

Invitation to the Annual General Meeting

of RWE Aktiengesellschaft
on Thursday, 26 April 2018

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RWE

RWE Aktiengesellschaft Essen

International Securities Identification Numbers (ISIN):

DE 0007037129

DE 0007037145

Invitation to the Annual General Meeting

Dear Shareholders,

We hereby invite you to attend our Ordinary Annual General Meeting, which shall be held at 10:00 a.m. on Thursday, 26 April 2018 in the Grugahalle on Messeplatz 2 (previously Norbertstraße 2), 45131 Essen, Germany.

Agenda

1. Presentation of the approved financial statements of RWE Aktiengesellschaft and the Group for the financial year ended 31 December 2017, with the combined management report for RWE Aktiengesellschaft and the Group, and the Supervisory Board report for fiscal 2017

The Supervisory Board approved the financial statements of RWE Aktiengesellschaft and 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. There is thus no need for a resolution to be passed by the Annual General Meeting.

2. Appropriation of distributable profit

The Executive Board and the Supervisory Board propose that RWE Aktiengesellschaft's distributable profit for fiscal 2017 be appropriated as follows:

Payment of a dividend of EUR 1.50 per

dividend-bearing share = EUR 922,118,248.50

Profit carryforward = EUR 97,501.60

Distributable profit = EUR 922,215,750.10

The proposed dividend of EUR 1.50 per dividend-bearing share consists of (i) a one-time special payment of EUR 1.00 per dividend-bearing share resulting from the refund of the nuclear fuel tax which was declared unconstitutional and null and void by the German Federal Constitutional Court, and (ii) a regular dividend of EUR 0.50 per dividend-bearing share.

3. Approval of the Acts of the Executive Board for fiscal 2017

The Executive Board and the Supervisory Board propose that the Executive Board be granted approval for its acts in fiscal 2017.

4. Approval of the Acts of the Supervisory Board for fiscal 2017

The Executive Board and the Supervisory Board propose that the Supervisory Board be granted approval for its acts in fiscal 2017.

5. Appointment of the auditors for fiscal 2018

Based on the recommendation of the Audit Committee, the Supervisory Board proposes that

PricewaterhouseCoopers GmbH
Wirtschaftsprüfungsgesellschaft,
Frankfurt am Main,
Zweigniederlassung Essen,
Germany,

be appointed auditors for fiscal 2018.

6. Appointment of the auditors for the audit-like review of the financial report for the first half of the year and of the interim financial reports

Based on the recommendation of the Audit Committee, the Supervisory Board proposes that

PricewaterhouseCoopers GmbH
Wirtschaftsprüfungsgesellschaft,
Frankfurt am Main,
Zweigniederlassung Essen,
Germany,

be commissioned to conduct the audit-like review of the condensed financial statements and the interim management reports, which are part of the financial report for the first half of the year, and of the interim financial reports as of 31 March 2018, 30 June 2018, 30 September 2018 and 31 March 2019.

7. Authorisation to implement share buybacks and use treasury stock, also waiving subscription rights

The authorisation issued by the 16 April 2014 Annual General Meeting to implement share buybacks will expire on 15 April 2019. To ensure that the company remains in a position to conduct share buybacks and use such shares thereafter without interruption and at all times, the old authorisation is to be replaced by a new authorisation.

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

- a) The company is authorised to buy back up to 10% of its capital stock in shares of any kind as at the passage of the resolution or – if this figure is lower – at the exercise of this authorisation until 25 April 2023. The shares bought back based on this authorisation together with any other shares bought back, all of which are in the company's possession or are attributable to the company pursuant to Section 71a et seqq. of the German Stock Corporation Act, may not exceed 10% of the company's capital stock at any time. At the Executive Board's discretion, the buyback shall be made (1) on the stock exchange or (2) 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 type of share in question on the Xetra trading system (or on a system replacing the Xetra system with comparable functionality) on the Frankfurt Stock Exchange on the last three stock market trading days prior to the purchase obligation.
 - (2) If the buyback is arranged as a purchase offer to all shareholders, the price per share offered and 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 type of share in question on the Xetra trading system (or on a system replacing the Xetra system with comparable functionality) 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 ratios of the interests held by the shareholders tendering the shares with respect to each other. 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.
- b) The Executive Board is authorised to call treasury shares purchased on the basis of this or an earlier authorisation without further approval from the Annual General Meeting. The call 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.
 - c) Furthermore, the Executive Board is authorised to transfer treasury shares purchased on the basis of this or an earlier authorisation 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.

