Second Supplement dated 16 August 2022
to the Prospectus dated 6 May 2022
as supplemented by the First Supplement dated 12 May 2022

*This document constitutes a supplement (the "**Second Supplement**") within the meaning of Article 23(1) of Regulation (EU) 2017/1129 of the European Parliament and the Council of 14 June 2017, as amended (the "**Prospectus Regulation**") to the base prospectus of RWE Aktiengesellschaft in respect of non-equity securities within the meaning of Article 2(c) of the Prospectus Regulation ("**Non-Equity Securities**") (the "**Debt Issuance Programme Prospectus**" or the "**Prospectus**").*

This Second Supplement is supplemental to, and should be read in conjunction with the Prospectus dated 6 May 2022 as supplemented by the First Supplement dated 12 May 2022 (together, the "**Supplemented Prospectus**"). Therefore, with respect to future issues of Notes under the Programme of the Issuer (as defined below), references in the Final Terms to the Prospectus are to be read as references to the Supplemented Prospectus as further supplemented by this Second Supplement.

RWE Aktiengesellschaft

(Essen, Federal Republic of Germany)

as Issuer

€ 10,000,000,000
Debt Issuance Programme

(the "**Programme**")

The Issuer (as defined herein) has requested the *Commission de Surveillance du Secteur Financier* (the "**Commission**") of the Grand Duchy of Luxembourg in its capacity as competent authority under the Prospectus Regulation and the Luxembourg act relating to prospectuses for securities dated 16 July 2019 *(Loi du 16 juillet 2019 relative aux prospectus pour valeurs mobilières et portant mise en œuvre du règlement (UE) 2017/1129,* as amended, the "**Luxembourg Law**") to provide the competent authorities in the Federal Republic of Germany ("**Germany**"), The Netherlands, the Republic of Austria and the Republic of Ireland with a certificate of approval attesting that this Second Supplement has been drawn up in accordance with the Prospectus Regulation ("**Notification**"). The Issuer may request the Commission to provide competent authorities in additional Member States within the European Economic Area with a Notification pursuant to Article 25 of the Prospectus Regulation.

This Second Supplement has been approved by the CSSF, has been filed with said authority and will be published in electronic form on the website of the Luxembourg Stock Exchange (www.bourse.lu) and on the website of RWE Group (https://www.group.rwe/en/investor-relations/bonds-and-rating).

RWE Aktiengesellschaft ("**RWE**" and together with its consolidated group companies, the "**RWE Group**" or the "**Group**") with its registered office in Essen, Germany (herein also called the "**Issuer**") is solely responsible for the information given in this Second Supplement.

The Issuer hereby declares that to the best of its knowledge the information contained in this Second Supplement for which it is responsible is in accordance with the facts and makes no omission likely to affect its import.

Terms defined or otherwise attributed meanings in the Supplemented Prospectus have the same meaning in this Second Supplement.

This Second Supplement shall only be distributed in connection with the Supplemented Prospectus. It should only be read in conjunction with the Supplemented Prospectus.

To the extent that there is any inconsistency between any statement in this Second Supplement and any other statement in or incorporated by reference into the Supplemented Prospectus, the statements in this Second Supplement will prevail.

Save as disclosed in this Second Supplement, there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the Supplemented Prospectus which is capable of affecting the assessment of Notes issued under the Programme since the publication of the Supplemented Prospectus.

The Issuer has confirmed to the Dealers that the Supplemented Prospectus as supplemented by this Second Supplement contains all information which is necessary to enable investors to make an informed assessment of the assets and liabilities, financial position, profit and losses and prospects of the Issuer and the rights attaching to the Notes which is material in the context of the Programme; that the information contained therein with respect to the Issuer and the Notes is accurate and complete in all material respects and is not misleading; that any opinions and intentions expressed therein are honestly held and based on reasonable assumptions; that there are no other facts with respect to the Issuer or the Notes, the omission of which would make the Supplemented Prospectus as supplemented by this Second Supplement as a whole or any of such information or the expression of any such opinions or intentions misleading; that the Issuer has made all reasonable enquiries to ascertain all facts material for the purposes aforesaid.

No person has been authorised to give any information which is not contained in or not consistent with the Supplemented Prospectus or this Second Supplement or any other document entered into in relation to the Programme or any information supplied by the Issuer or any other information in the public domain and, if given or made, such information must not be relied upon as having been authorised by the Issuer, the Dealers or any of them.

To the extent permitted by the law of any relevant jurisdiction, neither the Arranger nor any Dealer nor any other person mentioned in the Supplemented Prospectus or this Second Supplement, excluding the Issuer, is responsible for the information contained in the Supplemented Prospectus or this Second Supplement or any Final Terms or any document incorporated therein by reference, and accordingly, and to the extent permitted by the laws of any relevant jurisdiction, none of these persons accepts any responsibility for the accuracy and completeness of the information contained in any of these documents.

In accordance with Article 23 (2a) of the Prospectus Regulation, investors who have already agreed to purchase or subscribe for Notes before this Second Supplement was published and where the Notes had not yet been delivered to the investors at the time when the significant new factor, material mistake or material inaccuracy arose or was noted have the right, exercisable within three working days after the publication of this Second Supplement, to withdraw their acceptances. The final date of the right of withdrawal will be 19 August 2022. Investors should contact RWE Aktiengesellschaft at the address specified on the last page of this Second Supplement for the exercise of the right of withdrawal.

Replacement information pertaining to the section RISK FACTORS REGARDING RWE AKTIENGESELLSCHAFT AND RWE GROUP

The fifth paragraph under the heading "3. Risks related to RWE's business and financing – *Financial risks*" on page 11 of the Supplemented Prospectus shall be replaced by the following:

"Collateral pledged for forward transactions also harbours a risk. The amount of collateral payments depends on the extent to which the contractually agreed prices deviate from market quotations as of the respective cut-off date. Wholesale prices of electricity, natural gas and CO_2 emission allowances spiked substantially in 2021 and continue to do so. This forced and forces RWE to pay extremely high variation margins for electricity forward sales. It has to be anticipated that due to the Ukraine crisis and consequential limitations in the supply of particularly natural gas wholesale prices of electricity, natural gas and CO_2 emission allowances will continue to be very volatile. Volatility and spikes of such prices result in the necessity to provide collateral in significant amounts which could have a considerable impact on RWE's liquidity position and result in increased financing costs."

