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.

All figures regarding the renewables business are based on pro forma combined innogy and E.ON publicly available data.
Agenda

RWE at a glance 4
Purpose and key highlights 5-10

Insights into the Supervisory Board 11
Composition and way of working 12-21

Review of Executive Board remuneration 22
Overview of envisaged changes to the remuneration system 23-27
RWE at a glance

Key highlights and outlook
Our purpose

Our energy for a sustainable life

We all need electricity – children as well as adults, small companies as well as large ones. Wherever there is electricity, there is light, warmth and communication, production, medical care and mobility. Electricity is life.
RWE at a glance

Experienced power generator with diversified power plant portfolio

A global leading renewables player with strong growth ambitions

Proven track record of rapid emissions reduction

Excellent rating in Corporate Governance ranking

>120 years track record

>20,000 employees

#4 worldwide

#2 in offshore

> 30% achieved vs 2012

~46 GW generation portfolio

>60% low carbon capacity

>9 GW RES capacity

~2-3 GW gross growth ambition p.a.

>80% firm & flexible capacity

~€1.5bn net invest p.a.

>20,000 employees

>60% low carbon capacity

>9 GW RES capacity

~2-3 GW gross growth ambition p.a.

>80% firm & flexible capacity

~€1.5bn net invest p.a.

Net Zero 2040 aspiration

Excellent rating in Corporate Governance ranking

#2 in 2019 DVFA analysis of the DAX 30
Unique renewables and conventional generation portfolio combines with leading commercial platform

RWE’s net generation capacity

- Low CO₂ generation capacity >60%
- Firm and flexible capacity >80%
- 45.9 GW

- Leading European generator with diversified and balanced generation technologies
  - #4 gas fleet in Europe
  - >60% of low CO₂ generation capacity
- Significant gas portfolio player
  - ~10 million tonnes of global LNG portfolio
- Strong commercialisation capabilities via global trading business to extract value
  - ~1,250 TWh electricity and ~500 bcm² gas traded p.a.

1 As of 30 Sep 2019, conventional portfolio as of 1 Jan 2019. Pro forma combined portfolio under the condition of full transaction completion; esp. closing Innogy Renewables.
2 Billion cubic meter.
Leading global renewables player well positioned from the start

Globally owned renewables capacity\(^1\)

- No. 4 worldwide
- No. 3 in Europe
- No. 2 in offshore wind

Renewables capacity by country\(^2\)

- Germany: 20%
- US: 35%
- UK: 24%
- RoW: 2%
- Italy: 4%
- Iberia: 5%
- Poland: 4%
- Benelux: 6%

---

\(^1\) Bloomberg New Energy Finance, as of 31 Aug 2019; excluding Chinese players. Includes onshore wind, offshore wind, solar, small hydro, marine, geothermal and biomass.

\(^2\) Pro forma combined renewables capacity; E.ON and innogy portfolio as of 30 Sep 2019; RWE portfolio as of 1 Jan 2019. Pro rata view.
RWE to achieve CO$_2$ neutrality by 2040

#RWEGoesClimateNeutral

1. RWE fully supports global climate goals for a sustainable life

2. Target to achieve CO$_2$ neutrality for its global generation portfolio by 2040

3. Focus on renewables expansion and innovative technologies to support the energy transition
Ambitious CO₂ reduction path with target to be carbon neutral by 2040

- Reduction of 60 million tonnes by 2018 compared to 2012 already achieved
- Further reduction based on:
  - Achievement of target share of 65% renewables in Germany by 2030
  - Full implementation of the recommendations of the Commission on Growth, Structural Change and Employment
  - Closure of RWE’s Inden lignite mine and Weisweiler power plant site by 2030
  - Biomass conversion and coal exit in the Netherlands completed by 2030
  - Closure of Aberthaw power station in the UK in 2020
Insights into the Supervisory Board

Composition and way of working
Composition of the Supervisory Board

20 Board Members

- 10 shareholder representatives elected by the Annual General Meeting
- 10 employee representatives elected by the employees of RWE AG & its group companies