- d) The Executive Board is authorised to sell treasury stock purchased on the basis of this or an earlier authorisation on the stock exchange or by making an offer to all shareholders. Furthermore, the Executive Board is authorised to sell the treasury shares purchased on the basis of this or an earlier authorisation, 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 common shares 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 on the date of the exercise of this authorisation. The upper limit of 10 % of the company's capital stock shall be reduced by the prorated amount of the capital stock allocable to shares (i) issued during the term of this authorisation waiving subscription rights in direct or corresponding application of Section 186, Paragraph 3, Sentence 4 of the German Stock Corporation Act or (ii) issued or to be issued to redeem option or convertible bonds issued during the term of this authorisation waiving subscription rights in corresponding application of Section 186, Paragraph 3, Sentence 4 of the German Stock Corporation Act.
- e) Furthermore, the Executive Board is authorised to provide treasury shares to holders of option or convertible 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 option and bond conditions. Shareholder subscription rights are waived. In total, the sum allocable to the shares transferred on the basis of this authorisation may not exceed a prorated 10 % of the company's capital stock on the date on which the resolution is passed or on the date on which this authorisation is exercised if the shares are used to exercise option or conversion privileges or fulfil option or conversion obligations granted or due to the corresponding application of Section 186, Paragraph 3, Sentence 4 of the German Stock Corporation Act. Shares issued or sold on the date of use in direct or corresponding application of Section 186, Paragraph 3, Sentence 4 of the German Stock Corporation Act during the term of this authorisation shall be deducted from this 10 % cap.
- f) Furthermore, in the event of a sale of treasury stock bought back on the basis of this or an earlier authorisation through

an offer to all shareholders, or in the event of a capital increase recognising shareholder subscription rights, the Executive Board is authorised to issue to the holders of option or convertible bonds of the company or of a Group company within the meaning of Section 18 of the German Stock Corporation Act treasury stock in the company commensurate to the shares in the company which the holders of the option or convertible bonds would be entitled to subscribe after exercising the option or conversion privilege or fulfilling the option or conversion obligation. Shareholder subscription rights are waived. In total, the sum allocable to the shares transferred on the basis of this authorisation may not exceed a prorated 10% of the company's capital stock on the date on which the resolution is passed or on the date on which this authorisation is exercised. Shares issued or sold in direct or corresponding application of Section 186, Paragraph 3, Sentence 4 of the German Stock Corporation Act during the term of this authorisation shall be deducted from this 10% cap.

- g) The Executive Board is further authorised to use treasury stock purchased on the basis of this or an earlier authorisation to fulfil the company's obligations resulting from future employee share schemes by offering for sale or transferring the treasury stock to employees qualified to subscribe shares within the scope of the employee share scheme. Shareholder subscription rights are waived.
- h) In total, the sum allocable to the shares issued and sold in exchange for contributions in cash and/or in kind waiving subscription rights may not exceed a prorated 20% of the company's capital stock on the date on which the resolution is passed or on the date on which this authorisation is exercised. This cap of 20% of the company's capital stock shall be reduced by (i) the shares issued by the Executive Board during the term of this authorisation waiving subscription rights in corresponding application of Section 186, Paragraph 3, Sentence 4 of the German Stock Corporation Act or in exchange for contributions in kind and (ii) the prorated portion of the company's capital stock accounted for by shares issued or to be issued to redeem option or convertible bonds, which in turn are issued by the Executive Board waiving subscription rights during the term of this authorisation in corresponding application of Section 186, Paragraph 3, Sentence 4 of the German Stock Corporation Act or in exchange for contributions in kind.
- i) All of the aforementioned authorisations for the purchase and use of treasury stock purchased on the basis of this or

an earlier authorisation 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.

- j) The authorisation to conduct share buybacks issued by the Annual General Meeting on 16 April 2014 and expiring on 15 April 2019 shall be rescinded upon the entry into force of the aforementioned authorisations.

Report of the Executive Board to the Annual General Meeting on Item 7

We propose to the Annual General Meeting that the company be authorised to conduct share buybacks and use treasury stock.

Besides making acquisitions on the stock exchange, the company should also be enabled to conduct share buybacks via a purchase offer submitted to all of the holders of shares of the class in question. This will afford the company greater flexibility. The principle of equal treatment set forth in German stock corporation law must be taken into account. If a purchase offer is oversubscribed, the allocation shall be made based on the ratios of the interests held by the shareholders tendering the shares with respect to each other. Commercial rounding shall be used to avoid arithmetic fractions of shares. Therefore, it is permissible to round the number of shares to be purchased from tendering shareholders in order to ensure the purchase of whole shares. Furthermore, a privileged acceptance of small numbers of shares (up to 50 tendered shares per shareholder) may be envisaged. This possibility primarily serves the purpose of avoiding small numbers of remaining shares.

It is proposed that the Annual General Meeting authorise the Executive Board to call shares bought back on the basis of this or an earlier authorisation without further approval from the Annual General Meeting. The proposed authorisation envisions the Executive Board also calling shares without decreasing the company's capital stock, in accordance with Section 237, Paragraph 3, Item 3 of the German Stock Corporation Act. In cases where shares are called without decreasing the company's capital stock, the prorated amount of the other shares in the company's capital stock 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.