Supplemental and replacement information pertaining to the section RWE AKTIENGESELLSCHAFT AND RWE GROUP

1. **The first paragraph under the heading "Selected Financial Information" on page 17 of the Supplemented Prospectus shall be replaced by the following:**

"The selected financial information below was extracted from the audited consolidated financial statements of RWE Group as at and for the year ended 31 December 2021 (including the restated comparative amounts as at and for the year ended 31 December 2020) (the "**consolidated financial statements**") and the unaudited consolidated interim financial statements of RWE Group on the half year ended 30 June 2022, both prepared in accordance with International Financial Reporting Standards of the International Accounting Standard Boards ("**IASB**") as adopted by the European Union ("**IFRS**") and the additional requirements of German commercial law pursuant to Section 315e (1) of the German Commercial Code (*Handelsgesetzbuch, HGB*)."

2. **The table under the heading "*Selected Consolidated Balance Sheet information*" of the section "Selected Financial Information" on page 17 of the Supplemented Prospectus shall be replaced by the following:**

	"**30 June 2022**	**31 December 2021**	**31 December 2020**[1]
	€ in million	€ in million (audited)	
Non-current assets	40,013	38,863	34,418
Current assets	149,596	103,446	27,224
Assets	189,609	142,309	61,642
Equity	9,470	16,996	17,706
Non-current liabilities	28,624	28,306	27,435
Current liabilities	151,515	97,007	16,501
Equity and liabilities	189,609	142,309	61,642"

3. **The table under the heading "*Selected Consolidated Income Statement information*" of the section "Selected Financial Information" on page 17 of the Supplemented Prospectus shall be supplemented by the following:**

[1] Some 2020 figures restated due to a retroactive change in the recognition of tax benefits to subsidise renewable energy in the USA and retroactive adjustments to the first-time consolidation of operations which RWE acquired from Nordex in 2020

	"Jan – Jun 2022	Jan – Jun 2021
	€ in million	
Revenue	16,188	8,448
Income	2,083	1,432
of which: Net income / income attributable to RWE AG shareholders	2,083	1,432"

4. **The table under the heading "*Selected Consolidated Cash Flow Statement information*" of the section "Selected Financial Information" on page 18 of the Supplemented Prospectus shall be supplemented by the following:**

	"Jan – Jun 2022	Jan – Jun 2021
	€ in million	
Cash flows from operating activities	2,905	5,012
Cash flows from investing activities (after the initial/subsequent transfer to plan assets in the amount of € 0 million (prior-year period € 1,091 million))	-2,105	-2,330
Cash flows from financing activities	-2,009	-458
Net change in cash and cash equivalents	-1,210	2,269
Cash and cash equivalents at end of the reporting period as per the consolidated balance sheet	4,615	7,043"

5. **The section "Recent Events" on pages 18 to 22 of the Supplemented Prospectus shall be replaced by the following:**

"*Financial burden from end of coal imports from Russia.* RWE is among those affected by the economic impact of Russia's war against Ukraine, despite the fact that RWE does not have any business activities in either country. Before the war, RWE concluded forward contracts for commodity deliveries from Russia. The agreed prices are significantly below the current market level. RWE must compensate for lost volumes by making purchases from third parties at much less favourable conditions to meet existing supply obligations. When the war broke out at the end of February 2022, RWE had contracts for deliveries of Russian hard coal totalling 12 million metric tons (through to 2025). These deliveries have already come to an end. Sanctions imposed by the UK and the EU prohibit such purchases going forward. RWE estimates that the related financial loss will total €748 million. It is reported in the non-operating result for the first half of 2022. At the end of February 2022, contractual gas procurement volumes from Russian producers totalled 15 TWh (through to the end of year 2023). In recent months, RWE reduced the associated risk to zero by concluding hedges. The cost of these measures has been recognised in adjusted EBITDA.

RWE enters US offshore wind market. In February 2022, RWE was successful in an auction of seabed leases for offshore wind sites in the New York Bight. A joint venture between RWE and National Grid Ventures secured an area for US$1.1 billion, on which about 3 GW of generation capacity can be built. The auction included six lease sites, with bidders being allowed to secure one each. Every successful bid conferred the right to develop a site and participate in upcoming offtake auctions. If the project progresses as planned, RWE's wind farm in the New York Bight will be commissioned during this decade.

Wind energy joint venture launched with Northland Power. In January 2022, RWE and Northland Power agreed to co-develop three wind energy projects in the German North Sea, north of the island of Juist. They will create over 1.3 GW in generation capacity and are being delivered by a joint venture, of which RWE owns 51 % of the shares and the Canadian partner holds 49 %. In August, both companies also agreed to co-develop another wind farm, which will have a capacity of 225 MW and is also set to be built north of the island of Juist. RWE was previously the sole developer of this project. Northland Power will now acquire a 49 % stake. This transaction is pending formal closing. Two of the four joint venture projects have already been successful in auctions. Invitations to tender for the other two projects have been scheduled for 2023.

Three large wind farms completed in the USA, Sweden and the UK North Sea. In the first half of 2022, RWE was able to complete three large-scale wind farm projects. In March 2022, onshore wind farm El Algodon Alto in the US state of Texas was the first to begin commercial operation. Altogether, the farm's 91 turbines have a generation capacity of 200 MW. RWE invested around €280 million in the project. In April 2022 the Triton Knoll offshore wind farm officially went online. It is located off the east coast of the UK. With 90 turbines and a total capacity of 857 MW, it is one of the largest wind farms in the world. RWE holds a majority stake of 59 % in Triton Knoll and is also responsible for its operation. The other shares are held by the Japanese energy utilities J-Power (25 %) and Kansai Electric Power (16 %). The investment volume amounted to around £2.4 billion. This figure includes the expenses for the grid connection, which will be sold to an independent third party to comply with regulatory requirements.

In early June 2022 the Nysäter onshore wind farm in northern Sweden was opened. The site's 114 turbines have a total generation capacity of 474 MW. RWE holds a 20 % share in Nysäter and Swiss infrastructure firm Energy Infrastructure Partners is the majority shareholder with a stake of 80 %. Around €575 million has been invested in the wind farm.

