RWE

RWE Corporate Governance presentation

As of January 2024

Disclaimer

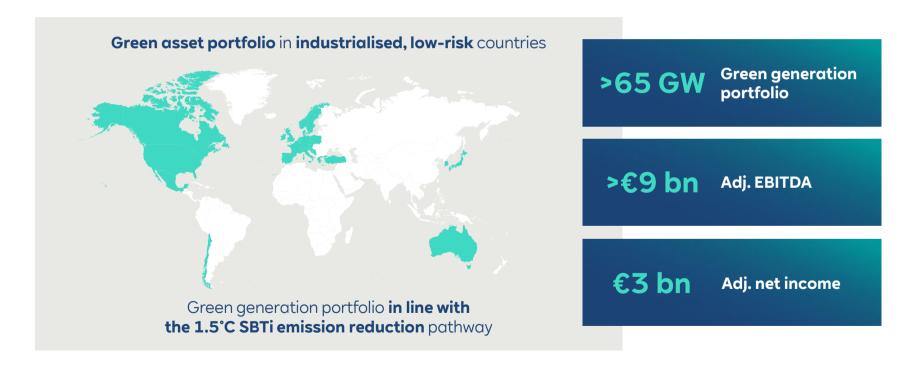
This document contains forward-looking statements. These statements are based on the current views, expectations, assumptions and information of the management, and are based on information currently available to the management. Forward-looking statements shall not be construed as a promise for the materialisation of future results and developments and involve known and unknown risks and uncertainties. Actual results, performance or events may differ materially from those described in such statements due to, among other things, changes in the general economic and competitive environment, risks associated with capital markets, currency exchange rate fluctuations, changes in international and national laws and regulations, in particular with respect to tax laws and regulations, affecting the Company, and other factors. Neither the Company nor any of its affiliates assumes any obligations to update any forward-looking statements.

Contents

Executing GROWING GREEN	04-16
Governance at RWE	17-28
Annual General Meeting 2024	29-30
Appendix and Contacts	31-39

Executing GROWING GREEN

RWE 2030 - A global leader in green energy

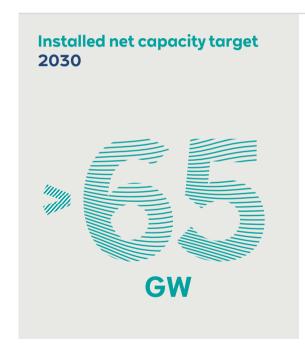


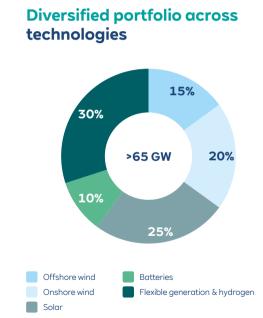
We are accelerating our investments in clean technologies

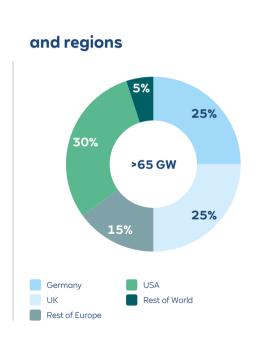


¹ EUR 13bn organic and EUR 7bn M&A

We will operate a well diversified portfolio in 2030



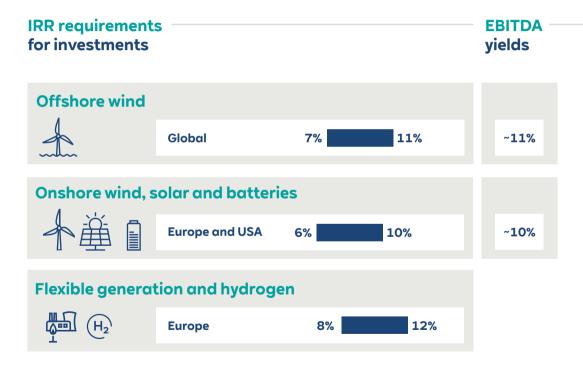




We have accelerated our profitable growth across technologies and regions

Net cash investments 2024 - 2030 **EUR** bn Split by 15% ~95% technology EU 35% Taxonomy 10% Offshore wind aligned 55 Onshore wind Solar 20% Batteries Flexible generation 20% & hydrogen Split by 20% regions 35% 55 Germany 15% **EUR bn** UK Rest of Europe USA 25% Rest of World

We stick to strict investment criteria to ensure attractive returns



- ✓ IRR requirements reflect current interest rate environment
- Commitment to 100 300bps spread above WACC
- ✓ Hurdle rates include risk premiums depending on project risk profile
- ✓ Post completion reviews carried out regularly for monitoring investment performance and lessons learned for future decisions

Note: IRRs post tax, unlevered, nominal.