Furthermore, the company seeks to be allowed to offer shares in the company bought back on the basis of this or an earlier authorisation waiving subscription rights as compensation in

the event of a merger or the acquisition of a company, part of a company, operation or of a stake in a company. Treasury stock is an important acquisition currency. It can represent an attractive financing option for the company. Sellers often request that they receive them as *quid pro quo*. If given the corresponding authorisation, the company will be able to rapidly and flexibly complete acquisitions paid for in shares either in full or in part. Most importantly, it will be able to do so without seeking approval from the Annual General Meeting, which is often impossible due to time constraints. Moreover, the usage of treasury stock as acquisition currency benefits existing shareholders in that their voting rights are not diluted compared to the situation before the company bought back its own shares. At present, there are no plans to make acquisitions in exchange for treasury stock.

Section 71, Paragraph 1, Item 8, Sentence 4 of the German Stock Corporation Act allows the Executive Board to sell shares bought back on the basis of this or an earlier authorisation on the stock exchange. Furthermore, the Executive Board seeks to be authorised by the Annual General Meeting to sell the treasury stock purchased on the basis of this or an earlier authorisation by making an offer to all shareholders or by other means.

The company is also to be put in a position in compliance with Section 186, Paragraph 3, Sentence 4 of the German Stock Corporation Act to sell treasury stock purchased on the basis of this or an earlier authorisation waiving shareholder subscription rights without selling them on the stock exchange or by making an offer to shareholders in exchange for cash. The primary object is to enable the company to issue shares in the company at short notice. The proposed authorisation thus helps secure that the company has a sufficient amount of equity over the long term. The prerequisite is that the exercise price is not significantly lower than the price of the shares in the company with the same entitlements 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. In the event of a discount relative to the price of the shares on the stock market at the time of the sale based on prevailing market conditions, the Executive Board will make sure that the discount is as small as possible. The sum accounted for by the shares which are up for sale is limited to 10% of the company's capital stock. Shares otherwise issued waiving subscription rights during the term of this authorisation in direct or corresponding application of Section 186, Paragraph 3, Sentence 4 of the German Stock Corporation Act will be deducted from this cap. Due to the limit imposed on the number of shares and the obligation to ensure that the sales price of the new shares mirrors that of the price of com-

mon shares on the stock market as closely as possible, the shareholders are afforded suitable protection from a dilution of their shares. At the same time, this ensures that the compensation sought by the company is reasonable.

To the extent that option or convertible bonds exist, it may be expedient to enable the exercise of rights resulting from such option or convertible 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 shares bought back on the basis of this or earlier authorisations waiving subscription rights is envisaged. The share of the capital stock attributable to the shares to be sold may be no more than 10 % as long as the shares are used to exercise option or conversion privileges or to fulfil option or conversion obligations granted or imposed in corresponding application of Section 186, Paragraph 3, Sentence 4 of the German Stock Corporation Act. Shares issued or sold in direct or corresponding application of Section 186, Paragraph 3, Sentence 4 of the German Stock Corporation Act during the term of this authorisation shall be deducted from this 10 % cap. 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 stock is sold through an offer to all shareholders, or in the event of a capital increase recognising shareholder subscription rights, it shall be possible to grant holders of option or convertible bonds the right to subscribe shares in the company commensurate to the subscription rights they would have obtained after exercising the option or conversion privileges or fulfilling the option or conversion obligation. The advantage of waiving shareholder subscription rights in this context is that the option or conversion price for option or convertible bonds already issued does not have to be reduced in order to provide protection from dilution. As a result, when option or conversion privileges are exercised or when option or conversion obligations are fulfilled in such a case, the company obtains more funds. Shares transferred on the basis of this authorisation may not account for more than a prorated 10% of the company's capital stock. Shares issued or sold in direct or corresponding application of Section 186, Paragraph 3, Sentence 4 of the German Stock Corporation Act during the term of this authorisation shall be deducted from this cap. The Executive Board will use its best judgement to decide whether to exercise the proposed authorisation and use shares bought back.

The company is to be put in a position to use treasury stock waiving subscription rights to fulfil the company's obligations

resulting from employee share schemes by offering for sale or transferring the treasury stock purchased on the basis of this or an earlier authorisation to employees qualified to subscribe shares within the scope of the employee share scheme. The use of treasury stock has the advantage of being affordable and uncomplicated. Furthermore, it makes the company more flexible. It also allows shares bought back to be used to manage the share price risk that would arise otherwise and prevents a dilutive effect that would occur otherwise.

In total, the shares sold and issued waiving subscription rights in exchange for contributions in cash and/or in kind may not exceed a prorated 20 % of the company's capital stock either on the date on which the resolution is passed or on the date on which this authorisation is exercised. This cap of 20 % of the company's capital stock shall be reduced by (i) the shares issued by the Executive Board waiving subscription rights in corresponding application of Section 186, Paragraph 3, Sentence 4 of the German Stock Corporation Act or in exchange for contributions in kind during the term of this authorisation and (ii) the prorated portion of the company's capital stock accounted for by shares issued or to be issued in order to redeem option or convertible bonds, which in turn are issued by the Executive Board waiving subscription rights in corresponding application of Section 186, Paragraph 3, Sentence 4 of the German Stock Corporation Act or in exchange for contributions in kind during the term of this authorisation.