Hickory Park in the USA starts generating solar power. The new ground-mounted PV plant, Hickory Park, which is located in Mitchell County in the State of Georgia, has been operational since June. With around 650,000 solar panels, it has a total capacity of 196 MW. The plant is enhanced by a battery storage unit with a system size of 80 MWh. The battery means that feed-in timings for the local grid can be optimised, thus increasing the output of the solar farm. RWE spent about €250 million on Hickory Park and has entered into a 30-year power purchase agreement with the public utility Georgia Power.

RWE commissions battery storage in Ireland. In early June 2022, the company took one of the largest battery storage facilities in Ireland online. The plant in County Monaghan can store 30 MWh. RWE invested €25 million in the facility. This is now the second battery storage facility RWE has commissioned in Ireland. The first – with a capacity of 8.5 MWh – has been in operation in County Dublin since April 2021. Ireland has set its sights on sourcing 80 % of its electricity from renewable sources by 2030. Battery storage facilities help limit the impact of wind and solar power feed-in fluctuations.

Agreement with Vattenfall: RWE acquires Dutch gas-fired power station Magnum. In early June 2022 it was agreed that RWE will be taking over the Magnum gas-fired power plant from Vattenfall. The transaction still needs to be approved by the competition authorities. Magnum is located in Eemshaven in the Dutch province of Groningen. The facility has been in operation since 2013, and has a net capacity of 1.4 GW. The agreed price is equivalent to an enterprise value of €500 million. The transaction also includes a neighbouring solar farm with a capacity of 5.6 MW. Magnum is located close to RWE's Eemshaven power station, which uses hard coal and biomass. RWE expects to leverage considerable synergies from the joint use of the infrastructure on site. The power plant can be operated with 30 % hydrogen. In the long term, there is even the option to transition to 100 % hydrogen. This would allow Magnum to be part of the future hydrogen infrastructure in the province of Groningen, which RWE is looking to build together with local partners from the energy industry.

KfW, Gasunie and RWE want to build LNG terminal in Brunsbüttel. To reduce dependency on Russian gas, Germany's government announced the construction of terminals for direct imports of liquefied natural gas (LNG) to Germany. On 4 March, RWE signed a letter of intent with German development bank Kreditanstalt für Wiederaufbau (KfW) and Dutch gas network operator Gasunie for the joint construction of an LNG terminal in Brunsbüttel. It is envisaged that, after regasification, local gas imports reach a volume of up to 8 billion cubic metres per year. RWE plans to build another terminal for imports of carbon-neutral ammonia on the same site. The ammonia could be converted to hydrogen on site and used to supply industry with green energy. Plans for the longer term call for the LNG terminal to be repurposed to import green molecules.

On behalf of the government: RWE charters two floating LNG terminals. Acting as an agent of the German government, RWE has chartered two special ships to transport and regasify LNG. These Floating Storage and Regasification Units (FSRUs) provide a quick interim solution for landing LNG in Germany. The ships are scheduled to be used in Wilhelmshaven and Brunsbüttel as early as the coming winter. In Germany, the framework conditions for the procurement of liquefied natural gas on the world market are the government's responsibility. The two 300-metre-long FSRUs will have the capacity to make more than 10 billion cubic metres of natural gas available to the German market every year.

RWE arranges LNG deliveries from the USA. In May 2022, RWE signed a memorandum of understanding with US energy firm Sempra Infrastructure regarding the future supply of LNG to RWE from the Port Arthur project in Texas. The agreement provides for the conclusion of a supply and purchase agreement with a term of 15 years and a delivery volume of 2.25 million metric tons of LNG annually. The exact conditions still have to be finalised. The collaboration with Sempra Infrastructure marks an important step towards the diversification of European gas procurement.

Successful participation in British capacity market auction. At the British capacity market auction held on 22 February 2022, all of the participating RWE power stations, including two small new-builds, secured a capacity payment. Almost all of these are gas-fired power stations. In total, these assets have a secured capacity of 6,647 MW. The bidding process related to the period from 1 October 2025 to 30 September 2026. A total of 42.4 GW in generation capacity qualified for a capacity payment at the auction. During the delivery period, the power plants will receive remuneration for being online and contributing to electricity supply. The capacity payment is £30.59 / kW (plus inflation adjustment).

Gersteinwerk wins bid for German capacity reserve. The F and G combined cycle gas units at Gersteinwerk in Werne (Westphalia) qualified for inclusion in the German capacity reserve once again. This decision was reached by the Federal Network Agency in a tender process at the end of February 2022. The stations will keep a total capacity of 710 MW in reserve from 1 October 2022 to 30 September 2024, which can be used to safeguard grid stability whenever necessary. In return, RWE will receive an annual payment of €62.94/kW. The company placed a successful bid for the two units in the first auction of this kind two years ago. Given that they are standby stations, they stopped participating in the wholesale electricity market on 1 October 2020 and may only be ramped up by order of the transmission system operator.

Neurath A lignite-fired unit ends generation. On 1 April 2022, Unit A of the Neurath lignite-fired power station was taken offline. With a net capacity of 294 MW, this facility began operating in 1972. It was shut down in accordance with the schedule for Germany's coal phaseout. The unit will not be dismantled for the time being in light of the current debate on reducing gas use for electricity generation. RWE is keeping the option for this unit to be restarted, if the German government or the Federal Network Agency deems this necessary on the basis of security of supply considerations.

Dividend of €0.90 per share paid. The Annual General Meeting of RWE AG held on 28 April 2022 approved the dividend proposed by the Executive Board and the Supervisory Board for fiscal 2021 by a substantial majority. Accordingly, on 3 May 2022 RWE paid a dividend of €0.90 per share, €0.05 more than 2021.

RWE issues two green bonds totalling €2 billion. To improve the financial margins for growth investments, RWE issued two green bonds with a nominal volume of €1 billion each in May 2022: one with a four-year tenor and a 2.125 % coupon and another with an eight-year tenor and a 2.750 % coupon. RWE has now issued five green bonds with a nominal volume of €3.85 billion. Capital raised by the issuance of green bonds must be spent on projects that contribute to protecting the environment and climate. RWE's green bond policy, established in 2020, stipulates that proceeds on issuances be spent exclusively on wind and solar farms. RWE's rules also comply with the generally accepted Green Bond Principles of the International Capital Market Association (ICMA).

