

Report of the Executive Board on Item 8 of the Agenda of the Annual General Meeting on 4 May 2023 (Authorisation to implement share buybacks and use treasury stock, also waiving subscription rights)

A proposal has been made to the Annual General Meeting under Item 8 on the Agenda to authorise the Company to conduct share buybacks and use treasury shares. It is envisaged that the Executive Board be authorised for a period of two years, i.e. until 3 May 2025, to buy back, call and/or use shares in the Company accounting for up to 10% of the Company's capital stock when the resolution is passed or - if this figure is lower - when this authorization is exercised.

In addition to conducting share buybacks on the stock exchange, it is envisaged that the Company also have the option of conducting share buybacks by making a purchase offer to all shareholders. 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, allocation shall be implemented based on the shareholding ratios of the tendering shareholders. Commercial rounding shall be permitted to avoid purchasing fractions of shares. For this purpose, the number of shares purchased from individual tendering shareholders may be rounded to ensure the purchase of whole shares. Furthermore, it is envisaged that a priority limit be imposed on the number of shares accepted from each shareholder (up to 50 tendered shares from each shareholder). This option primarily serves the purpose of avoiding small residual holdings.

It is envisaged that the Executive Board be authorised to call the treasury shares purchased without the need for the Annual General Meeting to pass a further resolution. The proposed authorisation envisions the Executive Board also calling shares without decreasing the Company's capital, 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, the prorated amount of the Company's capital stock accounted for by the other shares 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.

In addition, the Company is to be put in a position to offer the shares bought back waiving subscription rights as consideration within the scope of mergers or acquisitions of companies, parts of companies, operations, or of stakes in companies. Treasury shares

are an important instrument when used as acquisition currency. They can represent an affordable financing option for the Company. They are often requested by sellers as consideration. With the corresponding authorisation, the objective is to ensure that the Company is able to rapidly and flexibly make acquisitions with consideration fully or partially consisting of shares, in particular without requiring the passage of a resolution by the Annual General Meeting, which is often impossible given the time constraints. Another advantage to existing shareholders of using treasury shares as acquisition currency is that their voting rights are not diluted compared to the situation before the Company's share buyback. There are no current acquisition projects for which it is planned to use treasury shares as consideration.

Section 71, Paragraph 1, Item 8, Sentence 4 of the German Stock Corporation Act permits the Executive Board to sell shares bought back on the stock exchange. Furthermore, it is envisaged that the Annual General Meeting authorise the Executive Board to sell shares bought back by making an offer to all shareholders or by other means.

Moreover, provided that the conditions of Section 186, Paragraph 3, Sentence 4 of the German Stock Corporation Act are met, the Company is to be put in a position to sell shares bought back waiving subscription rights in exchange for cash without offering them on the stock exchange or to the shareholders. The objective here is to enable the Company to issue shares in the Company at short notice. The proposed authorisation thus serves the purpose of ensuring that the Company has a permanent and appropriate equity base. The prerequisite is that the sales price is not significantly lower than the listed price of the shares in the Company with identical entitlements within the meaning of Section 186, Paragraph 3, Sentence 4 of the German Stock Corporation Act. The Executive Board shall keep any discount on the exchange price as low as possible, in line with the market conditions prevailing at the time of issuance. In total, the sum allocable to the shares up for sale may not exceed 10% of the Company's capital stock on the date on which the resolution is passed or - if this figure is lower - on the date on which this authorisation is exercised. Shares, which (i) are issued waiving subscription rights during the term of this authorisation in direct or analogous application of Section 186, Paragraph 3, Sentence 4 of the German Stock Corporation Act or (ii) are or must be issued to fulfil rights granted waiving subscription rights in accordance with Section 186, Paragraph 3, Sentence 4 of the German Stock Corporation Act during the term of this authorisation that confer the entitlement or impose the obligation to subscribe shares, shall count towards the 10% limit. The limit on the number of shares that may be sold and

the obligation to set the sales price of the new shares close to the exchange price affords the shareholders suitable protection from a dilution of the value of their shareholdings. In addition, this ensures that the consideration sought by the Company is reasonable.

To the extent that convertible or option bonds exist, it may be expedient to enable the exercise of rights resulting from such convertible or option bonds to subscribe shares not through a capital increase, but through treasury shares either in full or in part. Therefore, a corresponding use of shares bought back waiving subscription rights is envisaged. The Executive Board will carefully weigh the interests of the Company and those of the shareholders before deciding whether to provide treasury shares 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 - is issued recognising shareholder subscription rights, it shall be possible to grant holders of convertible or option bonds the right to subscribe shares in the Company commensurate to the subscription rights they would have obtained after exercising the conversion or option right or fulfilling the conversion or option obligation. The advantage of waiving shareholder subscription rights in this context is that the conversion or option price for convertible or option bonds already issued does not have to be reduced in order to provide protection from dilution. As a result, when conversion or option rights are exercised or when conversion or option obligations are fulfilled in such a case, the Company obtains more funds. The Executive Board will use due discretion 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 its obligations resulting from employee share schemes by offering for sale or transferring the shares bought back 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 issued and sold waiving subscription rights in exchange for contributions in cash and/or in kind may not exceed a prorated 10% of the Company's capital stock either on the date on which the resolution is passed or - if this figure is lower - on the date on which these authorisations are exercised. Shares, which (i) are issued waiving subscription rights during the term of this authorisation on the basis of other authorisations or (ii) are or must be issued to fulfil rights granted waiving subscription

rights during the term of this authorization on the basis of other authorisations that confer the entitlement or impose the obligation to subscribe shares, shall count towards the upper limit of 10%.

Therefore, if, for example, shares accounting for 5% 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.

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

Essen, March 2023

RWE Aktiengesellschaft

The Executive Board

(Dr. Markus Krebber)

(Dr. Michael Müller)

(Zvezdana Seeger)