We actively manage the supply chain to deliver projects on time and budget to safeguard returns

Our measures

Examples

We analyse the supply chain and identify & manage bottlenecks

We secured a **long-term charter of next-generation vessels** for the construction of offshore wind farms



We **manage price risks actively** by securing capacity and indexed contracts

We secured a **framework agreement with a wind turbine supplier** for over **1,000 MW of onshore wind capacity** covering a large part of project pipeline in Europe



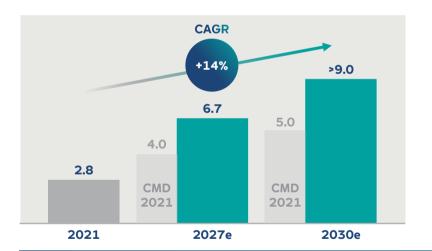
We focus on **security of supply** and **diversify our vendor base**

We secured **domestic manufacturing capacities** through supply contracts with **tier 1 suppliers**



Our investments in green growth deliver substantial earnings

Adj. EBITDA¹
EUR bn



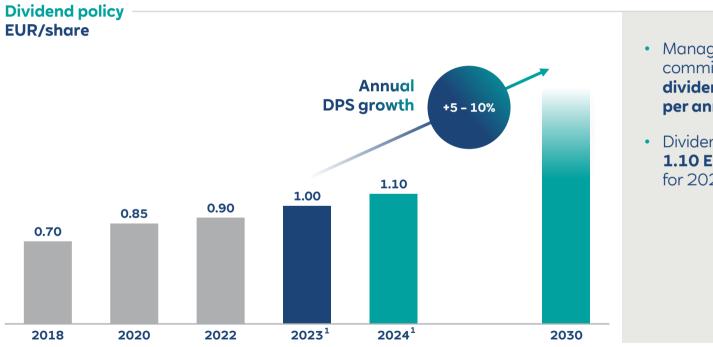
Adj. net income¹ EUR bn



Target future dividend growth of 5 - 10% p.a.

¹ Pro forma figures excl. Coal/Nuclear

Our transformation leads to continuous dividend growth



- Management committed to grow dividend by 5 - 10% per annum
- Dividend target of 1.10 EUR per share for 2024

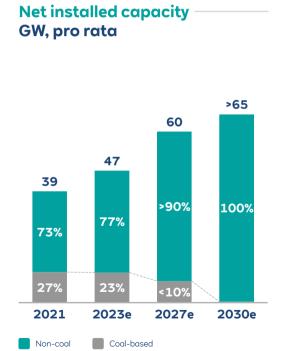
¹ Management target

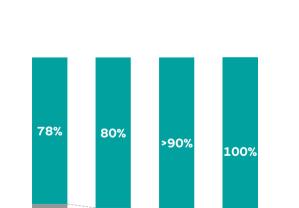
We will rapidly decarbonise our portfolio

Revenues split

22%

2021





- Green portfolio growth accelerated – more than 90% share of renewable and flexible generation capacity will be achieved in 2027
- Coal to decline rapidly driven by closures and lower utilisation
- Coal exit in 2030