RWE increases credit line volume to €8 billion. In the spring 2022, RWE secured two new lines of credit to ensure the liquidity. RWE now has recourse to three syndicated lines of credit with a total volume of €8 billion, granted by a consortium of 27 international banks. RWE already secured the first, €3 billion credit line, which runs until April 2026, back in April 2019. The second line has a volume of €2 billion and replaces one which expired in April 2022; it is also available until April 2026. In light of the recent volatility in energy prices and the related rise in liquidity requirements to hedge forward contracts, RWE secured a third credit line, which increases the company's financing headroom by another €3 billion. The term is set to one year. However, RWE has been granted two optional six-month extensions. At RWE's request, the conditions of all three of these credit lines are linked to sustainability criteria. Among other things, the conditions now depend on the development of the following three indicators: the share of renewables in RWE's generation portfolio, the CO2 intensity of RWE's plants and the percentage of capex that is classified as sustainable in accordance with the EU taxonomy regulation. Goals for all three of these criteria have been established. If RWE does not achieve these targets, higher interest and commitment fees have to be paid. Half of these additional funds would be passed on to non-profit organisations.

RWE development pipeline is continuously evolving. RWE commissioned 1.2 gigawatts of new green capacity in the first six months of 2022 and a further 4.8 gigawatts is currently under construction. The 1.2 gigawatts contains also first power of wind farm Kaskasi. The onshore wind/solar business has commissioned more than 600 megawatts in six months and a capacity contribution of 100 megawatts came from batteries.

RWE's hedging activities are taking a conservative approach. RWE prioritises de-risking and as such, the company is avoiding commitments on electricity delivery obligations relating to the German gas fleet. During the first half of 2022, RWE increased the internal buffer of unplanned unavailability of its fleet to avoid the risk of power buy-backs in the current high price environment."

6. The second paragraph of the section "Trend Information" on page 22 of the Supplemented Prospectus shall be replaced by the following:

"There has been no significant change in the financial performance of the RWE Group since 30 June 2022."

7. The section "Trend Information – *Economic environment*" on pages 22 to 24 of the Supplemented Prospectus shall be replaced by the following:

"*Ukraine crisis dampens economic recovery in RWE core markets.* Although the global economy had begun to put the Corona crisis behind it, gaining considerable ground in the process, significant economic risks have since come to bear - not least due to the war in Ukraine. In the first six months of the year 2022, growth was still comparatively strong. Experts have estimated that world economic output in this period rose by 3 % year on year. In Germany, GDP is also likely to have risen by 3 %, in the United Kingdom it was 6 % and in the Netherlands 5 %. Pent-up demand, caused by the pandemic, has slowly lessened, filling order books in the process. However, growth has dwindled in recent months. Limited supplies of major commodities have exacerbated the already markedly increased rates of inflation and supply chain bottlenecks. In addition, political uncertainty is making companies hesitant about reaching investment decisions. The recovery also slowed in the USA. US economic output was estimated to be up 3 % in the first half of the year 2022.

German power consumption slightly down year on year. Whereas the economic recovery boosted industrial demand for electricity, many companies were forced to conserve energy due to extremely high energy prices. Based on estimates by the German Association of Energy and Water Industries (BDEW), German demand for electricity was slightly lower in the first six months of 2022 than in 2021. Experts believe the United Kingdom and the Netherlands recorded declines of 2 % and 5 %, respectively. By contrast, electricity usage in the USA may well have risen by 3 %.

Wind conditions more favourable than in 2021. The utilisation and profitability of renewable energy assets greatly depend on weather conditions, with wind speeds playing a central role. In the first half of 2022, they were higher than the long-term average for most of RWE's European and North American generation sites. They were only lower in Southern Europe. Overall, wind conditions have improved compared to 2021. Utilisation of run-of-river power stations strongly depends on precipitation and melt water volumes. In Germany, where most of RWE's run-of-river power plants are located, these volumes remained below the long-term average. They were also lower than in 2021.

Natural gas, hard coal and emissions certificate prices hit unprecedented levels. The dispatch times and margins of conventional power stations strongly depend on the development of prices of electricity, fuel and emission allowances. During the first six months 2022 they reached record highs. Natural gas, in particular, has become much more expensive. In the first six months of 2022, spot prices at the Dutch Title Transfer Facility (TTF) – the main gas trading hub in Continental Europe – averaged €99 / MWh. This compares to €22 / MWh a year earlier. The significant price increase can in part be traced back to the rise in demand for energy driven by the economy and to the decline in gas imports from Russia. Due to the general uncertainty surrounding Europe's future supply situation, gas forward prices were also at a record level. The TTF forward contract for 2023 cost an average of €70 / MWh in the first half year of 2022. By comparison, the 2022 TTF forward traded for €19 / MWh in the first half of 2021.

Prices paid for hard coal used in power plants (steam coal) also rose considerably. In the first six months of 2022, deliveries to the ARA ports (ARA = Amsterdam, Rotterdam and Antwerp) including freight and insurance were settled for an average of US$285 / metric ton on the spot market. Last year, this figure was US$79 / metric ton. Gas trading told a similar story, where the Ukraine conflict and the economic recovery following the corona crisis were also the main price drivers. The disruption of Russian coal imports and increased replacement of gas with hard coal to generate electricity have driven up European demand for deliveries from overseas countries. Due to the general expectation that the tense situation will persist for quite a while, hard coal forward prices have also skyrocketed. In the first half of the year, the 2023 forward (API 2 Index) traded for an average of US$188 / metric ton. This was US$114 more than what was paid for the 2022 forward in the same period 2021.

A price factor of mounting importance for fossil fuel-fired power plants is the procurement of emission allowances. An EU Allowance (EUA), entitling the holder to emit one metric ton of carbon dioxide, was traded at an average of €85 in the first half of 2022, versus €44 in the same period in 2021. This figure is based on a contract for delivery that matures in December of the following year. The price increase can primarily be traced back to the fact that last year the EU raised its greenhouse gas reduction goal for 2030 from 40 % to 55 % compared to 1990. The EU will therefore have to significantly reduce the number of emission allowances available to companies. This was anticipated by many market participants, who made early purchases of EUAs. Another factor driving prices is that certain EU member states like Germany are making increased use of coal to produce electricity in light of the danger of gas shortages. This increases carbon dioxide emissions from electricity generation and raises demand for emission allowances commensurately.

Great Britain introduced its own CO2 emissions trading system after exiting the EU. UK Allowances (UKAs) have been traded on the secondary market since the first auction in May 2021. In the first half of 2022, they were quoted at an average of £84.