Therefore, if, for example, shares accounting for 15 % of the company's capital stock have already been issued from authorised capital waiving subscription rights, treasury shares accounting for a maximum of 5% of the company's capital stock may be sold waiving subscription rights corresponding application of Section 186, Paragraph 3, Sentence 4 of the German Stock Corporation Act.

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

8. Renewal of authorised capital and corresponding amendment to the Articles of Incorporation

The authorisation issued by the 16 April 2014 Annual General Meeting to increase the company's capital stock through the issuance of bearer common shares in return for contributions in cash or in kind (authorised capital) will expire on 15 April 2019. To ensure that the company remains in a position to meet its financing needs quickly and flexibly without interruption and at all times, the old authorisation is to be replaced by a new authorisation.

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

- a) Subject to Supervisory Board approval, the Executive Board shall be authorised to increase the company's capital stock by up to EUR 314,749,693.44 until 25 April 2023 through the issuance of up to 122,949,099 bearer common shares in return for contributions in cash and/or in kind (authorised capital). The authorisation may be exercised in full or in part, once or several times. Shareholders are generally entitled to subscription rights. In the event of a capital increase, shares may also be accepted by financial institutions or companies within the meaning of Section 186, Paragraph 5, Sentence 1 of the German Stock Corporation Act chosen by the Executive Board under the obligation to offer them to the shareholders for subscription. Subject to the approval of the Supervisory Board, the Executive Board is further authorised to waive shareholder subscription rights in the following cases:
- to even out fractions of shares;
 - in the event of capital increases in exchange for a contribution in kind for the purpose of mergers or the acquisition of companies, parts of companies, operations or stakes in companies;
 - to the extent necessary to grant subscription rights to those who are entitled to option or conversion privileges or are obliged to fulfil option or conversion obligations commensurate to what they would be entitled to as shareholder after exercising the option or conversion privilege or fulfilling the option or conversion obligation;
 - in the event of capital increases in exchange for cash contributions if the prorated stake accounted for by shares for which subscription rights are waived does not exceed 10% of the company's capital stock either as of the entry into force of this authorisation or on exercise of this authorisation and the par value of the new shares is not significantly below the price of common shares with the same entitlements already quoted on the stock exchange within the meaning of Section 186, Paragraph 3, Sentence 4 of the German Stock Corporation Act. The upper limit of 10% of the company's capital stock shall be reduced by the prorated amount of the capital stock (i) allocable to shares of the company issued or sold as treasury stock during the term of the authorised capital waiving shareholder subscription rights in corresponding application of Section 186, Paragraph 3, Sentence 4 of the German Stock Corporation Act and (ii) allocable to shares of the company issued or to be issued from conditional capital to

redeem option or convertible bonds issued during the term of the authorised capital waiving subscription rights in corresponding application of Section 186, Paragraph 3, Sentence 4 of the German Stock Corporation Act.

In sum, the shares issued waiving subscription rights based on the above authorisation as part of capital increases in exchange for contributions in cash or in kind may not exceed a prorated 20% of the company's capital stock either on the date on which the resolution is passed or on the date on which this authorisation is exercised. The upper limit of 20% of the company's capital stock shall be reduced by the prorated amount of the capital stock, (i) allocable to shares of the company, which are issued or sold as treasury stock in exchange for contributions in kind by the Executive Board during the term of the authorised capital waiving subscription rights in corresponding application of Section 186, Paragraph 3, Sentence 4 of the German Stock Corporation Act and (ii) allocable to shares of the company, which are issued during the term of the authorised capital or to be issued from conditional capital by the Executive Board to redeem option or convertible bonds, which in turn are issued waiving subscription rights in corresponding application of Section 186, Paragraph 3, Sentence 4 of the German Stock Corporation Act or in exchange for contributions in kind.

- b) The existing authorisation to increase the company's capital stock in accordance with Article 4, Paragraph 2 of the Articles of Incorporation (authorised capital) issued by the Annual General Meeting on 16 April 2014, which expires on 15 April 2019, shall be rescinded as of the effective date of the authorised capital proposed in this Item of the Agenda.
- c) Section 4, Paragraph 2 of the Articles of Incorporation shall be amended to read as follows:

"Subject to Supervisory Board approval, the Executive Board shall be authorised to increase the company's capital stock by up to EUR 314,749,693.44 until 25 April 2023 through the issuance of up to 122,949,099 bearer common shares in return for contributions in cash and/or in kind (authorised capital). The authorisation may be exercised in full or in part, once or several times. Shareholders are generally entitled to subscription rights. In the event of a capital increase, shares may also be accepted by financial institutions or companies within the meaning of Section 186, Paragraph 5, Sentence 1 of the German Stock Corporation Act chosen by the Executive Board under the obliga-

tion to offer them to the shareholders for subscription. Subject to the approval of the Supervisory Board, the Executive Board is further authorised to waive shareholder subscription rights in the following cases