RWE Jan 2024 Corporate Governance presentation Page 13

<10%

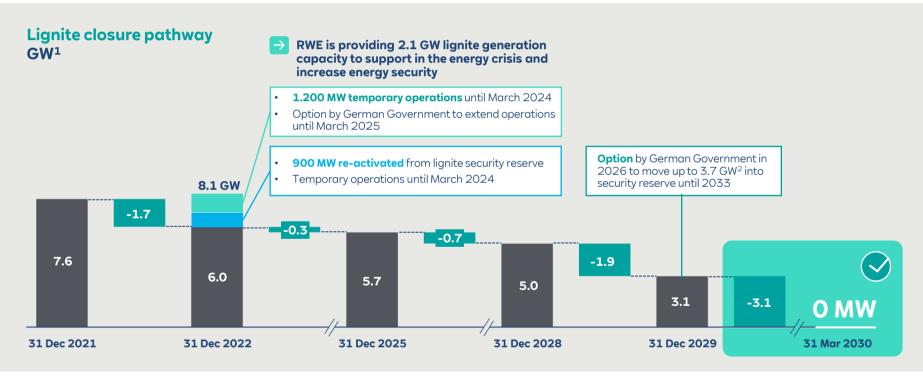
2027e

2030e

20%

2023e

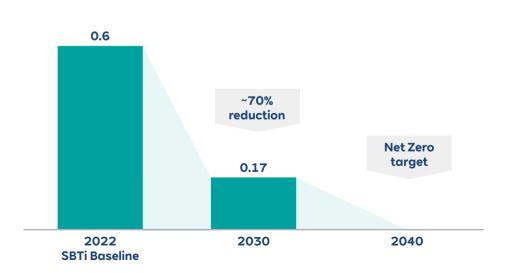
Development of lignite capacity until exit in 2030 and short-term measures to increase energy security



¹ Base for coal closures according to coal exit law, 2020. | ² Includes 600 MW unit being in security reserve as of the end of 2029. | Note: capacity in security reserve not included in installed capacity. | Rounding differences may occur.

We are committed to 1.5°C SBTi emission reduction pathway

Scope 1 & 2 emission targets kg CO₂ per kWh



- We reduced our CO₂ emissions by
 50% in the past decade
- We are committed to reducing our relative Scope 1 & 2 emissions by 70% by 2030
- We are committed to reducing our Scope 3 emissions by 40% by 2030
- We will be Net Zero in 2040 across
 Scope 1, 2 and 3 emissions
- Targets are in line with the 1.5°C emission reduction pathway¹

¹ SBTi verification ongoing

RWE is pursuing an ambitious sustainability strategy

Our Purpose

Our energy for a sustainable life

Our Sustainability **Ambition**

RWE will be recognized as a **leading example** for the responsible and rapid transformation towards a sustainable

industrial company

Climate Change

We will be climate neutral by 2040. On the way there, our ambition is to reduce our emissions in line with a 1.5° compliant pathway

Innovation

We accelerate the **adoption of technologies** for a zero-carbon energy system

Biodiversity & Recultivation Circular

Economy

Because we care about the biodiversity impact of our business, we commit to the highest standards in recultivation. For new assets, we aim for a net-positive contribution to biodiversity by 2030

We implement the **principles of circular economy** in our way of working. We reduce the use of **natural** resources, minimize waste and design our assets so that we maximize the reuse / recycling of materials

Social Responsibility

We make a positive contribution to the communities in which we operate. In the sense of a Just Transition, we stand by our employees who are impacted by the energy transition and find socially responsible solutions and perspectives

& Inclusion

Diversity, Equity We create an **equitable and inclusive working environment** which promotes diversity. We will strenathen the share of women in management, targeting 30% in our core business by 2030

Occupational **Health & Safety** We protect the **physical and emotional well-being** of our people

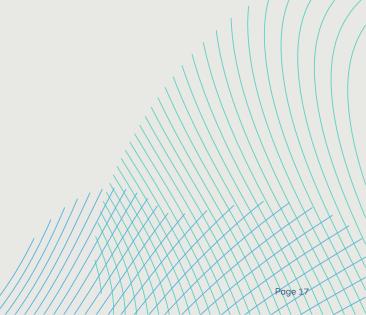
Sustainable Investment

Our growth is sustainable, >90% of our investments by 2030 will flow into sustainable projects according to the EU taxonomy

Compliance & Ethics

We have a **strong compliance culture** and act in accordance with our **values**

Governance at RWE



Experienced executive management team passionate about driving performance to the next level

Introducing the executive management team at RWE AG

Chief Executive Officer (CEO)



Dr. Markus Krebber

Born 1973, with RWE since 2012, Member of the Executive board of RWE AG since 2016, CEO since 2021.

