



Dr Markus Krebber
Chief Financial Officer of RWE AG
Annual General Meeting

Essen, 28 April 2021

Please check against delivery.

Ladies and Gentlemen,

The German Stock Corporation Act requires the Executive Board to expressly explain certain documents to you at the Annual General Meeting, which I will gladly do.

The Executive Board made and commented on the takeover-related disclosure required pursuant to Sections 315a and 289a of the German Commercial Code in the review of operations and in a separate written report. This disclosure is not out of the ordinary. Details can be found in the commentary in the review of operations on pages 79 and following of the annual report as well as in the separate written report, which has been published on RWE's website.

Ladies and Gentlemen,

We successfully conducted a capital increase in August 2020. The gross proceeds on the issuance of approximately 2 billion euros has given us financial headroom to make investments in the additional, short-term expansion of our renewable energy portfolio, the continued development of our project pipeline, and in further growth opportunities arising in the medium and long term.



The Executive Board has submitted an extensive written report on the detailed features and implementation, which can also be found on our website. I would like to put this report in a nutshell for you:

By performing the capital increase, we exercised the authorisation we were issued by the 2018 Annual General Meeting. Through accelerated bookbuilding, we issued shares corresponding to nearly 10% of the company's capital stock at the time from the authorised capital. Shareholders' subscription rights were excluded.

It was necessary to exclude subscription rights in order to be able to take this measure at short notice and flexibly while generating the highest proceeds possible.

As accelerated bookbuilding does not require extensive preparation or have fixed deadlines, we were able to react quickly and flexibly to a favourable window on the market last August and issue the shares to institutional investors within a few hours. It would have been impossible to react to the favourable market conditions so quickly if we had been obliged to grant a subscription deadline of at least two weeks.

The longer period between the establishment of the price and the completion of the capital increase triggered by granting subscription rights would also have meant that the shares could only have been placed at a high discount relative to the quotation on the stock exchange.

By contrast, thanks to the structure we opted for, we managed to realise a price that was close to the then current stock exchange quotation. The uniform placement price was set at 32.55 euros per share and reflected a discount of just 4.9% compared to the



closing quotation in XETRA trading on the Frankfurt Stock Exchange immediately prior to the passage of the resolution.

This enabled us to minimise the commercial dilution of our shareholders' stakes in the company. In addition, shareholders who wanted to maintain their relative shareholding in the company were able to do so on the stock exchange at a price close to the placement price. Their interests were thus safeguarded appropriately.

In view of these issues, the exclusion of subscription rights was objectively justified on the whole.

As we used part of the authorised capital to conduct the capital increase, we propose under Item 9 of today's Agenda to re-establish this instrument. This will ensure that we remain capable of reacting to future developments and, should the need arise, raise additional capital both quickly and flexibly, without having to carry out a capital increase by virtue of a resolution by the Annual General Meeting, which may prove impossible due to time constraints.

Furthermore, under Item 10 on the Agenda, we propose to authorise management to issue convertible and/or option bonds including conditional capital, in order to expand the company's financing options.

Although we do not have any plans to use these instruments at present, capital authorisations belong to every DAX company's toolbox. The proposed details of the features of these instruments are in line with customary market standards. Please refer to the complete draft resolutions in the invitation for details.



Ladies and Gentlemen, on behalf of the Executive Board, I ask you to approve the resolutions proposed by the Executive Board and the Supervisory Board regarding the items on today's Agenda.

And now I would like to hand the floor back to Mr Brandt.

Forward-looking statements

This speech contains forward-looking statements. These statements reflect the current views, expectations and assumptions of management, and are based on information currently available to management. Forward-looking statements do not guarantee the occurrence of future results and developments and are subject to known and unknown risks and uncertainties. Actual future results and developments may deviate materially from the expectations and assumptions expressed in this document due to various factors. These factors primarily include changes in the general economic and competitive environment. Furthermore, developments on financial markets and changes in currency exchange rates as well as changes in national and international laws, in particular in respect of fiscal regulation, and other factors influence the company's future results and developments. Neither the company nor any of its affiliates undertakes to update the statements contained in this speech.