- to even out fractions of shares;
- in the event of capital increases in exchange for a contribution in kind for the purpose of mergers or the acquisition of companies, parts of companies, operations or stakes in companies;
- to the extent necessary to grant subscription rights to those who are entitled to option or conversion privileges or are obliged to fulfil option or conversion obligations commensurate to what they would be entitled to as shareholder after exercising the option or conversion privilege or fulfilling the option or conversion obligation;
- in the event of capital increases in exchange for cash contributions if the prorated share accounted for by shares for which subscription rights are waived does not exceed 10% of the company's capital stock either at the time the resolution is passed or on exercise of this authorisation and the par value of the new shares with the same entitlements is not significantly below the price of common shares already quoted on the stock exchange at the point in time at which the issue price is finalised within the meaning of Section 186, Paragraph 3, Sentence 4 of the German Stock Corporation Act. The upper limit of 10% of the company's capital stock shall be reduced by the prorated amount of the capital stock, (i) allocable to shares of the company issued or sold as treasury stock waiving shareholder subscription rights during the term of the authorised capital in corresponding application of Section 186, Paragraph 3, Sentence 4 of the German Stock Corporation Act and (ii) allocable to shares of the company issued or to be issued by the Executive Board from conditional capital to redeem option or convertible bonds issued during the term of the authorised capital waiving subscription rights in corresponding application of Section 186, Paragraph 3, Sentence 4 of the German Stock Corporation Act.

In sum, the shares issued waiving subscription rights based on the above authorisation as part of capital increases in exchange for contributions in cash or in kind may not exceed a prorated 20% of the company's capital stock either at the time the resolution is passed or at the time of exercising this authorisation. The upper limit of 20% of the company's capital stock shall be reduced by the prorated amount of

the capital stock, (i) allocable to shares of the company issued by the Executive Board from conditional capital during the term of the authorised capital, waiving subscription rights in corresponding application of Section 186, Paragraph 3, Sentence 4 of the German Stock Corporation Act or in exchange for contributions in kind or sold as treasury stock and (ii) allocable to shares of the company issued or to be issued from conditional capital during the term of the authorised capital to redeem option or convertible bonds issued waiving subscription rights during the term of the authorised capital in corresponding application of Section 186, Paragraph 3, Sentence 4 of the German Stock Corporation Act or issued by the Executive Board in exchange for contributions in kind during the term of the authorised capital.”

- d) The Executive Board is authorised to determine the further specifics of the share entitlements and the conditions of the share issuance at the appropriate time, subject to the approval of the Supervisory Board. The Supervisory Board is authorised to amend the wording of the Articles of Incorporation according to the extent to which the authorised capital is utilised and, in case the authorised capital has not been utilised or has not been fully utilised by 25 April 2023 to revise the wording on expiry of the authorisation period.

Report of the Executive Board to the Annual General Meeting on Item 8

It is proposed to the Annual General Meeting that the Executive Board be authorised to increase the company's capital stock, subject to Supervisory Board approval, by up to EUR 314,749,693.44 once or by partial amounts until 25 April 2023 through the issuance of up to 122,949,099 new bearer common shares in return for contributions in cash and/ or in kind (authorised capital). The former authorised capital will expire on 15 April 2019. The reinstatement of authorised capital is to keep the company in a position to rapidly and flexibly raise additional equity when needed, without having to conduct a capital increase via a resolution passed by the Annual General Meeting, which may not be possible due to time constraints. If it is fully utilised, the proposed amount of new authorised capital of a total of up to 122,949,099 new bearer common shares would correspond to an increase of the current capital stock of 20%.

The shareholders shall generally be entitled to subscription rights when authorised capital is used. In order to simplify the process, the Executive Board is to be authorised to exempt fractional amounts from the subscription rights, subject to

Supervisory Board approval. A waiver of this kind, which is both sensible and in line with market practices, will enable the exercise of the authorisation on the basis of rounded amounts, while maintaining an even subscription ratio.

The Executive Board is further to be authorised, subject to Supervisory Board approval, to waive shareholder subscription rights in cases where the shares are issued in return for contributions in kind for the purpose of mergers or the acquisition of companies, parts of companies, operations, or stakes in companies. This is to put the company in a position to offer shares as quid pro quo for mergers, acquisitions of companies, parts of companies, operations, or stakes in companies. Shares are an important acquisition currency. They can represent an attractive financing option for the company. Sellers often request that they receive them as quid pro quo. If given the corresponding authorisation, the company will be able to rapidly and flexibly complete acquisitions paid for in shares either in full or in part. Most importantly, it will be able to do so without seeking approval from the Annual General Meeting, which is often impossible due to time constraints. At present, there are no acquisition projects requiring the use of authorised capital. Therefore, no statements on issuance amounts can currently be made.

Furthermore, the Executive Board is to be authorised, subject to the approval of the Supervisory Board, to waive subscription rights in order to grant subscription rights to those who are entitled to option or conversion privileges or are obliged to fulfil option or conversion obligations commensurate to what they would be entitled to as shareholder after exercising the option or conversion privilege or fulfilling the option or conversion obligation. This grants holders of such instruments protection against dilution. They are thus given the status they would have if they were already shareholders. The advantage to this is that the option or conversion price of option or conversion privileges and option or conversion obligations that have already been granted or imposed does not need to be reduced. In order to provide the debenture bonds with this kind of protection against dilution, shareholder subscription rights to these shares must be waived.