Group departments

- Energy Transition & Regulatory Affairs
- Group Communications & Public Affairs
- Legal, Compliance & Insurance
- Mergers & Acquisitions
- Strategy & Sustainability

Chief Financial Officer (CFO)



Dr. Michael Müller

Born 1971, with RWE since 2005, Member of the Executive board of RWE AG since 2020, CFO since 2021.

Group departments

- Finance & Credit Risk
- Tax
- Accounting
- Controlling & Risk Management
- Investor Relations

Chief Human Resources Officer (CHO) & Labour Director



Katja van Doren

Born 1966, with RWE since 1999, Member of the Executive board of RWE and CHO since 2023.

Group departments

- Human Resources
- Information Technology
- Corporate Transformation
- Internal Audit & Security

Supervisory Board is a highly qualified and experienced team

Shareholder Representatives



Dr. Werner Brandt
Chairman of the Supervisory Board
Born 1954, German
Member since 18 April 2013
Member of the Supervisory Board of Siemens AG and former
Executive Board Member and CEO of SAP AG

None of the members is considered overboarded under the provisions of the German Corporate Governance Code

Dr. Hans Bünting Born 1964, German Member since 28 April 2021 Self-employed Management Consultant and former Executive Board Member of innogy SE



Ute GerbauletBorn 1968, German
Member since 27 April 2017
General Partner of Dr. August
Oetker KG



Prof. Dr.-Ing. Dr.-Ing. E. h. Hans-Peter Keitel Born 1947, German Member since 18 April 2013 Independent Corporate Consultant and former CEO of HOCHTIEF AG



Mag. Dr. h.c. Monika Kircher Born 1957, Austrian Member since 15 October 2016 Independent Corporate Consultant and former CEO of Infineon Technologies Austria AG



Thomas Kufen Born 1973, German Member since 18 October 2021 Mayor of the City of Essen



Dr. Erhard Schipporeit
Born 1949, German
Member since 20 April 2016
Independent Corporate Consultant and
former member of the Executive Board and
CFO of E.ON AG



Ullrich Sierau
Born 1956, German
Member since 20 April 2011
Independent Consultant for co

Independent Consultant for companies, administrations, political parties and civil society initiatives / former Mayor of the City of Dortmund

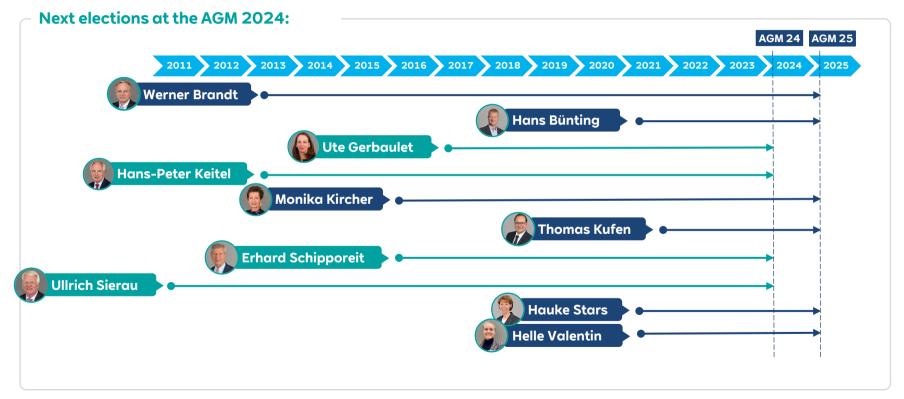




Helle Valentin
Born 1967, Danish
Member since 28 April 2021
General Manager, Global Business
Services Nordic. IBM Corporation



Staggered terms of office ensure both personnel continuity and flexibility



The resulting vacancies are filled as part of a clearly defined process

STEP 1

Definition of the required profile

STEP 3

STEP 4

Fields of expertise

- Energy sector
- Strategy
- Sustainability
- New technologies
- Digitisation
- Leadership experience
- International experience
- Accounting/Financial statements audits
- HR expertise
- Familiarity with the public sector

Other essential targets

- Integrity and ethical action, personality and social skills
- Dedication and receptiveness to innovative thinking and new ideas
- Comprehensive diversity / female quota of >= 30 %
- Independence
- Regular age limit 72 years / total term of office 12 years
- Adequate time resources

