3 Steps to long-term value

Fiscal year 2012 analyst and investor conference call

Essen, 5 March 2013

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- > Projections of revenues, income, earnings per share, capital expenditures, dividends, capital structure or other financial items;
- > Statements of plans or objectives for future operations or of future competitive position;
- > Expectations of future economic performance; and
- Statements of assumptions underlying several of the foregoing types of statements

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Agenda



Peter Terium

FY 2012 highlights, strategy update & outlook



Bernhard Günther

FY 2012 group results and divisional performance & outlook



Milestones of 2012

- Financial performance in line with upgraded guidance from November 2012: EBITDA +10%, operating result +10%, recurrent net income in line with 2011
- Disposal of assets for a combined value of €2.1 bn
- Successful renegotiation of all but one long-term oil-indexed gas supply contracts
- Successful conclusion of 2012 efficiency enhancement programme; first results from new €1 bn programme
- Outlook for 2013 confirmed



Changes in the energy market are structural and future regulatory framework remains uncertain

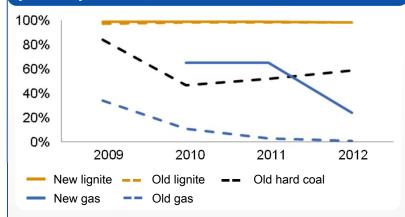
German power price development (€/MWh)



Downward pressure on power prices

- > Weak hard coal and CO₂ prices
- Overcapacity in times of high renewable feed-in
- Conventional capacity additions of ~8.5 GW in next 24 months

Average utilisation of typical German power plants



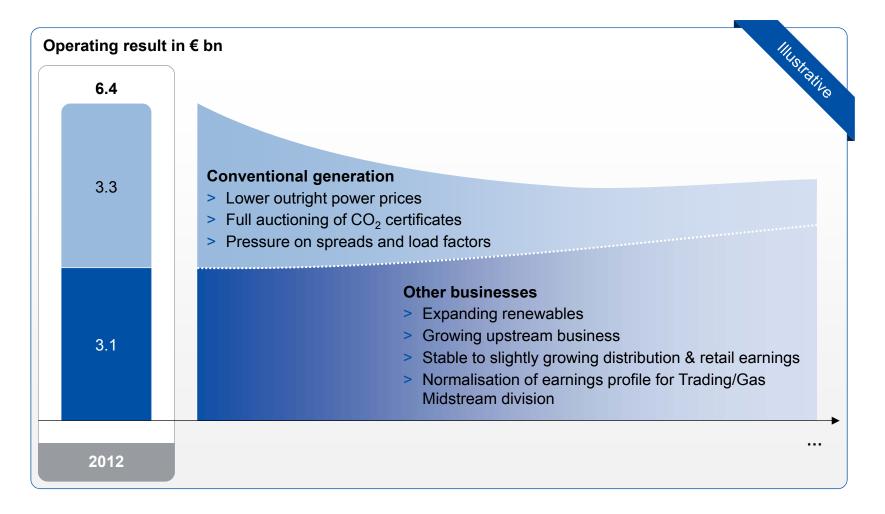
Pressure on load factors for conventional capacity, especially gas-fired power plants

- Replacement of conventional generation by renewable must run volumes
- Political desire for further energy efficiency and distributed energy products

Utilisation adjusted for non-market driven availability factors.



Generation earnings are coming under severe pressure





Strategic cornerstones remain, but targets adjusted to changing market conditions

Sustainable

- > Streamlined investments in renewables
- > Development of innovative products for energy market transformation (e.g. distributed energy solutions)

Robust

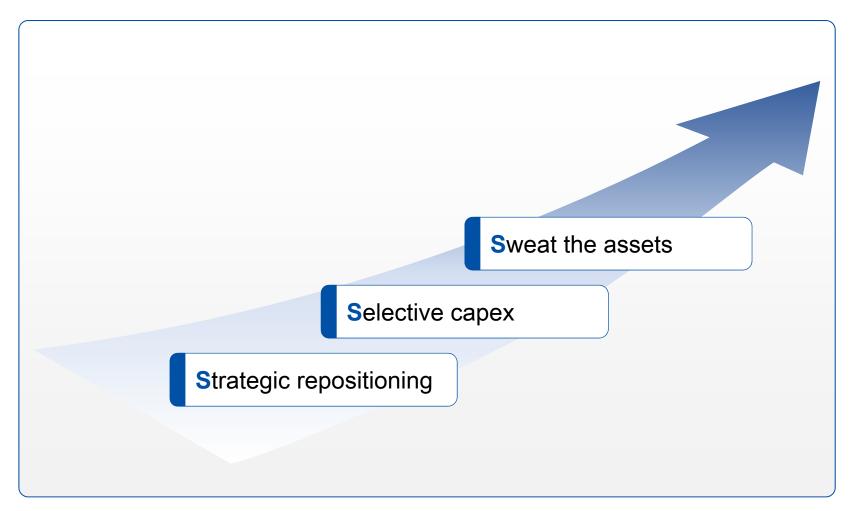
- > Focus on cost efficiency, especially in conventional power generation
- Increase financial flexibility and maintain excellent access to capital markets

