

RWE

2026

Invitation

**to the Annual General Meeting
on 30 April 2026**

Agenda at a glance

- | | | |
|----|---|---|
| 1. | Presentation of the adopted financial statements, the approved consolidated financial statements and the combined management report for RWE Aktiengesellschaft and the Group as of 31 Dezember 2025, together with the Supervisory Board report for fiscal 2025 | 3 |
| 2. | Appropriation of distributable profit | 3 |
| 3. | Approval of the acts of the members of the Executive Board | 4 |
| 4. | Approval of the acts of the members of the Supervisory Board | 4 |
| 5. | Appointment of the auditor for financial and sustainability reporting | 4 |
| 6. | Approval of the Remuneration Report | 5 |
| 7. | Authorisation to implement share buybacks and use treasury shares | 5 |

RWE Aktiengesellschaft, Essen, Germany

International Securities Identification Number (ISIN):

DE 0007037129

Invitation to the Annual General Meeting on 30 April 2026

We hereby invite you to the Annual General Meeting of RWE Aktiengesellschaft, Essen, which shall be held as a virtual Annual General Meeting at

10:00 a.m. CEST on Thursday, 30 April 2026

without the shareholders or their proxies attending in person.

I. Agenda

1. Presentation of the adopted financial statements, the approved consolidated financial statements and the combined management report for RWE Aktiengesellschaft and the Group as of 31 December 2025, together with the Supervisory Board report for fiscal 2025

The Supervisory Board approved the financial statements of RWE Aktiengesellschaft and the consolidated financial statements of the Group prepared by the Executive Board. The financial statements of RWE Aktiengesellschaft are thus adopted in accordance with Section 172, Sentence 1 of the German Stock Corporation Act. Therefore, there is no need for a resolution to be passed by the Annual General Meeting.

The documents are published at www.rwe.com/agm and will also be available there during the Annual General Meeting.

2. Appropriation of distributable profit

The Executive Board and the Supervisory Board propose that the distributable profit of RWE Aktiengesellschaft for fiscal 2025 be appropriated as follows:

Payment of a dividend of EUR 1.20 per dividend-bearing share	= EUR	856,277,653.20
Transfer to retained earnings	= EUR	575,708,507.21
Distributable profit	= EUR	1,431,986,160.41

The proposal for the appropriation of distributable profit is based on the number of dividend-bearing shares as of 31 December 2025. This number will decline by the time the resolution on the appropriation of distributable profit is passed due to the ongoing share buyback programme. Therefore, the proposal for the appropriation of distributable profit that will be put to a vote at the Annual General Meeting will be adjusted accordingly, envisaging an unchanged dividend of EUR 1.20 per dividend-bearing share. The amount to be transferred to retained earnings thus increases by the corresponding amount.

The dividend is due on the third business day following the passage of the resolution by the Annual General Meeting. The dividend payment is thus scheduled for 6 May 2026.

3. Approval of the acts of the members of the Executive Board

The Executive Board and the Supervisory Board propose that the following Executive Board members be granted approval for their acts during their respective tenures in fiscal 2025.

3.1 Dr. Markus Krebber (Chairman)

3.2 Katja van Doren

3.3 Dr. Michael Müller

It is envisaged to have the Annual General Meeting vote on the approval of the acts of the Executive Board by way of individual ratification.

4. Approval of the acts of the members of the Supervisory Board

The Executive Board and the Supervisory Board propose that the following Supervisory Board members be granted approval for their acts during their respective tenures in fiscal 2025.

4.1 Dr. Frank Appel (Chairman)

4.2 Michael Vassiliadis (Deputy Chairman)

4.3 Michael Bochinsky

4.4 Sandra Bossemeyer

4.5 Dr. Werner Brandt

4.6 Dr. Hans Bünting

4.7 Matthias Dürbaum

4.8 Ute Gerbaulet

4.9 Mag. Dr. h. c. Monika Kircher

4.10 Thomas Kufen

4.11 Reiner van Limbeck

4.12 Harald Louis

4.13 Dagmar Paasch

4.14 Prof. Jörg Rocholl, PhD

4.15 Dr. Stefan Schulte

4.16 Dirk Schumacher

4.17 Ralf Sikorski

4.18 Hauke Stars

4.19 Helle Valentin

4.20 Dr. Andreas Wagner

4.21 Marion Weckes

4.22 Thomas Westphal

It is envisaged to have the Annual General Meeting vote on the approval of the acts of the Supervisory Board by way of individual ratification.