Nomination
Committee starts
selection process to
find best possible
candidates

STEP 2

- Assessment based on the required profile
- Selection results are presented to all members of the Supervisory Board
- Candidates, who are fully in line with the goals of the Supervisory Board in respect of the corporate body's composition and competencies, are proposed to the shareholders
- Shareholders vote on the candidates at the AGM

Nomination Committee recommends the following candidates for election at the 2024 AGM



Dr. Frank Appel

Chair of the Supervisory Board of Deutsche Telekom AG and former CEO of Deutsche Post DHL Group



Corporate Strategy, Sustainability, International experience, Leadership experience



Ute Gerbaulet General Partner of Dr. August Oetker KG



Energy Sector, Corporate Strategy, Sustainability, Accounting/Financial Audit, Leadership experience, HR-Expertise, Digitisation

Member since 2017 runs for

re-election



Prof. Jörg Rocholl, PhD President of the European School of Management & Technology (ESMT Berlin)



Sustainability, International experience, Accounting/Financial Audit, Leadership experience, HR-Expertise

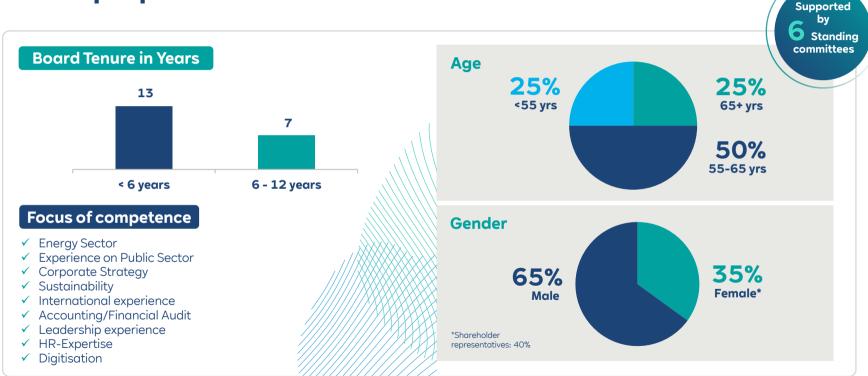


Thomas Westphal Lord Mayor of the city of Dortmund



Energy Sector, Experience on Public Sector, Corporate Strategy, Accounting/Financial Audit, Leadership experience, HR-Expertise

Well balanced composition following the election of the proposed candidates



Shareholder representatives possess complementary skills and expertise

	Energy Sector	Experience on Public Sector	Corporate Strategy	Sustainability	International Experience	Accounting / Financial Audit	Leadership Experience	New Technologies	HR- Expertise	Digitisation
Werner Brandt		✓	✓	✓		✓	✓		✓	✓
Hans Bünting	√	✓	✓	✓	✓	✓	✓	✓	✓	✓
Ute Gerbaulet	√		✓	✓		✓	✓		✓	✓
Hans-Peter Keitel	✓	✓	✓	✓	✓		✓		✓	✓
Monika Kircher	√	✓	✓	✓	✓	✓	✓		✓	✓
Thomas Kufen	√	✓	✓	✓			✓	✓	✓	
Erhard Schipporeit	√		✓	✓	✓	✓	✓		✓	
Ullrich Sierau	√	✓	✓	✓	✓	✓	✓	✓	✓	✓
Hauke Stars	√		✓	✓	✓	✓	✓		✓	✓
Helle Valentin		✓	✓	✓	✓	✓	✓		✓	✓

Note: The information is based on a self-assessment by the Supervisory Board members.