International

- > Maintain leading positions in core markets in Northwest and CE and SE Europe
- > Integrate businesses and support functions to enhance cross-border efficiencies



Implementation of strategy based on 3 steps to create long-term value





Portfolio considerations

Disposals

- > Sale of NET4GAS envisaged for 2013
- > Further disposals will be opportunistic with focus on portfolio optimisation and value enhancement

Focused growth

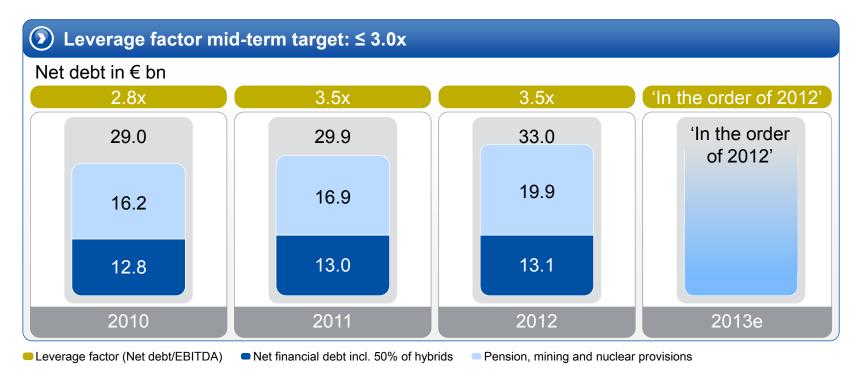
- Value enhancing growth over volume expansion, especially in renewables
- Concentration on asset-light projects with attractive return and short payback periods

RWE Dea

- Review concluded limited rationale to own upstream business
- > Evaluation of options and potential exit route currently underway



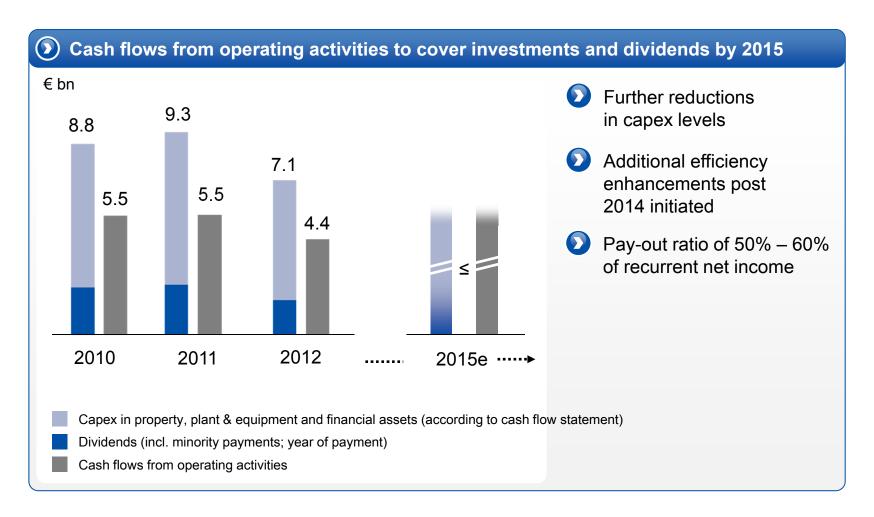
Excellent access to debt capital market is key



- > Current market environment allows us a higher gearing temporarily
- > Aspiration to bring down leverage factor to 3.0x medium term unchanged
- > Focus on additional efficiency enhancements and lower capex
- > Short-term changes in discount rates for long-term provisions will not drive deleveraging strategy