5. Appointment of the auditor for financial and sustainability reporting

Based on the recommendation of the Audit Committee, the Supervisory Board proposes that the following resolutions be passed:

**5.1 Deloitte GmbH Wirtschaftsprüfungsgesellschaft,
Munich,
Düsseldorf Branch Office,
Germany**

is appointed auditor for the financial statements for fiscal 2026 and for the audit-like review of the condensed financial statements and the interim review of operations as of 30 June 2026 as well as for the potential audit-like review of additional financial information published during the year as of 30 September 2026 and 31 March 2027.

In its recommendation, the Audit Committee declared that the recommendation was not unduly influenced by third parties and that no clause restricting the choice within the meaning of Article 16 (6) of Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 (Financial Statement Auditors Regulation) had been imposed on it.

**5.2 Deloitte GmbH Wirtschaftsprüfungsgesellschaft,
Munich,
Düsseldorf Branch Office,
Germany**

is appointed auditor of the Sustainability Report for fiscal 2026.

As Regulation (EU) No. 2022/2464 of the European Parliament and of the Council of 14 December 2022 (Corporate Sustainability Reporting Directive, CSRD) had not yet been implemented by the German legislator when this convocation was published, this appointment shall be made under the condition that the German legislator regulates the appointment of an auditor for sustainability reporting by the general meeting by law and that such regulation also applies to the company's 2026 fiscal year.

6. Approval of the Remuneration Report

The Executive Board and the Supervisory Board have prepared a report on the remuneration granted and owed to the current and former members of the Executive Board and Supervisory Board for fiscal 2025 in accordance with Section 162 of the German Stock Corporation Act. The auditor of the financial statements has audited this Remuneration Report in accordance with Section 162, Paragraph 3 of the German Stock Corporation Act whether the information required under law was provided. Above and beyond statutory requirements, the Remuneration Report is also audited in terms of content and given a corresponding auditor's opinion.

The Remuneration Report together with the auditor's opinion is published at www.rwe.com/agm and will also be available there during the Annual General Meeting.

The Executive Board and the Supervisory Board propose that the Remuneration Report for fiscal 2025 prepared and audited in accordance with Section 162 of the German Stock Corporation Act be approved.

7. Authorisation to implement share buybacks and use treasury shares

The Company was authorised by the Annual General Meeting on 30 April 2025 to conduct share buybacks. The Company has partially used this authorisation through the

ongoing share buyback programme the start of which was announced in November 2024. In order to maintain full flexibility and all options in the future, the remaining authorisation is to be revoked and replaced by a new authorisation with essentially the same content.

The Executive Board and the Supervisory Board propose that the following resolution be passed:

- a) The authorisation to conduct share buybacks and use treasury shares issued by the Annual General Meeting on 30 April 2025 under item 11 on the Agenda shall be revoked to the extent that it has not been exercised.
- b) The Company is authorised to buy back up to 10% of its capital stock in shares at the passage of the resolution or – if this figure is lower – at the exercise of this authorisation until 29 April 2028. The shares bought back based on this authorisation together with other shares which are in the company's possession or are attributable to the company pursuant to Sections 71d and 71e of the German Stock Corporation Act may not exceed 10% of the company's capital stock at any time. The requirements of Section 71, Paragraph 2, Sentences 2 and 3 of the German Stock Corporation Act must be observed.

At the Executive Board's discretion, the buyback shall be made on the stock exchange or via a purchase offer made to all shareholders.