Employee representatives support the work with a key perspective



Ralf Sikorski
Deputy Chairman of the Supervisory Board
Born 1961, German
Member since 1 July 2014
Former member of the Main Executive Board of IG Bergbau, Chemie, Energie (trade union)

Michael Bochinsky Born 1967, German Member since 1 August 2018 Deputy Chairman of the General Works Council of RWF Power AG



Sandra Bossemeyer Born 1965, German Member since 20 April 2016 Chairwoman of the Works Council of RWE AG



Matthias Dürbaum Born 1987, German Member since 27 September 2019 Chairman of the Works Council of Hambach mine of RWE Power AG



Reiner van Limbeck Born 1965, German Member since 15 September 2021 Chairman of the Works Council of the Essen Headquarters of RWE Generation SE and RWE Technology International GmbH



Harald Louis Born 1967, German Member since 20 April 2016 Chairman of the General Works Council of RWE Power AG



Dagmar Paasch
Born 1974, German
Member since 15 September 2021
Regional Section Head ver.di NRW – Financial
Services, Communication, Technology,
Culture, Supply and Waste Disposal



Dirk Schumacher Born 1970, German Member since 15 September 2021 Chairman of the Works Council Central Workshop Grefrath / Workshops of RWE Power AG



Dr. Andreas Wagner Born 1967, German Member since 15 September 2021 Head of Drilling and Water Management of RWE Power AG



Marion Weckes
Born 1975, German
Member since 20 April 2016
Officer of the Group Works Council of
GEA Group AG



Way of working of the Supervisory Board

- **Five ordinary meetings** of the Supervisory Board planned per year. Five ordinary meetings were held in 2023.
- Extraordinary meetings in special situations are called at short notice; in 2023 four such meetings took place (among other things due to the sale of the Czech gas storage business)
- The Supervisory Board **runs six standing Committees** with specific tasks that meet on regular basis or as required for their respective work
- Separate pre-meetings for the preparation of Supervisory Board meetings are held by both groups of representatives in the Supervisory Board; shareholder and employee representatives respectively
- Ongoing trusted dialogue between Chairman of the Supervisory Board and the Executive Board

Supervisory Board is supported by six standing committees

Shareholder Representatives **Employee Representatives**

Executive Committee

- **Werner Brandt**
- Ute Gerbaulet
- Hans-Peter Keitel
- Reiner van Limbeck
- Dirk Schumacher
- Ralf Sikorski

- **Werner Brandt**
- Hans-Peter Keitel

Audit Committee

- Monika Kircher
- Michael Bochinsky
- Matthias Dürbaum
- **Erhard Schipporeit**
- Dagmar Paasch
- Ullrich Sierau

Personnel Affairs Committee

- **Werner Brandt**
- Sandra Bossemeyer
- Harald Louis
- Ralf Sikorski
- Hauke Stars
- Hans Bünting

Nomination Committee

- Hauke Stars

Strategy & Sustainability Committee

- **Werner Brandt**
- Michael Bochinsky
- Hans Bünting
- Hans-Peter Keitel
- Harald Louis
- Dagmar Paasch
- Ralf Sikorski
- Helle Valentin

Mediation Committee¹

- **Werner Brandt**
- Ralf Sikorski
- Marion Weckes
- Thomas Kufen

¹The Mediation Committee did not meet in 2023.

Supervisory Board meeting attendance in FY 2023

Overall attendance YTD: 99 % (flat vs. FY22)

	Supervisory Board	Extraordinary Supervisory Board	Audit Committee	Executive Committee	Nomination Committee	Personnel Affairs Committee	Strategy & Sustainability Committee
Werner Brandt ¹	5/5	4/4	5/5	1/1	5/5	4/4	2/2
Michael Bochinsky	5/5	4/4	5/5				2/2
Sandra Bossemeyer	5/5	4/4				4/4	
Hans Bünting	5/5	4/4				4/4	2/2
Matthias Dürbaum	5/5	4/4	5/5				
Ute Gerbaulet	4/5	4/4		1/1			
Hans-Peter Keitel	5/5	4/4		1/1	5/5		2/2
Monika Kircher	5/5	4/4	5/5				
Thomas Kufen	5/5	2/4					
Reiner van Limbeck	5/5	4/4		1/1			
Harald Louis	5/5	4/4				4/4	2/2
Dagmar Paasch	5/5	4/4	5/5				2/2
Erhard Schipporeit	5/5	4/4	5/5				
Dirk Schumacher	5/5	4/4		1/1			
Ullrich Sierau	5/5	4/4	5/5				
Ralf Sikorski	5/5	4/4		1/1		4/4	2/2
Hauke Stars	4/5	3/4			5/5	4/4	
Helle Valentin	5/5	4/4					2/2
Andreas Wagner	5/5	4/4					
Marion Weckes	5/5	4/4					

¹Werner Brandt attends the meetings of the Audit Committee as a guest. Note: The Mediation Committee did not meet in 2023.