Furthermore, subject to Supervisory Board approval, in compliance with Section 186, Paragraph 3, Sentence 4 of the German Stock Corporation Act, in the event of capital increases in exchange for cash contributions, the Executive Board is to be authorised to waive shareholder subscription rights if the total prorated amount allocable to the new shares for which subscription rights are waived does not exceed 10% of the capital

stock either at the time the resolution is passed or at the time of exercising this authorisation and the issuance price of the new shares is not significantly below the listed price of the common shares with the same entitlements already quoted on the stock exchange. The proposed authorisation is primarily to enable the company to issue shares in the company at short notice. It serves to ensure that the company has a lasting and suitable amount of shareholders' equity. In the opinion of the Executive Board, the time the resolution on this authorisation is passed or – if this figure is lower – the date of the exercise of the authorisation is decisive for determining the upper limit of 10% of the company's capital stock. The inclusion of this standard in the authorisation resolution ensures that the 10% limit is adhered to even in the event of a reduction in capital at a later point in time. The upper limit of 10% of the company's capital stock shall be reduced by the prorated share of the capital stock accounted for by shares of the company which are issued or sold waiving subscription rights during the term of the authorised capital using other equity instruments which allow for subscription rights to be waived in corresponding application of Section 186, Paragraph 3, Sentence 4 of the German Stock Corporation Act. This applies to the issuance of shares to redeem option or convertible bonds which are issued without subscription rights during the term of the authorised capital as well as the sale of treasury shares and capital increases waiving subscription rights in corresponding application of Section 186, Paragraph 3, Sentence 4 of the German Stock Corporation Act. This ensures that the 10% limit set forth in Section 186, Paragraph 3, Sentence 4 of the German Stock Corporation Act is adhered to during the term of the authorisation. In the event of a discount relative to the price of the shares on the stock market at the time of the sale based on prevailing market conditions, the Executive Board will make sure that the discount is as small as possible. By limiting the number of issuable shares and stipulating that the issue price of new shares be close to the listed price, the shareholders will be suitably protected from a dilution of their shares. At the same time, this will ensure that the cash flows realised by the company are appropriate. In addition, all shareholders can buy shares at comparable conditions on the stock exchange in order to maintain their stake in the company.

In sum, the shares issued waiving subscription rights based on the authorisation described above as part of capital increases in exchange for contributions in cash or in kind may not exceed a prorated 20% of the company's capital stock either at the time the resolution is passed or at the time the authorisation is exercised. This cap of 20% of the company's capital stock shall be reduced by the shares issued or to be issued by the Execu-

tive Board waiving subscriptions rights in corresponding application of Section 186, Paragraph 3, Sentence 4 of the German Stock Corporation Act or in exchange for contributions in kind during the term of this authorisation. This limitation of the total volume of shares issued waiving subscription rights from authorised capital while deducting other issuances or sales of shares or issuances of option and convertible bonds, all waiving subscription rights, serves to additionally limit potential dilutions of the shareholders' stakes.

The Executive Board is to be able to determine the further specifics of the share entitlements and the conditions of the share issuances at the appropriate time, subject to the approval of the Supervisory Board. The Executive Board shall seek to obtain the Supervisory Board's consensual approval before utilising the authorised capital.

In addition to the direct issuance of new shares to the shareholders, it is also to be possible for the new shares to be assumed by financial institutions or companies within the meaning of Section 186, Paragraph 5, Sentence 1 of the German Stock Corporation Act appointed by the Executive Board for the purpose of offering them to the shareholders for subscription. Using financial institutions or companies within the meaning of Section 186, Paragraph 5, Sentence 1 of the German Stock Corporation Act as an intermediary merely facilitates the technical implementation of the share issuance.

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

Number of shares and voting rights

At the point in time of the convocation, the company's capital stock was divided among 614,745,499 shares. Of these, 575,745,499 are common shares granting 575,745,499 voting rights, and 39,000,000 are preferred shares without voting rights.

Only holders of common shares are entitled to vote on the aforementioned items of the Agenda.

Attendance at the Annual General Meeting and exercise of voting rights

Shareholders who want to attend the Annual General Meeting and exercise their voting rights must send their registration to the following address no later than 24:00 hours CEST on 19 April 2018

RWE Aktiengesellschaft
c/o Commerzbank AG
GS-MO 3.1.1 General Meetings
60261 Frankfurt am Main
Germany
or via e-mail to: hv-eintrittskarten@commerzbank.com
or via facsimile to: +49 69 136 26351

The shareholders must also prove that they are authorised to attend the Annual General Meeting and to exercise voting rights. This requires furnishing special proof of their share ownership to the company through a collective security deposit bank, reflecting that they were shareholders of the company at the beginning of the day on 5 April 2018, i.e. at 0:00 hours CEST ("record date"). Analogously to the registration, proof of share ownership in the company must be received at the address listed above no later than 24:00 hours CEST on 19 April 2018. The registration and proof of share ownership must be in text form in German or English.