- (1) If the buyback is made on the stock exchange, the price per share paid by the Company (excluding ancillary purchase costs) may not deviate by more than 10% from the arithmetic mean of the closing bidding price of the RWE share on the Xetra trading system (or on a comparable successor system) on the Frankfurt Stock Exchange on the last three stock market trading days prior to the purchase or – if this point in time is earlier – prior to entering into a purchase obligation.
- (2) If the buyback is arranged as a purchase offer to all shareholders, the price per share offered by the Company (excluding ancillary purchase costs) may not deviate by more than 10% from the arithmetic mean of the closing bidding price of the RWE share on the Xetra trading system (or on a

comparable successor system) on the Frankfurt Stock Exchange on the last three stock market trading days prior to the publication of the offer. In the event of a substantial change in price following the publication of the offer, the offer may be adjusted. The reference period in this event shall be the three stock market trading days prior to the day on which the adjustment is published. If the purchase offer is oversubscribed, the purchase may be made based on the ratio of the tendered shares. Furthermore, commercial rounding can be carried out to avoid allocation of fractions of shares. A privileged acceptance of small numbers of shares (up to 50 tendered shares per shareholder) may be envisaged.

- c) The Executive Board is authorised to use treasury shares purchased on the basis of this or an earlier authorisation for all legally permissible purposes, in particular the following:
- (1) The Executive Board is authorised to cancel the purchased treasury shares without the need for the Annual General Meeting to pass a further resolution. The cancellation can be made without reducing the capital stock by increasing the prorated amount of the remaining shares in the Company's capital stock. In such a case, the Executive Board is authorised to adjust the number of shares in the Articles of Incorporation.
 - (2) Furthermore, the Executive Board is authorised to transfer the purchased treasury shares to third parties in exchange for compensation in kind in connection with mergers or acquisitions of companies, parts of companies, operations, or of stakes in companies. Shareholder subscription rights are waived.
 - (3) The Executive Board is authorised to sell the purchased treasury shares without selling them on the stock market or offering them to all shareholders, as long as they are sold for cash and at a price that is not significantly lower than the price at which shares of the Company with the same entitlements are listed on the stock market at the time of sale within the meaning of Section 186, Paragraph 3, Sentence 4 of the German Stock Corporation Act. Shareholder subscription rights are waived. This authorisation is limited to the

sale of shares which in sum do not exceed a prorated 10% of the Company's capital stock on the date on which the resolution is passed or – if this sum is lower – on the date of the exercise of this authorisation. Shares, which (i) are issued or sold waiving subscription rights during the term of this authorisation in direct or analogous application of Section 186, Paragraph 3, Sentence 4 of the German Stock Corporation Act or (ii) are issued or to be issued to fulfil rights granted waiving subscription rights in accordance with Section 186, Paragraph 3, Sentence 4 of the German Stock Corporation Act during the term of this authorisation that confer the entitlement or impose the obligation to subscribe shares, shall count towards the 10% limit.

- (4) The Executive Board is authorised to provide purchased treasury shares to creditors of convertible and/or option bonds of the Company or of a Group Company within the meaning of Section 18 of the German Stock Corporation Act in line with the bond conditions or to issue them to the creditors of convertible and/or option bonds commensurate to the shares in the Company which they would be entitled to subscribe after exercising the conversion and/or option right or fulfilling the conversion and/or option obligation. Shareholder subscription rights are waived.
 - (5) The Executive Board is further authorised to use the purchased treasury shares to fulfil the Company's obligations resulting from employee share schemes by offering for sale or transferring the treasury shares to employees qualified to subscribe shares within the scope of the employee share scheme. Shareholder subscription rights are waived.
- d) All of the aforementioned authorisations for the purchase and use of treasury shares may be exercised in full or in part, once or several times, by the Company or its Group companies acting singly or jointly within the meaning of Section 18 of the German Stock Corporation Act or by third parties on its or their account.

With regard to the above authorisation, the Executive Board submits the report included in Section III of this Invitation, which has also been published at www.rwe.com/agm and will also be accessible there during the Annual General Meeting.

II. Further information and pointers

1. Number of shares and voting rights

When this Annual General Meeting was convened, the Company's capital stock was divided among 743,841,217 shares, each of which bears one vote. The number of shares includes the treasury shares held by the Company when the Annual General Meeting was convened, which do not give the Company any rights in accordance with Section 71b of the German Stock Corporation Act.