Annual General Meeting 2024

Annual General Meeting 2024 again in virtual format

Virtual format

based on the **authorization of the 2023 AGM** and the **positive experience and feedback** from the 2023 AGM season



Full shareholders' rights

Rights to information

 Full information rights during the meeting by way of video



Statements

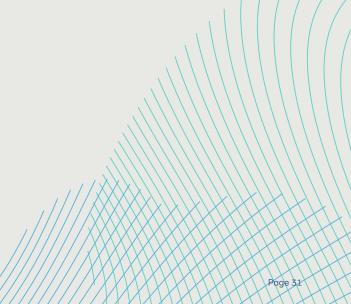
- Submission of statements before the meeting
- Right to speak during the meeting by way of video



Important agenda items at the AGM 2024

- Approval of the Remuneration Report: system unchanged to prior year more details in the appendix
- Election of four members of the Supervisory Board
- New auditor (Deloitte) for fiscal year 2024
- No capital authorizations

Appendix



RWE's approach to ESG contributes directly to the UN SDGs

Seven SDGs were defined as material in relation to the business activities of RWE



- 30% of female Executive Board members
- 20.8 % of female in management positions (core business)



- Leading operator of wind, solar and batteries with ~16.3 GW installed capacity (as of 30 Sep 2023)
- Highly efficient and flexible power plant portfolio



- Strong employer with workforce of ~20,000 people
- contribution to local communities, support for structural change and socially responsible and fair transition



- Focus on innovative technologies to support climate-neutral transition: hydrogen, storage technologies, floating offshore wind and floating PV, recyclable blades



- Support for the targets of the Paris Climate Agreement
- Scientifically certified reduction targets for 2030
- Net zero by 2040 in all scopes



- Recultivation programme with focus on biodiversity
- Net-positive contribution to biodiversity by 2030 for new assets



- Strict compliance requirements with RWE's Code of Conduct
- Member of

 Bettercoal to
 promote
 standards in
 supply chain



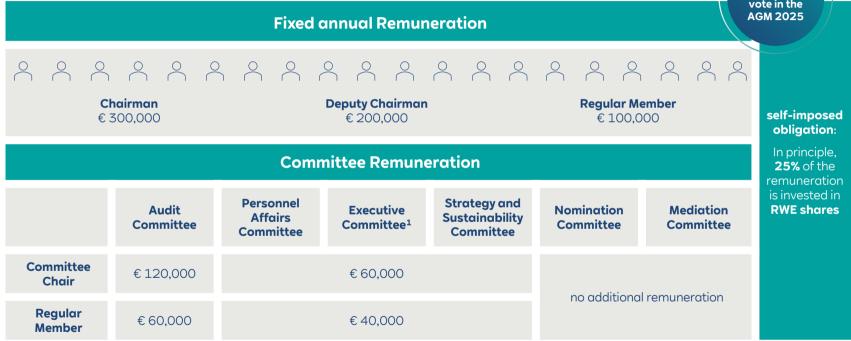
Impressive improvement in major sustainability ratings



Note: Last shown rating scores based on the date of last comprehensive rating review.

Supervisory Board remuneration as approved by the AGM 2021

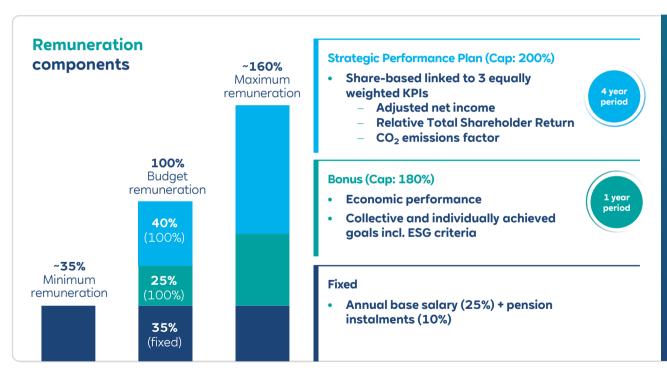
Next sayon-pay vote in the AGM 2025



¹Chairman of the Board and Deputy Chairman shall not receive any additional remuneration for their membership in the Executive Committee.