Board Tenure in Years

<table>
<thead>
<tr>
<th>Tenure</th>
<th>Count</th>
</tr>
</thead>
<tbody>
<tr>
<td>≤ 5 years</td>
<td>14</td>
</tr>
<tr>
<td>6 - 10 years</td>
<td>4</td>
</tr>
<tr>
<td>11 - 20 years</td>
<td>2</td>
</tr>
</tbody>
</table>

Age Distribution

- 65% <65
- 35% 65+

Gender Distribution

- 70% Male
- 30% Female
Shareholder representatives of the Supervisory Board

Dr. Werner Brandt
Chairman of the Supervisory Board
Born 1954, German
Member since 18 April 2013
Corporate Consultant and chairman of the Supervisory Board of ProSiebenSat.1 Media SE

Ute Gerbaulet
Born 1968, German
Member since 27 April 2017
General Partner, Bankhaus Lampe KG

Prof. Dr.-Ing. Dr.-Ing. E. h.
Hans-Peter Keitel
Born 1947, German
Member since 18 April 2013
Former Chairman of the Executive Board of HOCHTIEF AG

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

Dagmar Mühlenfeld
Born 1951, German
Member since 4 January 2005
Former Mayor of the City Mülheim an der Ruhr

Peter Ottmann
Born 1951, German
Member since 20 April 2016
Managing Director of Verband der kommunalen RWE-Aktionäre GmbH, Attorney-at-Law, Former Administrator of the district of Viersen

Gunther Schartz
Born 1962, German
Member since 20 April 2016
Administrator of the District of Trier-Saarburg

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

Dr. Wolfgang Schüssel
Born 1945, Austrian
Member since 1 March 2010
Former Federal Chancellor of the Republic of Austria

Ullrich Sierau
Born 1956, German
Member since 20 April 2011
Mayor of the City of Dortmund

Shareholder representatives of the Supervisory Board
## Allocation of core competencies in selected focus areas

<table>
<thead>
<tr>
<th>Name</th>
<th>Managerial Experience</th>
<th>Public Sector</th>
<th>Utility Sector</th>
<th>International Utility Sector</th>
<th>Accounting</th>
<th>Financial Audit¹</th>
<th>Co-determination</th>
<th>Digital</th>
</tr>
</thead>
<tbody>
<tr>
<td>Werner Brandt</td>
<td>✓</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Ute Gerbaulet</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Hans-Peter Keitel</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Monika Kircher</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Dagmar Mühlenfeld</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Peter Ottmann</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Günther Schartz</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Erhard Schipporeit</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Wolfgang Schüssel</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Ullrich Sierau</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

¹ incl. financial expert serving as chair of audit committee. Note: The information is based on a self-assessment by the Supervisory Board members.
Route to future Supervisory Board composition

- Next Supervisory Board election scheduled for the AGM 2021
- All shareholder representatives will be newly elected
- In June 2019 RWE has started a four-step preparation process for the Supervisory Board elections in 2021

**Step 1**
Definition of candidate profile

**Step 2**
Assessment and selection of potential candidates by Nomination Committee

**Step 3**
Presentation of results to all Supervisory Board members

**Step 4**
Proposal to AGM and vote at AGM on candidates

Envisaged key changes of the Supervisory Board composition under discussion

- Introduction of a staggered board system in 2021 with differently clustered tenures for shareholder representatives
- Shortened tenure for shareholder representatives in subsequent elections
Employee representatives of the Supervisory Board

**Frank Bsirske**  
**Deputy Chairman of the Supervisory Board**  
Born 1952, German  
Member since 9 January 2001  
Former Chairman of ver.di Vereinte Dienstleistungsgewerkschaft (German United Services Trade Union)

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

**Anja Dubbert**  
Born 1979, German  
Member since 27 September 2019  
Business Development Manager at RWE Supply & Trading GmbH and Member of the Works Council of RWE Supply & Trading GmbH

