gas infrastructure projects and imports disregard climate targets

New LNG terminals, gas-fired power stations and pipelines for fossil gas are being built without consideration for climate goals, and RWE is involved in this. However, new gas infrastructure may only be approved if it is designed to transport green gas. The expansion of infrastructure for liquefied natural gas (LNG) is superfluous in the energy context, a catastrophe in terms of climate policy, and prolongs the fossil gas business.

RWE organises deliveries of LNG to Germany and is involved in building LNG infrastructure. Gas

companies affiliated with RWE that are included in the consolidated financial statements are Elbehafen LNG GmbH (Essen), Ostsee LNG Holding GmbH (Essen), Ostsee LNG Terminal GmbH (Essen) and German LNG Terminal GmbH (Brunsbüttel). RWE is planning to build a hydrogen-ready gas power station in the Rhenish town of Weisweiler, which is to replace the company's coal-fired generation in 2023. However, there is reason to fear that the infrastructure for fossil gas will never be repurposed for green hydrogen.

Supply agreement with US LNG wholesaler Woodside

As early as 2018, following the announcement of the first capacity agreement between RWE and German LNG Terminal for Brunsbüttel, RWE signed a supply agreement with global LNG wholesaler Woodside for US gas. In 2021, the two industrial groups announced that they had agreed on a seven-year contract to supply LNG from Woodside's global LNG portfolio starting in 2025. The contractually agreed supply volume of 1.14 billion cubic metres comes very close to matching the LNG supply commitment made by Woodside to the Corpus Christi Terminal in the USA.

RWE must withdraw from the mega gas project on Australia's west coast

RWE also supports a mega gas project of Australia's largest oil and gas group Woodside. This project off the western coast of Australia uses underwater sonic cannons to conduct seismic tests. A total of over 1,300 km of pipelines is to be laid, gas drillings at depths of over 900 metres are to be conducted, and a floating offshore platform is to be erected. Together with Uniper, RWE is the main buyer of the gas that harms both the ecosystem and whales. RWE must withdraw from financing and implementing this project.

Urenco: nuclear nightmares and threat to freedom!

Urenco is the world's second-largest uranium enrichment specialist, a sixth of which is owned by RWE. Urenco Gronau intends to increase production output from 3,700 mt UF₆ to the approved volume of 4,500 mt UF₆. Urenco states that plans also envisage the spatial expansion of the facility in Gronau. A "recycling facility" and warehouses for decommissioned uranium centrifuges are to be built on the company's premises, with old centrifuges being replaced by new ones. But no solution has been found for disposing of the resulting uranium waste. Management of the depleted UF₆, which was supplied to Russia before the country's war of aggression on Ukraine, remains a secret. For the first time in the history of the Nuclear Authority of the State of North Rhine-Westphalia, no figures are being published on the amount of depleted UF₆ in the outdoor storage facility of Urenco Gronau. Urenco has declared this a trade secret. In addition to the further involvement of the Gronau facility in the supply of enriched uranium to the subsidiary in the USA, where it is further enriched to 19.75% (HALEU) – making it military grade – it has now come to light that Urenco has resumed processing of Russian uranium. Having announced publicly that it had cancelled all supply agreements with Russia after February 2022, following investigations conducted by Dutch anti-nuclear activists, Urenco admitted in February 2024 that it was indeed enriching Russian uranium for a "major French nuclear power plant operator." Gronau may also be involved in this activity.

This is exacerbated by the resurgence of and intensified debate on Europe's and Germany's own nuclear armament. This sparks desires that are fuelled by the technical possibility of enriching uranium to weapon-grade status.

Huge damage to health from ultrafine particulate matter, carbon dioxide and methane

The ruling of the European Court of Human Rights (ECtHR, 4/2024, cf. Item 3) is also of great significance to the health sector. From a paediatrician's perspective, it is imperative that an end be put to carcinogenic ultrafine particulate matter that pollutes the air within a radius of hundreds of kilometres and is very toxic to humans. German pulmonary physicians call for a significant reduction in fine particulate emissions (12/2018), which is especially important for women during pregnancy. RWE must lower emissions by its power plants by installing more effective filtering systems.

RWE Aktiengesellschaft

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