2. Annual General Meeting without shareholders or their proxies present in person

As provided by Section 118a, Paragraph 1, Sentence 1 of the German Stock Corporation Act in conjunction with Article 14, Paragraph 3 of the Company's Articles of Incorporation, the Executive Board of RWE Aktiengesellschaft decided to hold the Annual General Meeting without the shareholders or their proxies being present in person (virtual Annual General Meeting). The Supervisory Board of RWE Aktiengesellschaft has approved this decision. The Annual General Meeting will be held at RWE Platz 1, 45141 Essen, Germany, with the Chair, the entire Executive Board and the entire Supervisory Board, the notary entrusted with taking the minutes, and the Company's voting proxies present in person. Shareholders and their proxies (with the exception of the Company's voting proxies) may not be present at the venue of the Annual General Meeting in person.

3. Online service, electronic connection and AGM web simulcast

The Company has set up an online service for the Annual General Meeting at www.rwe.com/agm. Duly registered and legitimised shareholders (see Item 4 below for details of the registration process) or their proxies may connect to the Annual General Meeting electronically and exercise their shareholder rights via the online service.

Access to the online service requires the information printed on the participation ticket, which is sent to all shareholders who have duly submitted their registration and proof of share ownership. Proxies receive their own participation ticket with which they can

attend the Annual General Meeting electronically via the online service (see Item 6 below for details on authorisations).

Shareholders and their proxies can follow the entire Annual General Meeting using the online service starting at 10:00 CEST on 30 April 2026. In addition, the Annual General Meeting will be simulcast on the web at www.rwe.com/agm for the public from start to finish.

4. Participating in the Annual General Meeting and exercising voting rights

Shareholders who want to participate in the Annual General Meeting (via electronic connection) and exercise their voting rights must have registered with the Company at the following address no later than 24:00 hours CEST on 23 April 2026:

RWE Aktiengesellschaft
c/o ADEUS Aktienregister-Service-GmbH
P.O. Box 57 03 64
22772 Hamburg, Germany

or via e-mail to: hv-service.rwe@adeus.de

The registration must be submitted in writing in German or English. The shareholders must also prove that they are authorised to exercise voting rights. This requires proof furnished in writing by the depositary bank or financial services institution or proof in accordance with Section 67c, Paragraph 3 of the German Stock Corporation Act that they were shareholders of the Company at the close of business on 8 April 2026, i.e. at 24:00 hours CEST ("Record Date"). Analogously to the registration, proof of share ownership must be received by the Company at the address listed above by no later than 24:00 hours CEST on 23 April 2026.

From the Company's perspective, only individuals who have duly furnished special proof of share ownership shall be considered shareholders with respect to the exercise of voting rights. The scope of the voting rights shall solely be based on the share ownership as of the Record Date. The Record Date is not equivalent to a ban on the sale of share ownership. Even in the event of a complete or partial sale of share ownership after the Record Date, the scope of voting rights shall solely be determined by the share

ownership of the shareholder as of the Record Date, i.e. sales of shares after the Record Date shall not affect the scope of the voting rights. The same applies to purchases of shares and increases in share ownership after the Record Date. Individuals who do not own shares on the Record Date and only become shareholders thereafter shall not be entitled to exercise voting rights if they have not obtained proxy rights or an authorisation to exercise rights.

Shareholders who duly request a participation ticket to exercise voting rights from their depository bank usually do not need to do anything else. In such cases, registration and proof of share ownership are handled by the depository bank.

5. Exercising voting rights by postal vote

Shareholders can cast votes by postal vote. This requires registration and proof of share ownership before the appropriate deadline according to the aforementioned provisions.

Postal votes may be cast, changed and withdrawn via the online service at www.rwe.com/agm before and during the Annual General Meeting until the point in time determined by the Chair during the Annual General Meeting.

Votes can also be cast by postal vote by using the form entitled “Briefwahl und Stimmrechtsvertretung” [“postal vote and voting proxy”] provided together with the participation ticket. Postal votes cast on paper must be sent to the address specified in Item 4 above where they must be received by 24:00 hours CEST on 28 April 2026.

Postal votes sent via e-mail to

hv-service.rwe@adeus.de

must be received by the point in time determined by the Chair during the Annual General Meeting.

6. Exercising voting rights via proxies

Shareholders may also exercise their voting rights via a proxy, for instance an intermediary, a shareholder association, a voting right advisor, the voting proxies appointed by the Company, or any other person. This requires shareholder registration

and proof of share ownership before the appropriate deadline according to the aforementioned provisions.

