

**RWE**  
Aktiengesellschaft  
**Essen**

**Candidate Nomination by ENKRAFT IMPACT GmbH & Co. KG in relation to the Annual General Meeting of RWE Aktiengesellschaft on 28 April 2022:**

***By-election to the Supervisory Board (Item 7 on the Agenda) – candidate nomination by ENKRAFT IMPACT GmbH & Co. KG pursuant to Section 126, Paragraph 1 and Section 127 of the German Stock Corporation Act and Section 1, Paragraph 2, Sentence 3 of the German COVID-19-Act***

*Ladies and Gentlemen,*

*You convened an Ordinary General Meeting as a virtual Annual General Meeting without the physical presence of the shareholders or their proxies that will be held on 28 April 2022 by publishing a notice in the German Federal Gazette on 15 March 2022. Item 7 on the Agenda envisages the by-election of Mr. Thomas Kufen to the Supervisory Board.*

*ENKRAFT IMPACT GmbH & Co. KG, Biberger Straße 26, 82008 Unterhaching, Germany ('ENKRAFT') currently holds at least 300,000 bearer shares in RWE Aktiengesellschaft. We hereby submit confirmation of our depositary account with Baader Bank Aktiengesellschaft as of 30 March 2022 as proof of our share ownership. We will furnish separate proof of ENKRAFT's share ownership at the beginning of the record date on 7 April 2022 together with our registration for the Annual General Meeting.*

*In accordance with Section 126, Paragraph 1 and Section 127 of the German Stock Corporation Act and Section 1, Paragraph 2, Sentence 3 of the German COVID-19 Act, ENKRAFT hereby submits the following*

*candidate nomination:*

We propose that

**Mr. Oliver Kirfel, Munich, Germany**

**Attorney-at-Law and Partner in LPA-GGV Feuerstein Kirfel Spieth Tross  
Rechtsanwälte Steuerberater Partnerschaft mbB, Munich, Germany**

*be elected to the Supervisory Board as shareholder representative with effect from the end of this Annual General Meeting until the end of the Annual General Meeting that decides on the approval of the acts of the members of the Supervisory Board for fiscal 2024.*

*Mr. Kirfel is a member of the legally mandated Supervisory Board of clearvise AG (formerly ABO Invest AG). Mr. Kirfel is not a member of any comparable supervisory bodies of domestic or foreign commercial enterprises.*

**Reasoning for the candidate nomination:**

*The nomination and potential election of Mr. Kufen to the Supervisory Board of RWE Aktiengesellschaft ("RWE") violate fundamental principles of good corporate governance and are not in the company's interests.*

*It is unlikely that Mr. Kufen will have enough time to exercise his office as member of the Supervisory Board of RWE either conscientiously or diligently. Based on his self-disclosure on the website of the City of Essen, Mr. Kufen holds a total of 17 offices on supervisory or advisory boards of private-sector companies and savings and loan associations as well as 12 offices on boards of trustees and other committees in addition to his main position as Mayor of the City of Essen:*

1. *Chairman of the Administrative Council of Sparkasse Essen*
2. *Chairman of the Supervisory Board of Essener Versorgungs- und Verkehrsges. mbH*
3. *Chairman of the Supervisory Board of EWG - Essener Wirtschaftsförderungsges. mbH*

4. *Chairman of the Supervisory Board of EMG - Essen Marketing GmbH*
5. *Chairman of the Supervisory Board of Messe Essen GmbH*
6. *Chairman of the Supervisory Board of Stadtwerke Essen AG*
7. *Member of the Shareholders' Meeting of ProEss Entwicklungsges. Essen mbH*
8. *Member of the Supervisory Board of RWE Power AG (probably resigned in the meantime)*
9. *Member of the Advisory Board of the RWE Group*
10. *Member of the Shareholders' Meeting of Verband der kommunalen RWE-Aktionäre GmbH (VKA)*
11. *Member of the Regional Advisory Board of Westenergie AG*
12. *Member of the Supervisory Board of Regionalverband Ruhr*
13. *Member of the Municipal Council of Regionalverband Ruhr*
14. *Member of the Association Assembly of Regionalverband Ruhr*
15. *Member of the Association Council of Ruhrverband*
16. *Member of the Supervisory Board of Flughafen Essen/Mülheim GmbH*
17. *Member of the Supervisory Board of KSBG Kommunale Verwaltungsges. GmbH*
18. *Member of the Advisory Board of Johanniter e. V.*
19. *Chairman of Partnerschaftsverein Essen-Tel Aviv e.V.*
20. *Member of the Board of Trustees of the Folkwang Museum*
21. *Member of the Board of Trustees of the european centre for creative economy (ecce)*
22. *Member of the Board of Trustees of Stiftung Zollverein*
23. *Member of the Board of Haus der Technik*
24. *Member of the Jury of the Gottschalk Diederich Baedeker Preis*
25. *Chairman of the Curatorship of the Alfred-Krupp- und Friedrich-Alfred-Krupp-Stiftung*
26. *Chairman of the Curatorship of Essener Bündnis für Familie*
27. *Member of the Curatorship of Förderverein - Ideen für Essener Kinder e. V.*
28. *Member of the Curatorship of RAG-Stiftung*
29. *Member of the Advisory Board of Carolinenhof Essen*

*In addition, Mr. Kufen is a member of the Federal Executive Committee of the CDU and District Chairman of the CDU Ruhr.*