Fuel and emission allowance boom mirrored in electricity prices. Prices on European wholesale electricity markets also hit record highs. In the first half of 2022, base-load power traded for an average of €187 / MWh on the German spot market, compared to €55 / MWh in the same period last year. Spot prices advanced from £69 / MWh to £177 / MWh in the United Kingdom and from €57 / MWh to €203 / MWh in the Netherlands. The situation on electricity forward markets was as follows: in Germany, the 2023 base-load forward cost an average of €185 / MWh, as opposed to €58 / MWh for the 2022 forward in the first half of 2021. The price of the one-year forward rose from £59 / MWh to £164 / MWh in the United Kingdom and from €56 / MWh to €167 / MWh in the Netherlands.

Rise in electricity prices in Texas much more moderate than in Europe. The North American electricity market is divided into several sub-markets which are controlled by independent grid companies. The most important market region for RWE is Texas, where most of the company's US wind farms are connected to the power grid which is operated by the Electric Reliability Council of Texas (ERCOT). There, the one-year forward was settled for an average of US$51 / MWh in the first six months of 2022, up US$21 on 2021, due to the rising gas prices. Increased exports of LNG from the USA to Europe in reaction to the Ukraine crisis came to bear here."

8. The section "Trend Information – *Political and regulatory environment*" on pages 24 to 27 of the Supplemented Prospectus shall be replaced by the following:

"*Europe plans to become more independent of Russian energy – EU Commission presents REPowerEU.* Since February 2022, the political and economic developments on energy markets have been dominated by the Ukraine crisis. Declining commodity supplies from Russia have caused prices to leap to record highs and prompted various European countries to introduce measures to secure energy supplies. The EU, too, responded quickly to the new political situation. In May 2022, the EU Commission presented its REPowerEU package, fleshing out its strategy for delivering an environmentally friendly energy supply which is independent of Russia. The package is centred around driving the expansion of renewables, which shall now be increased to cover 45 % of primary energy consumption in the EU by 2030; the target is currently still set at 32 %. With regard to photovoltaics, the EU is aiming for a total capacity of more than 320 GW by 2025, before increasing it again to 600 GW by 2030. The EU also wants to step up the build-out of the hydrogen economy, especially in transport and industry. By 2030, annual production of green hydrogen within the EU should hit 10 million metric tons with imports matching this figure, too. According to the Commission's plans, Europe's future gas supply will increasingly draw on overseas imports of liquefied natural gas (LNG). The Commission has also proposed that the EU's recovery package, which was devised during the Corona crisis, be bolstered by around €20 billion. The earmarked funds are to be raised by selling emission allowances from the market stability reserve. European heads of state pledged their support at the end of May. Next, the Commission will develop the necessary legislative proposals, which will then have to be approved by the European Parliament and Council.

Saving gas out of solidarity in the EU. In late July 2022, the EU member states reached a political agreement to reduce gas consumption by 15 % in the period between 1 August 2022 and 31 March 2023 versus the average of the last five years. The reductions will help prevent gas shortages in member states that are reliant on Russian gas, in particular. Precisely how this reduced consumption will be implemented is left to the individual member states. Where possible, private households and important facilities needed for critical infrastructure should remain exempt. The reduction targets can be made legally binding, subject to certain criteria. This would need to be approved by the Council of Ministers. Countries such as Spain and Portugal that aren't connected to the European gas grid can apply for exemptions from the cuts.

German government activates emergency gas plan. The German government, too, has adjusted its energy strategy. One of the first measures in March 2022, following the invasion of Ukraine, was activating the 'Emergency Plan for Gas', which is based on an EU regulation and has been around since 2019. The plan has three phases: the first was invoked on 30 March, followed by the second on 23 June. Phase 1 (the Early Warning Level) is activated when a significant drop in gas supply is possible. The country enters phase 2 (Alert Level) when gas supply is disrupted. To enter the third phase (Emergency Level), which has not yet been activated, there has to be a significant drop in gas deliveries, which the market alone is not able to withstand. The German government would then be authorised, at its discretion, to intervene and initiate gas rationing, if necessary.

German Energy Security Act reform. Germany's Upper and Lower Houses of Parliament passed a reform of the Energy Security Act (EnSiG) in May and July. The law has been in force since 1975, and its amendment will give the government additional crisis management tools. The changes allow the state to place energy companies under trusteeship or even expropriate them, if they do not pull their weight as part of the critical infrastructure, and therefore present a risk to security of supply. Companies that run into financial difficulties can now be supported by the government. Section 24 of the Act also gives the Federal Network Agency the authority to introduce a statutory price adjustment right, allowing companies to pass the additional cost of procuring replacement volumes to bridge gas shortfalls down the entire supply chain to the end consumer. Customers faced with the resulting price hikes are entitled to terminate their contracts extraordinarily. An alternative measure, provided for by Section 26 of the Act, gives the German government the option to introduce a netted price adjustment. This mechanism passes the importer's increased procurement costs directly on to the end customer by way of a levy. In this case, customers have no right to extraordinary termination. In early August, the Federal Cabinet decided to temporarily introduce the levy provided for in Section 26 of EnSiG, which will be charged from 1 October 2022.

Federal government reintroduces coal and oil-fired plants to the market to save gas. In July 2022, the Substitute Power Stations Act entered into force in Germany. It provides for additional coal and oil-fired power stations to be called upon to cut down on gas-fired power generation. The law expires in March 2024. With a capacity of around 10 GW, the gas replacement fleet is to be used on the wholesale market. These include essential hard coal-fired power stations (2.6 GW) which were due to be closed in 2022 and 2023 in line with the Coal Phaseout Act, as well as stations in the existing grid reserve which run on hard coal (4.3 GW) or oil (1.6 GW). The gas replacement fleet is rounded off by lignite-fired power plants (1.9 GW), which are currently on legally mandated security standby, including three RWE units with a total capacity of 0.9 GW. The operators have been ordered to take the necessary preparatory steps to ensure that the stations are ready for service. The reserve plants are activated by legal ordinance, such as the regulation introduced for hard coal-fired power plants in July 2022, stipulating that they may be used until 30 April 2023. According to an announcement made by the German economics minister, they will be followed by the lignite power stations, which will be activated on 1 October 2022. The law also provides for mechanisms that allow the government to take measures that limit or end gas-fired power generation in the event of an emergency. Cogeneration units are exempt. Interventions of this nature are limited to a period of six months.