The issuance, revocation and proof of authorisation to the Company must be in writing. Shareholders are requested to use the online service at www.rwe.com/agm for this purpose.

Special provisions may apply to intermediaries, shareholder associations, voting advisors and other institutions, companies, and individuals of equal standing pursuant to Section 135, Paragraph 8 of the German Stock Corporation Act. Shareholders are requested to agree on these requirements with their proxy.

Proxies (except for the Company's voting proxies) are also forbidden from participating in the Annual General Meeting in person. They may exercise voting rights only via a postal vote or by issuing a (sub) authorisation and instructions to the voting proxies appointed by the Company. Proxies are sent their own participation tickets including the information necessary to access the online service, in order to exercise rights via the online service at www.rwe.com/agm. Authorisations should thus be issued as early as possible, in order to enable proxies to receive their participation tickets in time.

The Company appointed Bettina Haider-Giangreco and Johannes Rehahn, both from RWE Aktiengesellschaft, the Company's voting proxies. Shareholders who wish to be represented by voting proxies in exercising their voting rights must give them an authorisation and instructions to this end. These proxies are obliged to cast votes in accordance with the instructions they are given.

Authorisations and instructions to the voting proxies appointed by the Company may be given, changed and revoked via the online service at www.rwe.com/agm before and during the Annual General Meeting until the point in time determined by the Chair during the Annual General Meeting.

Authorisations and instructions may also be issued to the voting proxies appointed by the Company using the form designed for this purpose (“Briefwahl und Stimmrechtsvertretung” [“postal vote and voting proxy”]) accompanying the participation ticket. Authorisations and instructions on paper must be sent to the

address stated under Item 4 above where they must be received by 24:00 hours CEST on 28 April 2026.

Authorisations and instructions issued to the voting proxies, which are sent via e-mail to

hv-service.rwe@adeus.de

must be received by the point in time determined by the Chair during the Annual General Meeting.

7. Transmission of information through intermediaries via SWIFT

Intermediaries may also transmit the registration for the Annual General Meeting, proof of share ownership as well as authorisations and instructions in accordance with Section 67c of the German Stock Corporation Act to the company via the SWIFT address

BIC: ADEUEMMXXX (instructions in accordance with ISO 20022)

Authorisation via the SWIFT Relationship Management Application (RMA) is required to use SWIFT communications.

Registration for the Annual General Meeting and proof of share ownership must be received by the Company by no later than 24:00 hours CEST on 23 April 2026 (SWIFT Enrolment Market Deadline). Authorisations and instructions to the voting proxies appointed by the Company must be received by the Company by not later than 12:00 hours CEST on 29 April 2026 (SWIFT Vote Market Deadline).

8. Requests for supplements to the Agenda

Pursuant to Section 122, Paragraph 2 of the German Stock Corporation Act, shareholders who hold a combined one-twentieth of the Company's capital stock or a prorated share of EUR 500,000 may request that items be placed on the Agenda and announced. Every item added must be accompanied with grounds or a draft resolution.

Requests for supplements to the Agenda must be directed to the Company's Executive Board and received by the Company at least 30 days before the Annual General

Meeting, excluding the date of receipt and the day of the Annual General Meeting. The last possible date of receipt is thus 24:00 hours CEST on 30 March 2026.

Requests for supplements shall only be considered if applicants prove that they have owned shares meeting the minimum shareholding requirement at least 90 days prior to the date on which the request for the supplement has been received and that they will hold the shares until the Executive Board decides on the request for a supplement (cf. Section 122, Paragraph 2, Sentence 1 in conjunction with Section 122, Paragraph 1, Sentence 3 of the German Stock Corporation Act).