*Even if one were to argue that some of the aforementioned boards only convene a few days a year, it would be unrealistic to assume that, in addition to the aforementioned offices and his office as Mayor of the City of Essen, Mr. Kufen would have enough time to diligently prepare and attend the meetings of the Supervisory Board of RWE, which usually convenes six to seven times a year.*

*Independent of this, ENKRAFT is of the opinion that Mr. Kufen does not possess the professional experience necessary to exercise an office as a member of a supervisory board of a multinational energy company the size and complexity of RWE.*

*There is no question that Mr. Kufen has achieved remarkable success as a politician and elected officer at the municipal and state levels. However, Mr. Kufen's main occupations to date do not appear to have provided him with substantial experience in the fields of expertise that are currently of particular importance to RWE, i.e. renewable energy in a national or international setting, new technologies or the implementation of growth strategies.*

*An attempt to make the Chairman of the Supervisory Board perform a wider and transparent search for suitable candidates for the vacancy on the Supervisory Board has failed. Therefore, ENKRAFT proposes that Mr. Oliver Kirfel be elected as a new, independent member as an alternative to the proposed candidate.*

*Thanks to his outstanding expertise, Mr. Kirfel possesses the prerequisites necessary to help competently spur RWE's transformation into a leading international provider of renewable energy. Born in Essen, Mr. Kirfel is an attorney-at-law and partner in the LPA-GGV law firm where he heads the Energy in Germany Department. He has over 15 years of experience in the renewable energy sector, specialising in onshore wind and photovoltaics as well as the offshore business.*

*Mr. Kirfel was selected based on RWE's publicly available information on the skills matrix of the Supervisory Board, taking account of the professional and personal criteria, the prerequisites in terms of diversity and independence, and the legal requirements. He fits into the company's skills matrix for the Supervisory Board. The proposed election of Mr. Kirfel would not affect the shareholder representatives' current gender quota, as a result of which the minimum quota would still be fulfilled.*

*Based on ENKRAFT's knowledge, Mr. Kirfel does not have any personal or commercial relations with RWE or any of its Group companies, the boards of RWE or any major shareholder in RWE; the candidate is independent as defined by Item C.13 of the GCGC.*

*Mr. Kirfel has declared that he has enough time to work on the Supervisory Board and that he would accept the position if he were elected.*

*Additional information on the candidate's relevant knowledge, expertise, professional experience and main positions in addition to the Supervisory Board office (including disclosure pursuant to Section 125, Paragraph 1, Sentence 5 of the German Stock Corporation Act) can be found in the CV in the Annex.*

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*We request that you submit the above candidate nomination including its reasoning and Mr. Kirfel's CV, stating the name of ENKRAFT IMPACT GmbH & Co. KG, to the shareholders of RWE Aktiengesellschaft pursuant to Section 126, Paragraph 1, Sentence 3 and Section 127, Sentence 1 of the German Stock Corporation Act on the company's website and that you add at the time of publication the contents pursuant to Section 124, Sentence 4, Items 1 to 3 of the German Stock Corporation Act.*

*Moreover, in the interests of fairness, the proposed candidate for election to the Supervisory Board should be afforded the opportunity to introduce himself to the shareholders at the Annual General Meeting. We would be happy to establish the required contact.*

*Sincerely yours,*

*Dr. Benedikt Kormaier*

*Managing Director of ENKRAFT IMPACTCAP GmbH, the personally liable partner in ENKRAFT IMPACT GmbH & Co. KG*

**Curriculum vitae of Mr Oliver Kirfel including the information pursuant to § 125 (1) sentence 5 of the German Stock Corporation Act (AktG)**



**Oliver Kirfel, Munich**

Year of birth: 1974

Place of birth: Essen

Nationality: German

Lawyer and Partner LPA-GGV

**Education**

<b>1995 – 2000</b>	Studied law at the Rheinische Friedrich-Wilhelms-University, Bonn
<b>2000</b>	First state legal examination, Cologne
<b>2001</b>	Master of Laws (LL.M.), Postgraduate studies University of Canterbury, Christchurch (New Zealand)
<b>2002 – 2004</b>	Legal clerkship Higher Regional Court Hamburg
<b>2004</b>	Second state legal examination, Hamburg

**Career**

<b>2004</b>	Admission to the bar, Higher Regional Court Munich
<b>2004 – 2006</b>	CMS Hasche Sigle, Munich Lawyer Focus: Corporate Law
<b>2006 – 2009</b>	Babcock & Brown GmbH Senior Legal Counsel Focus: Renewable Energies
<b>since 2009</b>	Partner at LPA-GGV Rechtsanwälte, Munich Tax Accountant (former: fks Rechtsanwälte Steuerberater) Head of Energy / M&A Focus: Renewable Energies

**Membership in other mandatory supervisory boards**

- clearwise AG (member of the supervisory board)

**Membership in comparable domestic and foreign supervisory committees of commercial enterprises**

- None

**Core competences**

- Comprehensive energy expertise (electricity generation from renewables, energy trading and conventional electricity generation)
- Expertise in company strategy development and implementation
- Competence in the areas of new technologies (e.g. power-to-X, hydrogen and other alternative energy sources) and digitalisation
- Profound knowledge of the public sector
- International experience in the energy sector, knowledge of its international status and of domestic and international interests in relation to the sector
- Appropriate expertise in co-determination matters