New law establishes minimum fill levels for German gas storage facilities. At the end of March 2022, the German Lower House passed the Gas Storage Act. The policy ensures that enough gas is put away for the winter months. Subsequent to the approval of the Upper House, the law entered into force on 30 April. It sets minimum fill levels for German gas storage units: 65 % as of 1 August, 80 % as of 1 October, 90 % as of 1 November and 40 % as of 1 February. In July 2022, the Federal government issued a decree to raise the lower limits for 1 October and 1 November to 85 % and 95 % respectively. Gas storage operators are responsible for monitoring compliance with these requirements. If the lessees do not fill booked capacities sufficiently, they are at risk of losing them, after which the capacities can be handed over to the entity responsible for their market zone, which then ensures the right fill level. The law will expire in April 2025.

German parliament passes LNG Acceleration Act. To diversify Germany's gas supply and become independent of Russian gas as quickly as possible, the country's Lower House of Parliament passed the LNG Acceleration Act in May 2022. Temporarily renouncing environmental impact assessments will help ensure the timely completion of terminals for accepting and regasifying LNG deliveries and the necessary pipeline infrastructure. The new Act also states that claims submitted against LNG projects shall have no suspensive effect, and legal recourse is limited to one-instance proceedings. Terminal operation permits will expire no later than 2043. From then on, usage will be limited to climate-neutral gases, e. g. green hydrogen.

Germany lays foundation for accelerated expansion of renewables. As soon as the coalition between Germany's Social Democrats, Greens and Free Democrats came to power at the end of 2021, they made the accelerated expansion of renewable energy a top priority. They laid out their plans in the so-called Easter Package on 6 April 2022, which proceeded to be enshrined in law three months later by way of various legislative amendments. These stipulate that renewable power generation should account for 80 % of gross electricity consumption by 2030. The previous target had been set at 65%. The total capacity of German offshore wind farms shall increase to 30 GW over the current decade. This figure is expected to rise again to 70 GW by 2045. The law also introduces new targets for onshore wind and photovoltaic capacities, which shall increase to 115 GW and 215 GW, respectively, by 2030. By the middle of the decade, the Federal government wants to achieve annual build-out rates for these two technologies of 10 GW and 22 GW, respectively. To this end, the principle was enshrined in law that renewable energy usage is a matter of significant public interest and contributes to public security. It therefore takes priority over other protected interests, ensuring that existing investment barriers are removed and planning and approval processes are accelerated. Every state is obligated to dedicate 2 % of its land for onshore wind systems. This target needs to be met by 2032. Nationwide, a total of 0.8 % of the surface area is currently earmarked for wind energy. The reform also overhauls the subsidy system for offshore wind and a two-track system was introduced. In addition to auctions for sites that have been pre-investigated by the Federal Maritime and Hydrographic Agency, wind power developers can now also bid for sites that have not yet been investigated. The two tracks are subject to different auction criteria. Pre-surveyed sites have to satisfy qualitative criteria as well as financial bidding considerations. The sites that have not yet been surveyed will only be subject to monetary bidding considerations. The law reform also brings relief for consumers: subsidies for renewables will no longer be accounted for by a levy included in the price of electricity, but will instead be financed via the federal budget.

The Netherlands suspends output limits for coal power plants. In June 2022, the Dutch government repealed a law limiting the use of hard coal for power generation. The law only came into force in early 2022, stipulating that annual carbon dioxide emissions from coal should not exceed 35 % of the individual power plant's theoretical coal-fired capacity. It is possible that plant operators may be compensated. The government's U-turn, which is yet to be approved by parliament following their summer recess, was triggered by the current energy crisis and plant operators have been instructed to up their coal-fired generation as quickly as possible to reduce power production from gas. Negotiations as to the extent of compensation that will be granted for limiting power generation in the first half of the year are underway. The compensation also needs to be approved under state aid law by the European Commission.

Great Britain seeks to reduce dependency on commodity imports – more ambitious goals for offshore wind and hydrogen. In early July 2022, the UK government introduced a bill to Parliament on the improvement of security of energy supply. The objective is to make the country less dependent on commodity imports and spur the use of domestic energy sources. The law encompasses a series of measures relating to electricity production, grid infrastructure and energy efficiency. An accelerated expansion of renewable energy has also been planned. The country aims to increase its offshore wind capacity to 50 GW by 2030. This is 10 GW more than originally envisaged. Floating wind farms are expected to account for a total capacity of 5 GW by the same point in time. The government is also upping the ante in the expansion of the hydrogen economy. Its ambition to grow production capacity to 10 GW by 2030 doubles the previous goal. Nuclear energy also plays a major role in the government's concept, with generation capacity set to rise to 24 GW by 2050. This would account for a quarter of projected demand for electricity.

Special levies for energy companies in Italy, UK and Spain. In response to high gas and electricity prices, several European nations have announced temporary special levies on the earnings of energy companies. The resulting proceeds are earmarked for low-income households. In Italy, the relevant regulatory measures were already implemented in May 2022, when the government brought in a 25 % windfall charge on additional earnings between October 2021 and April 2022 compared to the year-earlier period. In addition, Italy has capped the power price that renewables can achieve this year. In the UK, profits from oil and gas production will be subject to a temporary additional 25 % tax from the end of May to 31 December 2025. In return, the companies receive tax relief on investments. Measures of this nature are currently not envisaged for British power generators. In late July 2022, the Spanish government presented a draft law, stipulating that energy companies and banks be charged an additional levy on revenue over the next two years. The energy sector will be subject to a tax rate of 1.2 %. However, it will only affect companies that reported revenues of more than €1 billion in 2019. RWE's Spanish subsidiaries are well below this threshold.

European Commission working on legal framework for green hydrogen. On 20 May 2022, the European Commission presented a draft delegated act establishing the criteria that must be met to classify hydrogen as green. One important requirement, which must be observed from 2027 onwards, is that any electricity used during H2 production must be sourced from newly built and unsubsidised renewable energy assets. The same goes for the EU's hydrogen imports. By proposing these strict regulations, the European Commission wants to ensure that enough green power is on hand to ramp up the hydrogen economy. Upon publication of the draft delegated act, the European Commission initiated a four-week public consultation. Now, the Commission must submit the final text. Once this has happened, the European Council and European Parliament are not permitted to amend the details of the draft delegated act: they can only veto it, which would oppose the legal act in its entirety. A decision is expected by the end of 2022.