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

**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

**Marion Weckes**  
Born 1975, German  
Member since 20 April 2016  
Head of Unit, Institute for Co-determination and corporate governance at Hans-Böckler-Stiftung

**Martin Bröker**  
Born 1966, German  
Member since 1 September 2018  
Head of HR & Business Functions IT at RWE Generation SE

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

**Leonhard Zubrowski**  
Born 1961, German  
Member since 1 July 2014  
Chairman of the Group Works Council of RWE AG
Way of working of the Supervisory Board

- Five ordinary meetings of the Board planned per year
- Extraordinary meetings in special situations are called at short notice; two such meetings took place in 2019
- The Supervisory Board runs six standing Committees with specific tasks
- 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 dialogue between Chairman of the Supervisory Board and the Executive Board
Supervisory Board is supported by six standing Committees

**Executive Committee**
- Werner Brandt
- Frank Bsirske
- Sandra Bossemeyer
- Hans-Peter Keitel
- Dagmar Mühlenfeld
- Wolfgang Schüssel
- Anja Dubbert
- Matthias Dürbaum

**Audit Committee**
- Erhard Schipporeit
- Michael Bochinsky
- Monika Kirchner
- Ullrich Sierau
- Ralf Sikorski
- Marion Weckes

**Personnel Affairs Committee**
- Werner Brandt
- Frank Bsirske
- Harald Louis
- Peter Ottmann
- Wolfgang Schüssel
- Leonhard Zubrowski

**Nomination Committee**
- Werner Brandt
- Hans-Peter Keitel
- Peter Ottmann

**Strategy Committee**
- Werner Brandt
- Frank Bsirske
- Hans-Peter Keitel
- Günther Schartz
- Ralf Sikorski
- Leonhard Zubrowski

- Shareholder Representatives
- Employee Representatives

1 The Mediation Committee did not meet in 2019.
## Supervisory Board meeting attendance in FY 2019

<table>
<thead>
<tr>
<th></th>
<th>Supervisory Board</th>
<th>Extraordinary Supervisory Board</th>
<th>Executive Committee</th>
<th>Audit Committee</th>
<th>Personnel Affairs Committee</th>
<th>Nomination Committee</th>
<th>Strategy Committee</th>
</tr>
</thead>
<tbody>
<tr>
<td>Werner Brandt(^1)</td>
<td>5/5</td>
<td>2/2</td>
<td>3/3</td>
<td>4/4</td>
<td>4/4</td>
<td>2/2</td>
<td>1/1</td>
</tr>
<tr>
<td>Frank Bsirske</td>
<td>5/5</td>
<td>2/2</td>
<td>3/3</td>
<td></td>
<td>2/2</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Michael Bochinsky</td>
<td>5/5</td>
<td>2/2</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Reiner Böhle</td>
<td>3/3</td>
<td>2/2</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Sandra Bossemeyer</td>
<td>5/5</td>
<td>2/2</td>
<td>3/3</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Martin Bröker</td>
<td>5/5</td>
<td>2/2</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Anja Dubbert(^2)</td>
<td>1/1</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Matthias Dürbaum(^2)</td>
<td>1/1</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Ute Gerbaulet</td>
<td>5/5</td>
<td>2/2</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Hans-Peter Keitel</td>
<td>4/5</td>
<td>2/2</td>
<td>3/3</td>
<td></td>
<td></td>
<td>2/2</td>
<td>1/1</td>
</tr>
<tr>
<td>Monika Kircher</td>
<td>5/5</td>
<td>2/2</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Monika Krebber(^3)</td>
<td>3/3</td>
<td>1/2</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Harald Louis</td>
<td>5/5</td>
<td>2/2</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Dagmar Mühlenfeld</td>
<td>5/5</td>
<td>2/2</td>
<td>3/3</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Peter Ottmann</td>
<td>5/5</td>
<td>2/2</td>
<td></td>
<td></td>
<td></td>
<td>4/4</td>
<td>2/2</td>
</tr>
<tr>
<td>Günther Schartz</td>
<td>5/5</td>
<td>2/2</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>1/1</td>
</tr>
<tr>
<td>Erhard Schipporeit(^4)</td>
<td>5/5</td>
<td>1/2</td>
<td></td>
<td></td>
<td>4/4</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Wolfgang Schüssel</td>
<td>5/5</td>
<td>2/2</td>
<td>3/3</td>
<td></td>
<td></td>
<td>1/1</td>
<td>3/4</td>
</tr>
<tr>
<td>Ulrich Sierau</td>
<td>5/5</td>
<td>1/2</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Ralf Sikorski</td>
<td>5/5</td>
<td>2/2</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>1/1</td>
</tr>
<tr>
<td>Marion Weckes</td>
<td>5/5</td>
<td>2/2</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Leonhard Zubrowski</td>
<td>5/5</td>
<td>2/2</td>
<td>3/3</td>
<td></td>
<td></td>
<td></td>
<td>1/1</td>
</tr>
</tbody>
</table>

