

RWE
Aktiengesellschaft
Essen

Counter motions by Erich Bezzel, Ansbach, 30 March 2014

**“RWE Annual General Meeting on 16 April 2014
Counter motions in respect of Item 6 and Item 7 as well as Item 2 on the Agenda**

Ladies and Gentlemen,

Making reference to the enclosed registration forms (only for RWE!) for the upcoming Annual General Meeting on 16 April 2014, I hereby notify you that I am an RWE AG shareholder. As such, I will thus attend the Annual General Meeting on 16 April 2014.

At the Annual General Meeting, I will

object to

I.) the Supervisory Board's proposal

to appoint PriceWaterhouseCoopers Aktiengesellschaft
Wirtschaftsprüfungsgesellschaft
Frankfurt am Main, Zweigniederlassung Essen

- “PwC”

auditors for fiscal 2014 (Item 6 on the Agenda) and to conduct the audit-like review of the condensed financial statements and the interim review of operations, which are part of the financial report for the first half of 2014 (Item 7 on the Agenda) and propose that KPMG Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, be appointed instead.

object to

II.) the proposal of the Supervisory Board and Executive Board to appropriate the distributable profit of €614,745,499.00 for the 2013 financial year to pay a dividend of €1.00 per share (Item 2 on the Agenda) and propose that a dividend of “only” €0.60 be paid per share (resulting in a dividend payment of €368,847,299.40) and that the remaining €245,898,199.60 be used to buy shares in Capital Stage AG (ISIN DE 000 609 500 3).

I will amicably leave the other shareholders at the Annual General Meeting to vote on my counter motions, Section 126, Paragraph 1 of the German Stock Corporation Act.

Rationale:

Re. I) (Item 6 on the Agenda) and Item 7 on the Agenda of the Annual General Meeting)

The assignments mentioned in the recital should be awarded to KPMG (or to another of the “Big 4”) and not to PwC.

As regards PwC, there is no guarantee that the duty to “perform audits diligently and impartially and to maintain secrecy” set out as a standard in Section 323 of the German Commercial Code will be fulfilled.

After all, PwC is also a permanent mandatary of the German government and of governmental bodies – through its corporate audits, PwC obtains information on the earnings and earnings expectations of the companies it audits such as RWE AG, with which PwC can shape state measures such as the fuel element tax and the lifetime reduction for nuclear power plants, in response to which RWE entirely justifiably called on the German Constitutional Court and the European Court of Justice (cf. “Euro am Sonntag,” edition 3/14, p. 25).

Furthermore, one must consider the fact that since PwC is also the public auditor of the competitor EON, information on the earnings and earnings expectations of RWE could be inappropriately passed on to the competition.

Since PwC thus obviously has a conflict of interests (i.e. it works for both the government as well as EON) a neutral auditor such as KPMG should be appointed.

This is the reason why I am filing counter motions regarding Item 6 and Item 7 on the Agenda (along with a request for approval).

Re. II) (Item 2 on the Agenda of the Annual General Meeting)

I am of the opinion that a dividend of €0.60 per share would be fine and, in view of the situation in terms of energy policy, that it would be sufficient as well.

As calculated in the recital (€245,898,199.60) the money left over would easily be enough to buy into Capital Stage in order to put our company slogan “the energy to lead” into practice.

RWE puts it quite beautifully on its website:

‘We will be the most trusted and high-performing partner for the sustainable transformation of the European energy system.’

The massive reduction in capital expenditure, which also affected the investment in the renewable energy subsidiary Innogy, is not in line with this.

In my opinion, it is therefore all the more warranted that (using the dividend payment saved according to my proposal) RWE now acquire a stake in Capital Stage AG, which has steadily expanded its generation portfolio as an independent operator of environmentally friendly and zero-emissions power plant capacities in recent years and has become Germany’s largest independent solar farm operator (currently 39 solar farms – plus 5 wind farms).

As far as I know, Capital Stage currently has about 165 MW under management, which enable attractive returns and predictable cash flows to be achieved, of which I believe RWE should partake through the €245,898,199.60 dividend payment saved according to my proposal.

For this reason, I am of the opinion that a dividend of €0.60 per share is sufficient – this is why I am filing a counter-motion regarding Item 2 on the Agenda.

I therefore ask you to agree with my proposal to acquire a stake in Capital Stage, which has the right business model and product range and the shares of which currently have a low valuation, which would provide the added advantage of RWE living up to its image of being ‘green’, which would be a boon to its reputation and competitiveness – entirely in the spirit of ‘the energy to lead’.

Sincerely yours,

Erich Bezzel”