Executive remuneration system aligned with strategic goals and shareholder interests

The executive remuneration system and the remuneration reports have been approved by the AGM's 2021, 2022 and 2023 with approval rates of 93.2 %, 92.8 % and 92.8 % respectively



Further components

Share Ownership Guidelines (SOG)

- CEO: 200%
- OBM1: 100%
- Shareholding during service period plus
 2 more years

Malus / Clawback

- Up to 100%
- For all variable pay elements

Maximum remuneration

- CEO: €9.3m
- OBM: €4.8m

¹ Ordinary Board Members.

Short-term incentive scheme is based on earnings target and individual performance



Long term incentive (LTI) scheme share-based with four year vesting period linked to three KPIs



- ✓ LTI scheme **closely linked to strategic goals**
- ✓ LTI scheme linked to three KPIs
- Targets measured over a three year performance period with one year additional holding period (four year vesting period)

Remuneration includes share ownership guideline, clawback and severance payment cap

- 1 Share ownership guideline (SOG)
- In order to further align the interests of the Management Board and shareholders, board members are obliged to make a personal investment in RWE shares
- The CEO is obliged to invest an amount of 200% of its annual gross base salary, while ordinary board members have to invest 100%
- They are obliged to hold the shares while they are on the board of management and for two more years after their contracts have ended
- An annual amount of at least 25% of the gross variable remuneration (STI and LTI) paid is invested until the SOGtarget is achieved

- 2 Malus / clawback
 - In case of incorrect consolidated financial statements or major intentional corporate violations the Supervisory Board (SB) can claim back some or all of the variable remuneration already paid ('clawback')
- If a member of the Executive
 Board violates the code of
 conduct, the compliance
 guideline or an essential
 contractual obligation the SB
 can furthermore reduce the
 unpaid variable remuneration
 for the financial year to which
 the breach of duty is attributable
 to partially or completely to
 zero ('malus')
- In the event that variable remuneration has already been paid out, the SB can claim back some of all it paid ('clawback')

- 3 Premature termination cap
- In the event of premature termination, payments to a member of the Executive Board do not exceed the value of two years' compensation and do not pay more than the remaining
- The remuneration relevant for the purposes of the severance payment cap is the total of the basic remuneration including pension and fringe benefits at the time of termination as well as the bonus for the previous year

4 Change of Control

 In case of Change of Control, the members of the Executive Board have no exceptional right of termination or contractual entitlement to a severance payment

Your contacts in Investor Relations

Important Links

- Annual and interim reports & statements
- Investor and analyst conferences
- IR presentations & factbooks



ADR programme available

Further information on our homepage RWE shares/ADR

Contact for ADR-holders at BNY Mellon shrrelations@cpushareownerservices.com +1 201 680-6255 (from outside the US) 1-888-269-2377 (within the US)

Financial Calendar

- 14 March 2024 Annual Report for fiscal 2023
- 03 May 2024 Annual General Meeting
- 15 May 2024
 Interim statement on the first quarter of 2024

Contacts for Institutional Investors & Analysts



Thomas Denny (Head of IR) Tel. +49 201 5179-5647 thomas.denny@rwe.com



Eric Westphal
Tel. +49 201 5179-2114
eric.westphal@rwe.com



Dr. Burkhard Pahnke
Tel. +49 201 5179-5625
burkhard.pahnke@rwe.com



Mert Aydin Tel. +49 201 5179-8061 mert.aydin@rwe.com



Michael Germelmann
Tel. +49 201 5179-8064
michael.germelmann@rwe.com



Jérôme Hördemann Tel. +49 201 5179-5621 jerome.hoerdemann@rwe.com



Charlotte Mosel
Tel. +49 201 5179-8088
charlotte.mosel@rwe.com



Praise Sibanda Tel. +49 174 6411794 praise.sibanda@rwe.com



Sabine Rohrbach
Tel. +49 172 9615397
sabine.rohrbach@rwe.com

Contact for Private Shareholders



Marie Schmidt
Tel. +49 201 5179-5391
marie.schmidt@rwe.com

RWE

Our energy for a sustainable life