\(^1\) Mr. Brandt attends the meetings of the Audit Committee as a guest.  
\(^2\) Mrs. Dubbert and Mr. Dürbaum have been members of the Supervisory Board since 27 September 2019.  
\(^3\) Mrs. Krebber and Mr. Schipporeit did not participate in one Extraordinary Supervisory Board Meeting dealing on the renewables business due to conflict of interests. For this reason, Mrs. Krebber did not participate in the two meetings of the Executive Committee.  
Note: The Mediation Committee did not meet in 2019.

Overall attendance YTD: ~ 96 %
Efficiency audit evaluates work of the Supervisory Board

✓ At its meeting on 11 July 2019, the RWE Supervisory Board decided to review the efficiency of its activities in the second half of 2019

✓ The Board commissioned Russell Reynolds Associates to provide advisory support in carrying out the efficiency review

The following objectives have been set by the advisers:

• The effectiveness of the Supervisory Board’s work in the five dimensions of strategy, structures and processes, composition, culture and leadership is at the forefront, but also overarching aspects of good corporate governance and the composition of the Supervisory Board with regard to formal and content-related strategic aspects are to be reviewed.

• The relevant Supervisory Board competencies for the future monitoring and supervision of RWE AG are to be identified, the ideal (future) competence profile of the Board should be derived from this and the coverage of the competencies by the current Board should be highlighted.

• Recommendations for the future work and composition of the Supervisory Board are to be developed and presented at the Supervisory Board meeting in December 2019.
Supervisory Board remuneration

- Supervisory Board members receive a fixed remuneration, thus it is not influenced by the company’s profit or the dividend
- Compensation components are added to the fixed remuneration for committee mandates\(^1\)
- Members imposed on themselves the obligation, subject to any obligations to relinquish their pay, to use 25% of the total compensation paid (before taxes) to buy RWE shares and to hold them for the duration of their membership

<table>
<thead>
<tr>
<th>Fixed remuneration (per year)</th>
<th>Chairman of the Board, fixed compensation of €300,000</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Deputy receives €200,000</td>
</tr>
<tr>
<td></td>
<td>Other members of the Supervisory Board receive €100,000</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Remuneration for committee mandates(^2) (per year)</th>
<th>Audit Committee: €40,000 members, €80,000 for the Chair of this Committee</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Other committees(^3): €20,000 members, €40,000 for the Chair of respective committee</td>
</tr>
<tr>
<td></td>
<td>Members who concurrently hold several offices in this body only receive compensation for the highest-paid position</td>
</tr>
</tbody>
</table>

In addition to the requirements of the German stock corporation and commercial law, we also consider the recommendations of the German Corporate Governance Code concerning the design and presentation of compensation systems

\(^1\) Not valid for the Chairman of the Board and his/her deputy. \(^2\) Not valid for the Chairman of the Board and his/her deputy. Remuneration for a committee only paid if the committee is active at least once in the fiscal year. \(^3\) Not valid for Nomination Committee. Membership in the Nomination Committee shall be disregarded.
Review of Executive Board remuneration
Objectives and reasons for review of existing remuneration system which was approved by AGM 2017

