

2024

**Annual  
General Meeting of  
RWE Aktiengesellschaft  
on 3 May 2024**  
Commentary on shareholder rights

**RWE**

# Commentary on shareholder rights

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

The ordinary Annual General Meeting of RWE Aktiengesellschaft shall be held at **10.00 a.m. (CEST) on Friday, 3 May 2024** as a virtual Annual General Meeting without the attendance of shareholders or their proxies (virtual Annual General Meeting). This was resolved by the Executive Board of RWE Aktiengesellschaft in accordance with Section 118a, Paragraph 1, Sentence 1 of the German Stock Corporation Act in conjunction with Section 14, Paragraph 3 of the Articles of Incorporation of RWE Aktiengesellschaft

The Annual General Meeting will be held at RWE Platz 1, 45141 Essen, Germany, with the Chair, the members of the Executive Board and the 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.

Shareholders and their proxies can follow the entire Annual General Meeting using the Company's password-protected online service at [www.rwe.com/en/agm](http://www.rwe.com/en/agm) starting at 10.00 a.m. (CEST) on 3 May 2024. Furthermore, the entire Annual General Meeting will be streamed via the Internet at [www.rwe.com/en/agm](http://www.rwe.com/en/agm) for all interested members of the public.

## Commentary on shareholder rights according to Section 122, Paragraph 2, 126 Paragraph 1 and 4, 127, 130a, 131 Paragraph 1, 118a Paragraph 1, Sentence 2, Item 8 in conjunction with Section 245 of the German Stock Corporation Act and further explanatory notes

### 1 Requests for supplements to the Agenda (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 additional Agenda Items 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 Tuesday, 2 April 2024.

Requests for supplements shall only be considered if applicants prove that they have owned shares equalling or exceeding the minimum shareholding 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: [HV2024@rwe.com](mailto:HV2024@rwe.com)

All requests for supplements that must be made available shall be published in the German Federal Gazette immediately upon receipt, disseminated throughout Europe and posted to the Company's website. In addition, they will be communicated pursuant to Section 125, Paragraph 1, Sentence 3 of the German Stock Corporation Act.

### 2 Shareholder countermotions and candidate nominations (Sections 126 and 127 of the German Stock Corporation Act)

Every shareholder has the right to send motions countering the proposals made by the Executive Board and/or Supervisory Board in relation to an Item on the Agenda and candidate nominations for the election of the auditor (Item 5 on the Agenda) and for the election of Supervisory Board members (Item 6 on the Agenda) to the following address 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 Thursday, 18 April 2024:

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

or via e-mail to: [HV2024@rwe.com](mailto:HV2024@rwe.com)

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

Countermotions and candidate nominations subject to publication that are duly received by the Company will be published on the Internet at [www.rwe.com/en/agm](http://www.rwe.com/en/agm) including the name of the shareholder, if applicable, a reasoning and, if applicable, a statement by Company management.

Section 126, Paragraph 2 of the German Stock Corporation Act stipulates that a counter-motion and the reasons for which it is being made need not be made accessible:

1. inasmuch as the management board would be liable to punishment under law, were it to make such proposal accessible;
2. if the counter-motion were to result in the general meeting adopting a resolution that is in violation of the law or of the by-laws;
3. if the reasons make manifestly false or misleading statements regarding key aspects or if they are insulting;
4. if a counter-motion made by the stockholder based on the same facts and circumstances has already been made accessible pursuant to section 125 for a general meeting of the company;
5. if the same countermotion of the stockholder, citing substantially the same reasons, has been made accessible pursuant to section 125 in the past five years to at least two general meetings of the company, and if less than one twentieth of the share capital represented voted for this counter-motion at the general meeting;
6. if the stockholder indicates that they will not participate in the general meeting and will not have a proxy represent them;
7. if, in the past two years at two general meetings, the stockholder has failed to propose or to have proposed a countermotion regarding which they have informed the company.

The above explanations for the publication of countermotions apply analogously to the publication of candidate nominations. Furthermore, candidate nominations will only be published if they include the name, profession exercised and place of residence of the proposed individual and, in the case of nominations of Supervisory Board members, information on their membership of other statutory supervisory boards.

