

RWE
Aktiengesellschaft
Essen

Statement by the Supervisory Board with respect to the countermotions in relation to item 8 on the Agenda

The Supervisory Board is of the opinion that the countermotions regarding item 8 on the Agenda are unsubstantiated and would like to issue the following statement in this regard:

The Supervisory Board and the Nomination Committee are convinced that the selection of candidates proposed for the new elections scheduled for 20 April 2016 does full justice to the knowledge, skills and professional experience required to perform the tasks. Diversity, RWE's international business and the age limit set forth for the members of the Supervisory Board in the bylaws of the Supervisory Board have been considered as well.

The fact that some of the candidates are or were active in other major companies broadens their experience, knowledge and specific information. We are certain that RWE only stands to benefit from the supervisory expertise recruited in this manner.

Furthermore, it is in the company's interest to have the very varied range of socio-political viewpoints reflected on the Supervisory Board when discussing issues relating to the energy industry. This is ensured by municipal representatives and other individuals in the field of politics.

We stand by the candidates we proposed in item 8 on the Agenda without reservation. We may make a supplementary statement at the Annual General Meeting.

Essen, April 2016

RWE Aktiengesellschaft

The Supervisory Board