- Align management incentivisation with new strategic goals post transformative transaction

- Revision of the long-term incentive plan by introducing 3 KPIs including an ESG criteria

- Reflect provisions of the Second Shareholder Rights Directive (ARUG II) and revised German Corporate Governance Code in remuneration system

- Align with shareholder interests and experience as well as market best practice

- Provide more clarity and transparency on overall objective of the remuneration system and its individual components
Remuneration system consists of three components

**Long-term incentive**
- Long-term, share-based compensation scheme
- Conditional on 3 KPIs including ESG criteria
- Four year vesting period

**Short-term incentive**
- Based on economic performance of company and individually achieved goals
- Paid after end of fiscal year

**Fixed compensation**
- Annual base salary
- Pension instalments
- Fringe benefits

---

1 Ceilings for maximum grant amounts still to be determined.
Short-term incentive scheme is based on earnings target and individual performance

- Target achievement
  - Company bonus
    - Target achievement: 0% - 150%
    - Based on adjusted EBIT
  - Individual performance
    - Factor: 0.8 - 1.2
- Bonus pay-out amount
  - Overall-cap at 180%

- Individual targets
- Collective performance of Executive Board
- Corporate Responsibility and employee motivation

- Reflects common market practice
- Multiplier ensures flexibility to adjust pay-outs according to individual performance
Revised long-term incentive scheme strengthened by closer alignment with strategy and shareholder interests

- Long-term incentive (LTI) scheme closely linked to strategic goals
- Future LTI scheme linked to more than one KPI
- Introduction of relative share performance and CO₂ reduction target
- Targets measured over a three year performance period with one year additional holding period (4 year vesting period)
Additional envisaged adjustments to the remuneration scheme

• Provisions of **share ownership guidelines** (SOG)
  - Target ownership of 200% (CEO) and 100% (ordinary board member) of gross base salary
  - Reinvestment obligation of minimum 25% of paid variable compensation (STI + LTI)

• Introduction of a **clawback** provision in addition to existing malus clause
  - In case of incorrect consolidated financial statements or major intentional corporate violations
  - Possibility to reduce or withhold not yet paid-out variable pay (‘malus’)
  - Further ability to claim back already paid variable pay (‘clawback’)
Backup
Your contacts in Investor Relations

Important Links
- Annual and interim reports & statements  
  http://www.rwe.com/ir/reports
- Investor and analyst conferences  
  http://www.rwe.com/ir/investor-and-analyst-conferences
- IR presentations & further factbooks  
  http://www.rwe.com/ir/presentations
- IR videos  
  http://www.rwe.com/ir/videos
- Consensus of analysts’ estimates  
  http://www.rwe.com/ir/consensus-estimates

Financial Calendar
- 11 March 2020  
  FY 2019 results
- 12 March 2020  
  Capital Market Day
- 28 April 2020  
  Annual General Meeting
- 04 May 2020  
  Dividend payment

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 (outside from the US)
1-888-269-2377 (within the US)

Contacts for Investors & Analysts
- **Gunhild Grieve** (Head of IR)  
  Tel. +49 201 5179-3110  
  gunhild.grieve@rwe.com
- **Martin Vahlbrock**  
  Tel.: +49 201 5179-3117  
  martin.vahlbrock@rwe.com
- **Dr. Burkhard Pahinke**  
  Tel.: +49 201 5179-3118  
  burkhard.pahinke@rwe.com
- **Lenka Zikmundova**  
  Tel. +49 201 5179-3116  
  lenka.zikmundova@rwe.com
- **Jérôme Hördemann**  
  Tel. +49 201 5179-3119  
  jerome.hoerdemann@rwe.com
- **Susanne Lange**  
  Tel. +49 201 5179-3120  
  susanne.lange@rwe.com

Contacts for Private Shareholders
- **Sabine Gathmann**  
  Tel. +49 201 5179-3115  
  sabine.gathmann@rwe.com

January 2020  
Corporate Governance
Our energy for a sustainable life