We kindly request that requests for supplements be sent to the following address:

RWE Aktiengesellschaft
Legal, Compliance & Insurance (CEJ-C)
RWE Platz 1
45141 Essen, Germany

or in electronic form pursuant to Section 126a of the German Civil Code
via e-mail to: HV2026@rwe.com

9. Countermotions and nomination of candidates

Pursuant to Sections 126 and 127 of the German Stock Corporation Act, every shareholder has the right to send motions against the proposals made by management in relation to an item on the Agenda and to submit candidate nominations in relation to Item 5 (Appointment of the auditor for financial and sustainability reporting) at least 14 days prior to the Annual General Meeting, excluding the date on which the motion is received and the day on which the Annual General Meeting is held, i.e. by no later than 24:00 hours CEST on 15 April 2026. Countermotions and candidate nominations are to be sent to the following address:

RWE Aktiengesellschaft
Legal, Compliance & Insurance (CEJ-C)
RWE Platz 1
45141 Essen, Germany

or via e-mail to: HV2026@rwe.com

Counter motions and candidate nominations sent to other addresses shall not be considered.

Counter motions and candidate nominations subject to publication that are duly received by the Company will be published on the Internet at www.rwe.com/agm including the name of the shareholder, if applicable, a reasoning and, if applicable, a statement by Company management.

Counter motions and candidate nominations that must be published pursuant to Section 126 or 127 of the German Stock Corporation Act shall be deemed filed when they are published. Voting rights concerning these counter motions and candidate nominations may be exercised by duly registered and legitimised shareholders via the online service at www.rwe.com/agm. If a shareholder filing a counter motion or making a candidate nomination has not duly registered for the Annual General Meeting and is not duly legitimised, the counter motion or candidate nomination need not be considered during the Annual General Meeting.

This shall not prejudice the right of shareholders who have connected to the Annual General Meeting electronically via video communication to file counter motions and make candidate nominations.

10. Statements by shareholders

Pursuant to Section 130a, Paragraphs 1 to 4 of the German Stock Corporation Act, every shareholder who has duly registered for the Annual General Meeting has the right to submit statements regarding the items on the Agenda via electronic means of communication by no later than five days before the Annual General Meeting, excluding the date of receipt and the day on which the Annual General Meeting is held, i.e. by no later than 24:00 hours CEST on 24 April 2026.

Statements must be made in writing and submitted only via the online service at www.rwe.com/agm. Statements may not exceed 10,000 characters (including spaces).

Duly filed statements regarding items on the Agenda will be published on the online service by no later than four days before the Annual General Meeting, excluding the date of receipt and the day on which the Annual General Meeting is held, i.e. by no later than 24:00 hours CEST on 25 April 2026. In filing statements, shareholders declare that they agree to have them published including their name.

The possibility to file statements does not provide grounds for the possibility to file advance questions pursuant to Section 131, Paragraph 1a of the German Stock Corporation Act. Therefore, any questions included in statements shall not be answered at the virtual Annual General Meeting unless they are asked via video communication during the Annual General Meeting. Motions, candidate nominations and objections to resolutions passed by the Annual General Meeting included in statements shall not be considered, either. These may only be filed via the channels established separately in this convocation.

11. Right to speak

Pursuant to Section 130a, Paragraphs 5 and 6 of the German Stock Corporation Act, every shareholder connected to the Annual General Meeting has the right to speak via video communication. Suitable video and audio transmission must be ensured by the shareholder. Submissions may include motions and candidate nominations pursuant to Section 118a, Paragraph 1, Sentence 2, Item 3 of the German Stock Corporation Act and requests for information pursuant to Section 131 of the German Stock Corporation Act.

Shareholders can register their submissions by clicking the appropriate button on the online service at www.rwe.com/agm once the Annual General Meeting begins. The Chair of the meeting shall explain the procedure for requesting the floor and receiving the floor in more detail during the Annual General Meeting.

The Company reserves the right to check the quality of video communication between the shareholder and the Company during the Annual General Meeting before each submission and to refuse giving them the floor if the quality is insufficient. The minimum

technical requirements for making submissions via video communication are an Internet-enabled device with a camera and microphone which can be accessed by a browser as well as a stable Internet connection. There is no need to install additional software components or apps on the device. Additional pointers regarding video communication can be found at www.rwe.com/agm.

12. Right to information

Section 131 of the German Stock Corporation Act gives every shareholder the right to request information from the Executive Board at the Annual General Meeting on Company matters as long as the information is required to properly assess subject matter on the Agenda. The Executive Board's obligation to provide information pertains to the Company's legal and business relations to affiliated companies and the situation of the Group as well as to the companies included in the consolidated financial statements.

