

Explanatory Report
of the Executive Board
of RWE Aktiengesellschaft

in accordance with Section 176, Paragraph 1 Sentence 1
of the German Stock Corporation Act (AktG)
on Takeover-related Issues pursuant to Section 289a, Paragraph 1 and
Section 315a, Paragraph 1 of the German Commercial Code (HGB)
as of the Balance Sheet Date, December 31, 2018

The combined review of operations for RWE Aktiengesellschaft and the Group includes what are known as Takeover-related Issues in accordance with Sec. 289a, Para. 1 and Sec. 315a, Para. 1 of the German Commercial Code (HGB). An explanatory report by the Executive Board on this must be made available to the Annual General Meeting.

RWE AG's subscribed capital consists of 575,745,499 no-par-value common shares and 39,000,000 no-par-value preferred shares without voting rights, each in the name of the bearer. They account for 93.7 % and 6.3 % of the subscribed capital, respectively. Holders of preferred shares are given priority when distributable profit is distributed. Pursuant to the Articles of Incorporation, it is appropriated in the following order:

- 1) to make any back payments on shares of the profit allocable to preferred shares from preceding years,
- 2) to pay a preferred share of the profit of €0.13 per preferred share,
- 3) to pay the share of the profit allocable to common shares of up to €0.13 per common share, and
- 4) to make equal payments of potential further portions of the profit allocable to common and preferred shares, unless the Annual General Meeting decides in favour of a different appropriation.

The composition of the subscribed capital and the rights and obligations of the shareholders comply with the requirements of the law and the Articles of Incorporation.

As of 31 December 2018, no holding in RWE AG exceeded 10 % of the voting rights.

Within the scope of the employee share plan of RWE AG, 196,560 RWE common shares were issued to employees in the financial year that just ended. These securities must be held until 31 December 2019.

Last year, employee stock purchase plans were also launched for the first time in the United Kingdom. Employees of RWE Generation UK plc, RWE Technology UK Limited and RWE Supply & Trading GmbH UK Branch qualified for them. A total of 29,452 RWE common shares were purchased under these plans. These shares are subject to a five-year holding period starting from their respective issue dates.

Executive Board members are appointed and dismissed in accordance with Section 84 et seq. of the German Stock Corporation Act in conjunction with Section 31 of the German Co-Determination Act. Amendments to the Articles of Incorporation are made pursuant to

Section 179 et seqq. of the German Stock Corporation Act in conjunction with Article 16, Paragraph 6 of the Articles of Incorporation of RWE AG. According to the aforementioned provision in the Articles of Incorporation, unless otherwise required by law or the Articles of Incorporation, the Annual General Meeting shall adopt all resolutions by a simple majority of the votes cast or – if a capital majority is required – by the simple majority of the capital stock represented when the resolution is passed. Pursuant to Article 10, Paragraph 9 of the Articles of Incorporation, the Supervisory Board is authorised to pass resolutions in favour of amendments to the Articles of Incorporation that only concern the wording without changing the content.

Pursuant to a resolution passed by the Annual General Meeting on 26 April 2018, RWE AG is authorised to buy back up to 10 % of its capital stock as of the entry into force of said resolution or – if this figure is lower – at the exercise of this authorisation in shares of any kind until 25 April 2023. At the Executive Board's discretion, the acquisition shall be made on the stock exchange or via a public purchase offer.

Shares purchased in this way may then be cancelled. Furthermore, they may be transferred to third parties or sold otherwise in connection with mergers or acquisitions of companies, parts of companies, operations, or of stakes in companies. Shares that are not sold on the stock exchange or through a tender to all shareholders may only be sold for cash. Moreover, in such cases, the sale price may not be significantly lower than the price at which the shares are listed on the stock market. The company may transfer shares bought back to the holders of option or convertible bonds and also use the shares to fulfil its obligations resulting from employee share schemes. In the aforementioned cases, shareholder subscription rights are waived. These authorisations may be exercised in full or in part, or once or several times for partial amounts.

