

RWE
Aktiengesellschaft
Essen

Counter motions by Ulrich Dillman in respect of the Annual General Meeting of RWE AG on 26 June 2020:

Counter motion

Ladies and Gentlemen,

As an RWE AG shareholder, I hereby file a motion against the resolution proposed in the agenda item of the 2020 AGM regarding the approval of the acts of the Executive Board and thus against approving the acts of the Chairman of the Executive Board, Rolf Schmitz.

Rationale:

In response to questions posed at the 2019 AGM, after a lengthy consultation with his legal advisers, Mr. Schmitz admitted that he received gifts from the former Chairman of the Executive Board, Mr. Großmann. Such behaviour, for which an employee would have been fired on the spot, is certainly in violation of RWE's Code of Conduct. Although the gifts were small relative to Mr. Schmitz's income, their acceptance is a general and fundamental breach of RWE AG's own rules. In particular of the function of the Executive Board as a role model where the power of the Executive Board should be secondary to its responsibility and where exercising power in this manner is an indication of a substantial lack of responsibility and liability against the backdrop of dependence and fear for one's own advantages and career. This gives rise to the concern that Mr. Schmitz may have violated the rules and laws by enriching himself solely to his own advantage – and possibly also to the advantage of the Executive Board members – and that this may have led to decisions against the interests of RWE and its shareholders. It is a well known fact that even gifts that appear to be small can lead to corruption, misappropriation of funds, shortcomings in supervision and a lack of loyalty. In this context, I would like to remind you of the sale of the EDISON Hotel in Kühlungsborn, which occurred a long time ago involving the hotel being sold by a then RWE subsidiary for a song under dubious circumstances and Mr. Schmitz possibly having neglected his fiduciary and supervisory duties as otherwise, he would have had to review the actions of the subsidiary's executives and Executive Board members. In particular in this context also the behaviour of the then

Chairman of the Executive Board, Mr. Großmann, who gave gifts to Mr. Schmitz and whom he probably has to thank for his career. This is estimated to have caused far more than one million euros in damage to RWE AG and its shareholders. The Executive Board members and executives who had knowledge of these transactions may have maintained silence over the matter as they depended on and feared for their privileges and re-election. As a result, the matter continues to be misrepresented and covered up to this day. Shedding light on this and making those responsible accountable for this by way of an independent audit should still be one of Mr. Schmitz's fiduciary and supervisory duties. The fact that he continues to shirk these duties to this very day could substantiate doubts about his honesty, integrity and loyalty to the values and rules of RWE's code of conduct and its objectives and thus substantiate justified doubts that Mr. Schmitz was corrupted and bribed to act to the disadvantage of RWE AG.

I thus file a motion against approving the acts of Mr. Schmitz in managing the company.

Signed: Ulrich Dillmann

Countermotion

Ladies and Gentlemen,

As an RWE AG shareholder, I hereby file a motion against the resolution proposed in the agenda item of the 2020 AGM regarding the approval of the acts of the Supervisory Board and thus against approving the acts of the Chairman of the Supervisory Board, Werner Brandt.

Rationale:

So far, Mr. Brandt has failed to fulfil his supervisory and auditing duties regarding the EDISON Hotel case and has failed to fulfil his duty to conduct audits of Mr. Schmitz and other former members of the Executive Board of RWE AG. At the last few Annual General Meetings of RWE AG, he constantly tried to suppress questions regarding the matter, at times by switching off the microphone. This begs the impression that he is trying to cover up the EDISON Hotel case and is not fulfilling his supervisory or auditing duties with respect to the members of the Executive Board to the detriment of the assets and rights of RWE AG and its shareholders.

I thus file a motion against approving the acts of Mr. Brandt in managing the company on grounds of abuse of power and potential misappropriation of funds.

Signed: Ulrich Dillmann