Taxonomy criteria for gas and nuclear power plants approved. Half way through the year, it was decided that gas-fired and nuclear power plants can be classified as sustainable under the European Taxonomy Regulation, subject to certain criteria. In February 2022, the EU Commission had passed a delegated act specifying these conditions. The European Parliament and the Council of Ministers indirectly ratified the legal act, given that their right to veto the regulation went unused and finally expired on 11 July 2022. The Commission's criteria will therefore be applicable from 1 January 2023. RWE will be affected by the regulations concerning gas-fired power plants, which can be classified as sustainable transitional operations provided they are approved by 2030. One of the prerequisites for this is that they replace more emission-intensive assets and run entirely on climate-friendly gases such as hydrogen by no later than 2036. Furthermore, their carbon dioxide-equivalent emissions must remain below a predefined cap. The legal act mentions two upper limits, of which one must be complied with: 270 g CO2 / kWh or 550 kg CO2 / kW of direct annual emissions averaged over a period of 20 years.

US administration guarantees temporary duty-free imports of solar modules from southeast Asia. In June 2022, US President Joe Biden took an executive action to establish that no duties be imposed on solar modules from Cambodia, Malaysia, Thailand or Vietnam until mid-2024. The reason for this move is that modules from the aforementioned countries are currently the subject of a probe conducted by the US Department of Commerce. The agency is exploring whether a sufficient portion of production is being carried out in the four countries, or whether Chinese parts are simply being assembled to circumvent existing tariffs on Chinese modules. Should the department find the latter scenario to be true, punitive tariffs may be imposed. The announcement of the probe in March 2022 was cause for major uncertainty in the US solar industry and triggered a sudden halt to imports of southeast Asian modules. This resulted in project delays, which have also affected RWE. The executive action aims to ensure that solar projects can be spurred again in the USA by avoiding massive increases in the cost of modules.

US Democrats agree on long-term renewables spending. Negotiations on a US subsidy package for social spending and climate protection that were on the brink of failure due to disagreements within the party have now given way to a bill that is capable of achieving a majority. The proposal will extend the renewable subsidy regime by ten years, meaning new power plants shall continue to receive Production Tax Credits or Investment Tax Credits. Hydrogen and battery projects will also join wind farms and solar systems on the list of eligible generation plants. The Senate approved the bill on 7 August 2022, meaning it now needs to be greenlit by the House of Representatives. The government had already tried to agree on the spending package for more climate protection in 2021. However, the proposal was put on hold due to party infighting."

9. The third bullet point of the section under the heading "Trend Information – *RWE Group's financing*" on page 31 of the Supplemented Prospectus shall be replaced by the following:

- "RWE now has access to three syndicated lines of credit with a total volume of €8 billion, granted by a consortium of 27 international banks. RWE secured the first, €3 billion credit line, which runs until April 2026, back in April 2019. The second line has a volume of €2 billion and replaces one which expired in April 2022; it is also available until April 2026. RWE secured a third credit line, which increases the company's financing headroom by another €3 billion. The term is set to one year. However, RWE has been granted two optional six-month extensions.

  At RWE's request, the conditions of all three of these credit lines are linked to sustainability criteria. Among other things, the conditions now depend on the development of the following three indicators: the share of renewables in RWE's generation portfolio, the CO2 intensity of RWE's plants and the percentage of capex that is classified as sustainable in accordance with the EU taxonomy regulation. Goals for all three of these criteria have been established. If RWE does not achieve these targets, higher interest and commitment fees have to be paid. Half of these additional funds would be passed on to non-profit organisations."

10. The section under the heading "Trend Information – *RWE Group's financing – Senior Bonds*" on page 31 of the Supplemented Prospectus shall be replaced as follows:

"RWE has six senior bonds outstanding:

- In June 2021 RWE issued a green bond of € 500 million with maturity in 2031 and a coupon of 0.625%.
- In November 2021 RWE issued a green bond of € 750 million with maturity in 2028 and a coupon of 0.5%.
- In November 2021 RWE issued a green bond of € 600 million with maturity in 2033 and a coupon of 1.0%.
- RWE has a remaining volume of € 12,2 million with maturity 2037 and a coupon of 3.5% outstanding. The bond volume was not transferred to innogy SE in 2016 as part of a larger debt push-down exercise.
- In May 2022 RWE issued a green bond of € 1 billion with maturity in 2026 and a coupon of 2.125%.
- In May 2022 RWE issued a green bond of € 1 billion with maturity in 2030 and a coupon of 2.75%."

11. The section under the heading "Management and Supervisory Bodies – *Supervisory Board*" on page 32 of the Supplemented Prospectus shall be amended as following:

The information with respect to Dr. Werner Brandt shall be replaced by the following:

"Dr. Werner Brandt Bad Homburg Chairman	Chairman of the Supervisory Board of Siemens AG"

12. The section "Financial Information concerning RWE's Assets and Liabilities, Financial Position and Profits and Losses" on page 33 of the Supplemented Prospectus shall be supplemented by the following:

"***Interim Financial Information***

The unaudited consolidated interim financial statements of RWE Group for the first half year ended 30 June 2022 on pages 32 – 47 of RWE's Interim report on the first half of 2022, are incorporated by reference into this Prospectus."

13. The first four bullet points of the section "Financial Information concerning RWE's Assets and Liabilities, Financial Position and Profits and Losses – *Legal and Arbitration Proceedings*" on pages 33 and 34 of the Supplemented Prospectus shall be replaced by the following:

- "Several pending litigation proceedings of the environmental NGO "BUND" against the Hambach opencast mine have been settled or suspended due to party declarations. The core question of all actions was whether the remainder of Hambach forest is subject to protection under the so-called European Habitats Directive. The appeal proceedings of BUND before the Higher Administrative Court on account of the order for immediate enforcement concerning the approval of the 3rd Master Operating Plan for Hambach were terminated after BUND declared its procedure to be settled; immediate enforcement is definitive. The appeal by BUND against the relevant decisions in this context are therefore not being pursued further at present.
- A litigation of an expropriated land owner seeking interim relief from the respective decision at the open mining cast in Garzweiler has been dismissed ultimatively in March 2022 by the Higher Regional Court in Münster. The claimant ended the case by withdrawing the main proceeding and selling his property to RWE Power.
- In March 2021, BUND brought an action against the new Main Operating Plan for the Hambach opencast mine valid from 2021 until the end of 2024. The NGO has not appealed against the order for immediate enforcement, so that the operation of the opencast mine is not restricted.