From the company's perspective, only individuals who have furnished special proof of share ownership by the deadline shall be considered shareholders with respect to attendance at the Annual General Meeting and the exercise of voting rights. Attendance entitlement and the scope of voting rights shall be solely based on the share ownership on the record date. The record date is not equivalent to a ban on the sale of share ownership. Even in the

event of a full or partial sale of share ownership after the record date, attendance entitlement and the scope of voting rights shall only be based on the shareholder's share ownership on the record date; i.e. sales of shares after the record date shall not affect attendance entitlement or the scope of 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 attend or exercise voting rights if they have not obtained proxy rights or an authorisation to exercise rights.

Shareholders who request an admission ticket for the Annual General Meeting from a custodian institution on time do not need to do anything else. In such cases, registration and proof of share ownership shall be handled by the custodian bank.

Authorising a third party

Shareholders may have their voting and other rights exercised by a proxy such as a bank, a shareholder association or another third party by issuing a corresponding authorisation. A registration and proof of share ownership must be submitted before the appropriate deadline according to the aforementioned provisions in this case as well.

As a rule, the issuance, revocation and proof of authorisations vis-à-vis the company must be in text form. Banks, shareholder associations, and equivalent institutes, companies or individuals as defined by Section 135, Paragraphs 8 and 10 of the German Stock Corporation Act may have different rules governing the form requirements of their own authorisations. According to German law, in these cases, the authorisation must be given to a certain proxy and the proxy must maintain documented proof of the authorisation; in addition, the authorisation must be complete and may only contain statements in relation to the exercise of voting rights. Therefore, in such cases we request shareholders to agree with the intended proxy on the form of the authorisation.

Shareholders who wish to authorise a different proxy are requested to issue the authorisation using the form provided for this by the company. It is on the back of the admission ticket ("Vollmacht an Dritte" ["Proxy to a third party"]) marked with an **A**) which shareholders who request an admission ticket in good time are sent by their depositary institution. In this case, the completed proxy form must be presented at one of the registration counters by the authorised individual together with the corresponding admission ticket on the day of the Annual General Meeting.

In addition, authorisations may be issued electronically via the internet both before and during the Annual General Meeting, but no later than when the votes commence. Shareholders can gain access via the company's website at www.rwe.com. By clicking the link "Annual General Meeting 2018" shareholders are directed to the web-based authorisation system. The information included on the admission ticket is required to issue an authorisation electronically. The aforementioned explanations also apply to revocations of authorisations.

Authorising a proxy appointed by the company

Moreover, we are affording shareholders the opportunity to be represented by a proxy appointed by the company – Ms. Judith Asiama or Ms. Sabina Mathur, both from RWE Supply & Trading GmbH – once again this year. Such proxies must be given authorisation and instructions regarding the exercise of voting rights to this end. These proxies are obliged to cast votes in accordance with the instructions they are given.

Authorisations and voting right instructions may be given to a proxy appointed by the company using the form designed for this purpose ("Vollmacht an von der RWE AG benannte Stimmrechtsvertreter" ["Authorisation given to proxies appointed by RWE AG"]) marked with a **B**) located at the back of the admission ticket. In such cases, the admission ticket and the completed authorisation form B must be sent to the following address no later than the end of the day on 24 April 2018 (the date and time of receipt being decisive):

RWE Aktiengesellschaft
c/o Computershare Operations Centre
80249 Munich
Germany
or via e-mail: anmeldestelle@computershare.de
or via facsimile: +49 89 30903-74675

In addition, proxies appointed by the company may also be authorised via the internet and given instructions via the internet both before and during the Annual General Meeting, but no later than when the votes commence. Shareholders can gain access via the company's website at www.rwe.com. By clicking the link "Annual General Meeting 2018" shareholders are directed to the web-based authorisation and instruction system. The information included on the admission ticket is required to make use of this system. The

aforementioned explanations also apply to revocations of authorisations and instructions.

Shareholders attending the Annual General Meeting in person or via a third party may arrange to be represented by a proxy appointed by the company during votes by giving them authorisation and instructions at the counters marked "Stimmrechtsvertretung" ("Proxy Voting") in the foyer or at the exit. Shareholders may avail themselves of this option regardless of whether they intend to remain at the Annual General Meeting or leave thereafter.

The punctual registration of the shareholder and proof of share ownership in accordance with the preceding provisions are also required in order to give authorisations to a proxy appointed by the company.

Statement of the shareholder rights pursuant to Section 122, Paragraph 2; Section 126, Paragraph 1; Section 127 and Section 131, Paragraph 1 of the German Stock Corporation Act

Requests for supplements (Section 122, Paragraph 2 of the German Stock Corporation Act)

Shareholders with a total share ownership accounting for one twentieth of the company's capital stock or EUR 500,000 may request the inclusion and announcement of items on the Agenda. Every item added must be accompanied by grounds or a draft resolution.