Pursuant to the resolution passed by the Annual General Meeting on 26 April 2018, the Executive Board is authorised to increase the company's capital stock, subject to the Supervisory Board's approval, by up to €314,749,693.44 until 25 April 2023, through the issuance of up to 122,949,099 new bearer common shares in return for contributions in cash or in kind (authorised capital). These authorisations may be exercised in full or in part, or once or several times for partial amounts.

In principle, shareholders are entitled to subscription rights. However, subject to the approval of the Supervisory Board, the Executive Board may waive them in the following cases: they may be waived in order to prevent the number of shares allocated from the subscription

resulting in fractional amounts (fractions of shares). Subscription rights may also be waived in order to issue shares in exchange for contributions in kind for the purposes of mergers or acquisitions of companies, parts of companies, operations, or of stakes in companies. Subscription rights may be waived in the event of a cash capital increase if the price at which the new shares are issued is not significantly lower than the price at which shares are quoted on the stock market and the portion of the capital stock accounted for by the new shares, for which subscription rights are waived, does not exceed 10 % in total. Furthermore, subscription rights may be waived in order to offer shares to potential holders of convertible or option bonds commensurate to the rights to which they would be entitled on conversion of the bond or on exercise of the option.

The Executive Board is authorised, subject to the approval of the Supervisory Board, to determine the further details and conditions of the share issuance.

In sum, the capital stock may not be increased by more than 20 % through the issuance of new shares waiving subscription rights.

Our debt financing instruments often contain clauses that take effect in the event of a change of control. The following rule applies to a residual amount of a senior bond remaining with RWE AG after the transfer of debt to innogy: in the event of a change of control in conjunction with a drop in RWE AG's credit rating below investment-grade status, creditors may demand immediate redemption. In such cases, RWE AG has the right to cancel its subordinated hybrid bonds within the defined change of control period; if this does not occur, the annual compensation payable on the hybrid bonds increases by 500 basis points.

RWE AG's €3 billion syndicated credit line also includes a change-of-control clause, which essentially has the following content: in the event of a change of control or majority at RWE, drawings are suspended until further notice. The lenders shall enter into negotiations with us on a continuation of the credit line. Should we fail to reach an agreement with the majority of them within 30 days from such a change of control, the lenders may cancel the line of credit. A similar rule applies to the credit line we were granted in connection with the temporary acquisition of the 50.04 % stake in innogy Grid Holding (see page 39 of the Annual Report 2018).

Members of the Executive Board of RWE AG have the special right to terminate their employment contract in the event that shareholders or third parties obtain control over the company and this would be linked to significant disadvantages for them. In such a case,

they are free to resign from their position within six months of the change of control with cause by giving three months' notice. In addition, they can request the termination of their employment contract and receive a one-off payment.

The amount of the one-off payment shall correspond to the compensation that would have been due until the end of the contractually agreed term of service, but no more than three times the total contractual annual remuneration. Share-based payment is not included in this. This is in line with the current recommendations of the German Corporate Governance Code.

The Strategic Performance Plan presented on page 64 et seq. of the Annual Report 2018 stipulates for the Executive Board and executives of RWE AG and subordinated associated companies that in the event of a change of control the granted performance shares, which have already been finally determined but not yet paid out, shall be paid out early. The payout amount shall correspond to the number of performance shares multiplied by the sum of the average closing price of the RWE common share on the last 30 trading days prior to the announcement of the change of control and the amount of dividend paid out per share until then, calculated starting from the time when the number of performance shares was finally granted. All performance shares granted conditionally on a preliminary basis at the time of the change of control shall expire without replacement or compensation.

Essen, 8 March 2019

RWE Aktiengesellschaft

The Executive Board

(Dr. Rolf Martin Schmitz)

(Dr. Markus Krebber)