The Chair can determine that the right to information at the Annual General Meeting be solely exercised via video communication. He intends to exercise this discretion. Questions submitted before or during the Annual General Meeting via other channels shall not be considered.

The Executive Board may refuse to provide information under certain circumstances that are set out in detail in Section 131, Paragraph 3 of the German Stock Corporation Act. The conditions allowing the Executive Board to refuse providing information are presented at www.rwe.com/agm.

13. Filing objections for the minutes

Pursuant to Section 118a, Paragraph 1, Sentence 2, Item 8 in conjunction with Section 245 of the German Stock Corporation Act, shareholders connected to the Annual General Meeting electronically may file objections to resolutions passed by the Annual General Meeting for the minutes taken by the notary public via electronic

communication. Objections may be filed via the online service at www.rwe.com/agm from the beginning to the end of the Annual General Meeting.

14. Other publications and supplementary information

This Invitation to the Annual General Meeting, the documents and information that must be made available, further commentary on shareholder rights pursuant to Section 122, Paragraph 2; Section 126, Paragraph 1; Section 127; Section 130a; Section 131, Paragraph 1; Section 118a, Paragraph 1, Sentence 2, Item 8 in conjunction with Section 245 of the German Stock Corporation Act as well as supplementary information related to the Annual General Meeting are available on the Company's website at www.rwe.com/agm. The results of the votes will also be published there after the Annual General Meeting.

15. Data privacy notice

Personal data will be processed to prepare and conduct the Annual General Meeting of RWE Aktiengesellschaft. Details can be found on the Company's website at www.rwe.com/agm/data-privacy.

III. Reports and further information on agenda items

Report of the Executive Board on the authorisation to implement share buybacks and use treasury shares (on Item 7 on the Agenda)

A proposal has been made to the Annual General Meeting under Item 7 on the Agenda to authorise the company to conduct share buybacks and use treasury shares. It is envisaged that the Executive Board be authorised for a period of two years, i.e. until 29 April 2028, to buy back, cancel and/or use shares in the company accounting for up to 10% of the Company's capital stock when the resolution is passed or – if this figure is lower – when this authorisation is exercised.

It is envisaged that the Company have the option of conducting share buybacks on the stock exchange or by making a purchase offer to all shareholders. This will afford the Company greater flexibility. The principle of equal treatment set forth in German stock corporation law must be taken into account. Buybacks on the stock exchange shall encompass buybacks in all market segments in Germany and abroad in which an exchange price is formed. The public purchase offer shall be subject to the following conditions: If a purchase offer is oversubscribed, allocation shall be implemented based on the shareholding ratios of the tendering shareholders. Commercial rounding shall be permitted to avoid purchasing fractions of shares. For this purpose, the number of shares purchased from individual tendering shareholders may be rounded to ensure the purchase of whole shares. Furthermore, it is envisaged that a prioritised limit be imposed on the number of shares accepted from each shareholder (up to 50 tendered shares from each shareholder). This option primarily serves the purpose of avoiding small residual holdings.

It is envisaged that the Executive Board be authorised to cancel the purchased treasury shares without the need for the Annual General Meeting to pass a further resolution. The proposed authorisation envisions the Executive Board also cancelling shares without decreasing the Company's capital, in accordance with Section 237 Paragraph 3 Item 3

of the German Stock Corporation Act. In cases where shares are cancelled without decreasing the Company's capital, the prorated amount of the Company's capital stock accounted for by the other shares increases. In such cases, the Executive Board shall be authorised to amend the Articles of Incorporation to reflect the change in the number of shares.

In addition, the Company is to be put in a position to offer the purchased treasury shares waiving subscription rights as consideration within the scope of mergers or acquisitions of companies, parts of companies, operations, or of stakes in companies. Treasury shares are an important instrument when used as acquisition currency. They can represent an affordable financing option for the Company. They are often requested by sellers as consideration. With the corresponding authorisation, the objective is to ensure that the Company is able to rapidly and flexibly make acquisitions with consideration fully or partially consisting of shares, in particular without requiring the passage of a resolution by the Annual General Meeting, which is often impossible given the time constraints. Another advantage to existing shareholders of using treasury shares as acquisition currency is that their voting rights are not diluted compared to the situation before the Company's share buyback. There are no current acquisition projects for which it is planned to use treasury shares as consideration.