Requests for supplements must be addressed to the company's Executive Board and received by the company in writing at least 30 days before the Annual General Meeting, not including the date of receipt or the day of the Annual General Meeting. The last admissible date of receipt is thus 24:00 hours CEST on Monday, 26 March 2018. Requests for supplements received after this deadline shall not be considered.

Requests for supplements shall only be considered if applicants prove that they have owned the shares in relation to 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 communicated to the following address:

RWE Aktiengesellschaft (Vorstand)
Legal
Huysenallee 2
45128 Essen
Germany

or in electronic form pursuant to Section 126a of
the German Civil Code via e-mail to:
HV2018.Ergaenzungsantraege@rwe.com

Shareholder motions (Section 126, Paragraph 1 of the German Stock Corporation Act)

Every shareholder has the right to file reasoned countermotions against proposals made by the Executive Board and/or the Supervisory Board on any item on the Agenda. Countermotions received by the company at the address indicated below at least 14 days before the Annual General Meeting, not including the date of receipt or the day of the Annual General Meeting, namely no later than 24:00 hours CEST on Wednesday, 11 April 2018, shall be made accessible via the www.rwe.com website ("Annual General Meeting 2018") along with the shareholder's name, the grounds, and possibly a statement by management (cf. Section 126, Paragraph 1, Sentence 3 of the German Stock Corporation Act).

Section 126, Paragraph 2 of the German Stock Corporation Act states reasons why certain countermotions and the grounds therefor need not be made accessible. These reasons are described on the company's website at www.rwe.com ("Annual General Meeting 2018").

Countermotions (along with their grounds) must be sent to the following address:

RWE Aktiengesellschaft
Legal
Huysenallee 2
45128 Essen
Germany

or via e-mail: HV2018.Antraege@rwe.com
or via facsimile: +49 201 12-16 640

Countermotions sent to other addresses shall not be considered.

The right of every shareholder to file countermotions against any of the items on the Agenda during the Annual General Meeting without having sent them to the company in advance or before the deadline shall remain unaffected by this.

Nomination of candidates by shareholders (Section 127 of the German Stock Corporation Act)

Every shareholder has the right to nominate candidates for the election of the auditors (Items 5 and 6 of the Agenda) during the Annual General Meeting.

Candidate nominations by shareholders received by the company at the address indicated below at least 14 days before the Annual General Meeting – not including the date of receipt or the day of the Annual General Meeting – namely no later than 24:00 hours CEST on Wednesday, 11 April 2018, shall be made accessible via the www.rwe.com website (“Annual General Meeting 2018”) along with the shareholder’s name, the grounds, and possibly a statement by management. Candidate nominations shall only be made accessible if they include the name, current profession and domicile of the nominated candidate (cf. Section 127, Sentence 3 in conjunction with Section 124, Paragraph 3, Sentence 4 and Section 125, Paragraph 1, Sentence 5, 1st half sentence of the German Stock Corporation Act). Unlike countermotions as defined by Section 126, Paragraph 1 of the German Stock Corporation Act, candidate nominations need not be reasoned.

Pursuant to Section 127, Sentence 1 in conjunction with Section 126, Paragraph 2 of the German Stock Corporation Act, there are additional reasons why candidate nominations need not be made accessible in certain cases. These reasons are described on the company’s website at www.rwe.com (“Annual General Meeting 2018”).

Candidate nominations must be sent to the following address:

RWE Aktiengesellschaft
Legal
Huysenallee 2
45128 Essen
Germany

or via e-mail: HV2018.Antraege@rwe.com
or via facsimile: +49 201 12-16 640

Candidate nominations sent to other addresses shall not be considered.

The right of every shareholder to nominate candidates for the election of the auditors during the Annual General Meeting without having informed the company of the nomination in advance or before the deadline shall remain unaffected by this.

Shareholder right to information (Section 131, Paragraph 1 of the German Stock Corporation Act)

Pursuant to Section 131, Paragraph 1 of the German Stock Corporation Act, every shareholder must be informed by the Executive Board of the company's affairs on request at the Annual General Meeting to the extent necessary to objectively assess the subject matter of items on the Agenda. The Executive Board's obligation to provide information also includes the legal and business relations between the company and its affiliates as well as the state of the Group and its consolidated companies (cf. Section 131, Paragraph 1, Sentences 2 and 4 of the German Stock Corporation Act).

Under certain conditions, set forth in more detail in Section 131, Paragraph 3 of the German Stock Corporation Act, the Executive Board is entitled to refuse providing information. A presentation of the prerequisites allowing the Executive Board to refuse providing information can be found on the company's website at www.rwe.com ("Annual General Meeting 2018").

Reference to the company's website

This invitation to the Annual General Meeting, the documents that are to be made available to the Annual General Meeting, and other information relating to the Annual General Meeting are accessible on the company's website at www.rwe.com ("Annual General Meeting 2018").

Essen, March 2018

Sincerely yours

**RWE Aktiengesellschaft
The Executive Board**

The invitation to the Annual General Meeting has been published in the German Federal Gazette (www.bundesanzeiger.de) dated 13 March 2018.

RWE Aktiengesellschaft

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45128 Essen

Germany

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I www.rwe.com