- In connection with several delays on another power plant construction site, RWE Generation SE has filed a lawsuit for monetary damages against the contractor of two steam generators for a new power plant on the ground that the delays were attributable to the contractor's fault. Proceedings are ongoing and an expert report commissioned by the court is not expected before autumn 2022.
- In connection with two power supply contracts concerning a hard coal fired power plant RWE Generation SE has been sued by the owner and operator of the plant for allegedly outstanding payments. The parties of the lawsuit are disputing about terms and conditions of the power supply contracts, amongst other about emission costs, capacity prices and the (partial) unavailability of the plant during certain periods. The first oral hearing at the relevant court took place on 3 August 2022. A decision may be rendered in October 2022."

14. The bullet points seven to nine of the section "Financial Information concerning RWE's Assets and Liabilities, Financial Position and Profits and Losses – *Legal and Arbitration Proceedings*" on pages 34 and 35 of the Supplemented Prospectus shall be replaced by the following:

- "In addition, in March 2021, a suit on behalf of over 200 plaintiffs was filed against around 150 defendants including 11 RWERA wind farms and other generators and transmission line operators. The suit includes different damages claims due to defendants alleged failure to take adequate steps to winterise their equipment to prepare for storms such as Uri. A further, but very similar suit was filed in May 2021 on behalf of 94 plaintiffs against around 311 defendants including all RWERA Texas wind farms and other market participants. The second suit is largely identical with the first one and was likely filed for the sole strategic purpose of benefiting from preferential procedural regulations. In January 2022, all RWERA Texas windfarms (alongside almost all of the defendants in the above referenced cases) were added to approximately 100 single plaintiff lawsuits. All claims have been transferred to a dedicated multiple district court in Texas and the parties have selected five so-called bellwether cases in respect of which dispositive motions can be filed, the outcome of which will be applied to other similar cases. RWERA filed a motion to dismiss which the court has not yet ruled on. A ruling is expected in the coming months.
- According to the Dutch Coal Ban Act of December 2019, RWE will have to stop firing coal at Amer 9 per 1 January 2025 and at Eemshaven per 1 January 2030. This Coal Ban has a material effect on the stations values and leads to material damages for RWE, especially since the Coal Ban law does not include an appropriate or separate compensation mechanism. RWE started legal action against the Dutch State to claim compensation and protect RWE's interests via ICSID international investment arbitration (initiated mid of January 2021) and in parallel Dutch domestic court proceedings (initiated end of February 2021). On 21 and 23 June 2022 a hearing took place at the District Court in The Hague. The Court meanwhile indicated that they will most likely not render a decision prior to 30 November 2022. The arbitration and litigation are likely to take further 3 to 4 years, unless there is an early settlement opportunity. On 11 May 2021, the Dutch State started anti-arbitration proceedings at the Cologne Higher Regional Court in Germany to challenge the jurisdiction of the arbitration panel. Rather unexpectedly, a decision has not yet been taken. It is unclear how long the proceedings will last.
- Eleven claimants have lodged actions for annulment with the European General Court against the European Commission's merger clearance decisions by which it allowed (i) RWE to acquire E.ON assets and (ii) E.ON to acquire innogy SE within the RWE / E.ON asset swap completed in 2020. A decision is expected within the next 3-6 months. Should the European General Court annul the European Commission's clearance decision(s), the merger control proceedings would need to be repeated; the European Commission could again clear the acquisition without or subject to conditions or could block the acquisition."

15. The section "Significant change in RWE's financial position" on page 35 of the Supplemented Prospectus shall be replaced by the following:

"There has been no significant change in the financial position of RWE Group since 30 June 2022."

Replacement information pertaining to the section GENERAL INFORMATION

The first paragraph and the documents listed thereunder in the section "Documents Available" on pages 142 to 143 of the Supplemented Prospectus shall be replaced by the following:

"(Copies of) the following documents will, when published, be available free of charge on the homepage of RWE group (www.rwe.com) and during normal business hours from the registered office of the Issuer and from the specified office of the Paying Agent for the time being in Frankfurt am Main:

(i) the constitutional documents (with an English translation where applicable) of the Issuer;

(ii) the audited consolidated financial statements of RWE Group as at and for the financial years ended 31 December 2020 and 2021;

(iii) the unaudited interim consolidated financial statements of RWE Group as at and for the first quarter ended 31 Mach 2022;

(iv) the unaudited interim consolidated financial statements of RWE Group as at and for the first half year ended 30 June 2022;

(v) a copy of this Prospectus; and

(vi) any supplement to this Prospectus."

Supplemental and replacement information to the section DOCUMENTS INCORPORATED BY REFERENCE

1. **The section "Documents Incorporated by Reference" on page 144 of the Supplemented Prospectus shall be replaced by the following:**

"The following documents which have been published or which are published simultaneously with this Prospectus and filed with the Commission shall be incorporated by reference in, and form part of, this Prospectus:

the published audited consolidated financial statements of RWE AG as at and for the financial year ended 31 December 2021 and 31 December 2020, in each case including the independent auditor's report thereon,

the published unaudited interim consolidated financial statements of RWE AG as at and for the first quarter ended 31 March 2022."

the published unaudited interim consolidated financial statements of RWE AG as at and for the first half year ended 30 June 2022."

2. **The table of the section "Comparative Table of Documents Incorporated by Reference" on page 144 of the Supplemented Prospectus shall be supplemented by the following:**

"Page	Section of Prospectus	Document incorporated by reference
33	RWE, Interim Financial Information	**Unaudited consolidated financial statements of the first half of 2022 of RWE AG** **(p. 32 – p. 47)** Income statement, (p. 32) Statement of comprehensive income, (p. 33) Balance Sheet, (p. 34 – 35) Cash flow statement, (p. 36) Statement of changes in equity, (p. 37) Notes, (p. 38 – p. 46) Review report, (p. 47)

https://www.rwe.com/-/media/RWE/documents/05-investor-relations/2022-H1/rwe-interim-report-h1-2022.pdf"

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