Section 71, Paragraph 1, Item 8, Sentence 4 of the German Stock Corporation Act permits the Executive Board to sell purchased treasury shares on the stock exchange. Furthermore, it is envisaged that the Annual General Meeting authorises the Executive Board to sell purchased treasury shares by making an offer to all shareholders or by other means.

Provided that the conditions of Section 186, Paragraph 3, Sentence 4 of the German Stock Corporation Act are met, the Company is to be put in a position to sell purchased treasury shares waiving subscription rights in exchange for cash without offering them on the stock exchange or to the shareholders. The objective here is to enable the Company to use shares in the Company as currency at short notice. The proposed authorisation thus serves the purpose of ensuring that the Company has a permanent and appropriate equity base. The prerequisite is that the sales price is not significantly lower than the listed price of the shares in the Company with identical entitlements within the meaning of Section 186, Paragraph 3, Sentence 4 of the German Stock

Corporation Act. The Executive Board shall keep any discount on the exchange price as low as possible, in accordance with the market conditions prevailing at the time of issuance. In total, the sum allocable to the shares up for sale may not exceed 10% of the Company's capital stock on the date on which the resolution is passed or – if this sum is lower – on the date on which the authorisation is exercised. Shares, which (i) are issued waiving subscription rights during the term of this authorisation in direct or analogous application of Section 186, Paragraph 3, Sentence 4 of the German Stock Corporation Act or (ii) are issued or to be issued to fulfil rights granted waiving subscription rights in accordance with Section 186, Paragraph 3, Sentence 4 of the German Stock Corporation Act during the term of this authorisation that confer the entitlement or impose the obligation to subscribe shares, shall count towards the 10% limit. The limit on the number of shares that may be sold and the obligation to set the sales price of the new shares close to the exchange price affords the shareholders suitable protection from a dilution of the value of their shareholdings. In addition, this ensures that the consideration sought by the Company is reasonable.

To the extent that convertible or option bonds exist, it may be expedient to fulfil the rights resulting from such convertible or option bonds to subscribe shares not through a capital increase, but through treasury shares in the Company either in full or in part. Therefore, a corresponding use of purchased treasury shares waiving subscription rights is envisaged. The Executive Board will carefully weigh the interests of the company against those of the shareholders before deciding whether to provide treasury shares in the company or to use conditional or authorised capital.

If treasury shares are sold through an offer to all shareholders or in the event of a capital increase with subscription rights, it shall be possible to grant holders of convertible or option bonds the right to subscribe shares in the company commensurate to the subscription rights they would have obtained after exercising the conversion or option privileges or fulfilling the conversion or option obligation. The advantage of waiving shareholder subscription rights in this context is that the conversion or option price for convertible or option bonds already issued does not have to be reduced in order to provide protection from dilution. As a result, when conversion or option privileges are exercised or when conversion or option obligations are fulfilled in such a case, the Company obtains more funds. The Executive Board will use its best judgement to decide whether to exercise the proposed authorisation and use purchased treasury shares.

The Company is to be put in a position to use treasury shares waiving subscription rights to fulfil the Company's obligations resulting from employee share schemes by offering for sale or transferring the treasury shares purchased to employees qualified to subscribe shares within the scope of the employee share scheme. The use of treasury shares has the advantage of being affordable and uncomplicated. Furthermore, it makes the Company more flexible. It also allows purchased treasury shares to be used to manage the share price risk that would arise otherwise and prevents a dilutive effect that would occur otherwise.

The Executive Board will report on the exercise of the authorisation at the Annual General Meeting following such exercise.

Essen, Germany, March 2026

RWE Aktiengesellschaft

The Executive Board

The Invitation to the Annual General Meeting was published in the German Federal Gazette (www.bundesanzeiger.de) of 12 March 2026.

This version of the Invitation to the Annual General Meeting prepared for the convenience of English-speaking readers is a translation of the German original. For purposes of interpretation, the German text shall be authoritative and final.

RWE

RWE Aktiengesellschaft
RWE Platz 1
45141 Essen, Germany
P +492015179-0