

RWE

2025

**Remuneration of the
Supervisory Board members**

**Information on Item 9 on the Agenda
of the Annual General Meeting**

Remuneration of the members of the Supervisory Board of RWE Aktiengesellschaft

Principles of Supervisory Board remuneration

The remuneration system for the members of the Supervisory Board adheres to all statutory regulations and considers in particular the recommendations and suggestions of the German Corporate Governance Code (GCGC).

The members of the Supervisory Board receive remuneration appropriately commensurate with their tasks and the company's situation. The level and structure of the Supervisory Board's remuneration shall be in line with the market and enable the company to recruit candidates with outstanding qualifications to fill positions on the Supervisory Board at all times. This ensures that the Supervisory Board can perform its advisory and monitoring tasks in the best possible manner, which in turn makes a substantial contribution to promoting the company's business strategy and long-term development.

Remuneration structure

In accordance with the proposal of the 28 April 2022 version of the German Corporate Governance Code, the remuneration of the Supervisory Board of RWE Aktiengesellschaft consists of fully fixed remuneration. The company finds that fully fixed remuneration does the best possible justice to the independence of the Supervisory Board and to the advisory and monitoring tasks entrusted to it independent of the company's success.

The remuneration considers the increased time spent by the Chair and the Deputy Chair of the Supervisory Board as well as by the Chair and the members of committees. The Chair and Deputy Chair of the Supervisory Board receive three times and twice the fixed remuneration of the ordinary Supervisory Board members, respectively. Subject to certain exceptions set out in the Articles of Incorporation, additional remuneration is granted for work on committees. In view of the exceptional work and time demands

imposed on the Chair and the members of the Audit Committee, they receive higher additional remuneration than the members of other committees.

All of the members have declared to the Supervisory Board that they will purchase RWE shares with 25% of the remuneration granted to them in accordance with Section 12, Paragraphs 1 and 2 of the Articles of Incorporation and hold them for the entire duration of their membership of the Supervisory Board of RWE Aktiengesellschaft (voluntary obligation). This obligation is not enforced if Supervisory Board members donate at least 85% of their fixed remuneration to the Hans Böckler Foundation in accordance with the guidelines of the German Federation of Trade Unions or relinquish such sum to their employer to fulfil an obligation set out in their employment contract. If less than 85% of the fixed remuneration is donated or relinquished in such cases, the self-imposed obligation applies to 25% of the portion that has not been donated or relinquished.

This voluntary obligation to invest in RWE shares is a further means of bringing the interests of the members of the Supervisory Board in line with the Company's long-term, sustainable success.

Reviewing the remuneration system and handling conflicts of interest

The Supervisory Board regularly reviews the appropriateness of its remuneration. In so doing, it receives the assistance of the Supervisory Board's Nomination Committee and, if necessary, of an external, independent remuneration expert. The review includes a horizontal market comparison. This involves comparing the remuneration of the Supervisory Board of RWE Aktiengesellschaft with the remuneration of supervisory boards of other comparable companies (usually the companies represented in the DAX 40) in terms of components, level and structure. On this basis and considering the importance and scope of the work done on the Supervisory Board and its committees, the Supervisory Board decides whether it is necessary and appropriate to adjust its remuneration. Should this prove to be the case, the Executive Board and the Supervisory Board present a proposal for adjusting its remuneration to the Annual General Meeting. In any event, pursuant to Section 113, Paragraph 3 of the German Stock Corporation Act, the Executive Board and the Supervisory Board present the remuneration of the members of the

Supervisory Board to the Annual General Meeting for the passage of a resolution once every four years.

The responsibility of the Annual General Meeting for the structure and amount of the remuneration of the Supervisory Board and the binding nature of such decisions of the Annual General Meeting avoid conflicts of interest in the determination and implementation of remuneration. Moreover, conflicts of interest are subject to the general rules requiring such conflicts to be disclosed and dealt with appropriately depending on the intensity of the conflict.

Version of the wording of Article 12 of the Articles of Incorporation proposed for the passage of a resolution under Item 9 on the Agenda of the Annual General Meeting on 30 April 2025

*"Article 12
Remuneration*

- (1) *Each member of the Supervisory Board shall receive an annual remuneration in the amount of EUR 120,000. The Chairman of the Supervisory Board shall receive an annual remuneration of EUR 360,000, and his or her Deputy shall receive an annual remuneration of EUR 240,000.*
- (2) *The members of the Supervisory Board shall receive an additional annual remuneration for their work on Supervisory Board committees. This shall amount*
 - a) *to EUR 150,000 for the Chairman of the Audit Committee and to EUR 75,000 for every other member of the Audit Committee.*
 - b) *If the respective committee becomes active at least once in a fiscal year, the additional remuneration shall amount to EUR 60,000 for the Chairman of another committee and to EUR 40,000 for every other member of another committee. By way of derogation, the Chairman of the Supervisory Board and his or her Deputy shall not receive any remuneration for their work on the Executive Committee.*

Memberships in the Nomination Committee and in the Committee provided for in Section 27, Paragraph 3 of the German Co-determination Act shall be disregarded.

- (3) *Members of the Supervisory Board who have been on the Supervisory Board or a committee, or have assumed chairmanship or deputy chairmanship of the Supervisory Board, or chairmanship of a committee for only part of the fiscal year shall receive a smaller remuneration in proportion to their period of tenure.*
- (4) *The Supervisory Board members shall be reimbursed for the expenses incurred in connection with the exercise of their office including, if appropriate, payment of value-added tax on their remuneration and on the reimbursement of their expenses.*

Unless itemized invoices are submitted to substantiate out-of-pocket expenses, on attending a meeting of the Supervisory Board or one of its committees, each member shall receive a per diem of EUR 1,000 for every day of session.

- (5) The remuneration set out in Paragraph 1 shall be paid on a prorated basis after the end of every quarter. The remuneration set out in Paragraph 2 shall be paid after the end of every fiscal year.*
- (6) The Company may take out third-party liability insurance policy on behalf of the Supervisory Board members which shall cover the statutory liability arising from the work of the Supervisory Board.*
- (7) The provisions of this Article 12 shall apply to the remuneration of the Supervisory Board for the first time for the fiscal year starting on 1 January 2025."*

RWE

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