Any reasonings of countermotions and candidate nominations do not have to be published if they exceed a length of 5,000 characters. If several shareholders file countermotions regarding the same issue on which a resolution is to be passed or if they file the same candidate nominations, the Executive Board may summarise the countermotions or candidate nominations respectively as well as, if applicable, their reasonings.

Countermotions 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 countermotions and candidate nominations may be exercised by duly registered and legitimised shareholders via the online service at [www.rwe.com/en/agm](http://www.rwe.com/en/agm). If a shareholder filing a countermotion or making a candidate nomination has not duly registered for the Annual General Meeting and is not duly legitimised, the countermotion or candidate nomination need not be considered during the Annual General Meeting.

This shall not prejudice the right of shareholders who are connected electronically to the Annual General Meeting via video communication to file countermotions and candidate nominations.

### **Statements by shareholders (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 Saturday, 27 April 2024.

Statements must be made in writing and submitted only via the Company's online service which can be accessed at [www.rwe.com/en/agm](http://www.rwe.com/en/agm). Statements must not exceed 10,000 characters.

Duly filed statements regarding Items on the Agenda will be published on the Company's online service that can be accessed at [www.rwe.com/en/agm](http://www.rwe.com/en/agm) 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 Sunday, 28 April 2024. 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 submit 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 the Invitation or these explanatory notes

#### **4 Right to speak (Section 130a, Paragraphs 5 and 6 of the German Stock Corporation Act)**

Every shareholder connected electronically 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 request to speak via the Company's online service which can be accessed at [www.rwe.com/en/agm](http://www.rwe.com/en/agm) once the Annual General Meeting begins. The Chair of the meeting shall explain the procedure for requesting 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. Recommendations for ensuring the best possible quality of video communication can be found at [www.rwe.com/en/agm](http://www.rwe.com/en/agm).

#### **5 Requests for information (Section 131 of the German Stock Corporation Act)**

Every shareholder has the right to request information on Company matters from the Executive Board at the Annual General Meeting as long as the information is required to properly assess a 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 Company 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 make use of this option. Submission of questions by other electronic means or communication channels is not envisaged either before or during the Annual General Meeting.

Pursuant to Section 131, Paragraph 3, Sentence 1 of the German Stock Corporation Act, the Executive Board may refuse to provide information:

1. inasmuch as the provision of the information, when assessed applying prudent business judgment, is suited to cause a greater than insignificant disadvantage to the company or an affiliated enterprise;
2. inasmuch as it refers to carrying values for tax purposes or the amount of individual taxes;
3. regarding the difference between the value at which objects were stated in the annual balance sheet and a higher value of such objects, unless the general meeting approves and establishes the annual financial statements;
4. regarding the accounting and valuation methods insofar as it suffices to cite these methods in the notes in order to accurately represent the company's assets, financial position and revenue situation in keeping with its actual circumstances within the meaning of Section 264 (2) of the Commercial Code; this does not apply if the general meeting approves and establishes the annual financial statements;
5. inasmuch as the management board would be liable to punishment under law were it to provide the information;
6. inasmuch as such information is continuously accessible on the company's website for a minimum of seven days prior to commencement of the general meeting, and also in its course.

Pursuant to Section 131, Paragraph 3, Sentence 2 of the German Stock Corporation Act, the information may not be withheld for other reasons.

#### **6 Filing objections for the minutes (Section 118a, Paragraph 1, Sentence 2, Item 8 in conjunction with Section 245 of the German Stock Corporation Act)**

Every shareholder connected electronically to the Annual General Meeting may file objections to resolutions passed by the Annual General Meeting for the minutes taken by the notary public by means of electronic communication. Objections to the minutes taken by the notary can be filed from the beginning to the end of the Annual General Meeting via the Company's online service.

This document is prepared for the convenience of English-speaking readers and is a translation of the German original. For purposes of interpretation, the German text shall be authoritative and final.

**RWE Aktiengesellschaft**

RWE Platz 1

45141 Essen

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