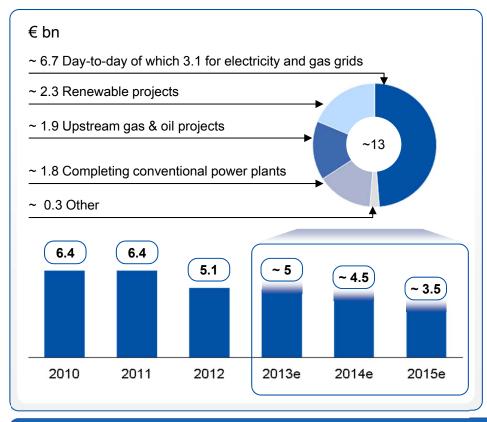


Positive cash balance provides ability to drive down debt





Financial discipline and flexibility at forefront in new investment plan



- Approx. €13 bn capex programme for 2013 2015
- Completion of conventional power generation programme in 2013/14
- Committed capex (including day-to-day, approx.) 2013 2014 2015 c. 95% c. 85% c. 75%
- Sustainable long-term capex level of €3 €4 bn p.a. of which day-to-day capex c. €2 to €2.5bn p.a.



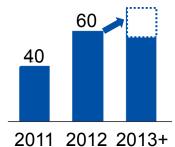
Further growth projects have to be financed debt-neutral, for example by the disposal of other assets or partnering solutions.



Moderate and disciplined growth in German and CEE/SEE downstream markets

Germany (examples)

Energy services capex (€ million)



Investments of up to €100 million per annum in

- > Contracting solutions (at IRR of ~8%) (heating, cooling, cogeneration, compressed air)
- > Consulting services (energy controlling, thermography)
- > Special products (virtual power plant etc.)

CEE/SEE (examples)

Build on current downstream market positions and expand in new markets, regions, and commodities



Continue to build electricity downstream position from currently 2% to ~5% – 7% in 2015



Seek electricity customers beyond region of Warsaw and enter gas supply market



Target further increase of market share and value of customer portfolio



Establish electricity retail position with



focus on B2B segment



Deteriorating conventional power generation

Profitability of RWE's conventional generation portfolio¹

$$OR^2 \ge WACC$$
 c. > 50% - 60%

$$FCF^2 \ge 0$$
 c. $> 70\% - 80\%$

- Current market situation leads to severe earnings pressure despite significant efficiency improvements
- At current market conditions, approx. 1/3 of our power plants show a negative contribution to operating result and between 20% and 30% is free cash flow negative
- Old gas fired power plants are under most pressure but even some new state of the art gas plants are cash flow negative
- Older hard coal plants are under pressure mid-term due to lack of flexibility

² OR = operating result; WACC = weighted average cost of capital pre tax; FCF = Free cash flow = Revenue – Cash costs



¹ Rough profitability analysis for 2013 to 2015 in % of installed capacity of RWE's conventional generation portfolio (economic stake) in Germany, UK and NL (average c. 44 GW) based on market parameters as of January 2013.

Measures to mitigate market pressure on conventional power generation



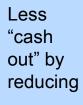
Focus on cash to improve the situation of the generation business.

More "cash in" by improving ...

- gross margin from better asset optimisation
- commercial availability



- > International fleet dispatch management
- Improve gross margin, in particular through further optimisation and close cooperation between technical and commercial units



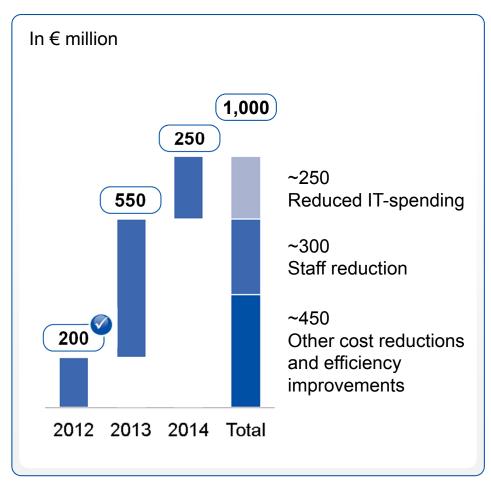
- > opex
- > capex
- > working capital



- > Reduce overhead costs by less interfaces and adjusted internal resources
- Reduce O&M cost and leverage maintenance synergies across national portfolios
- > Cost reduction in sourcing
- > Seasonal and permanent mothballing/closure of units



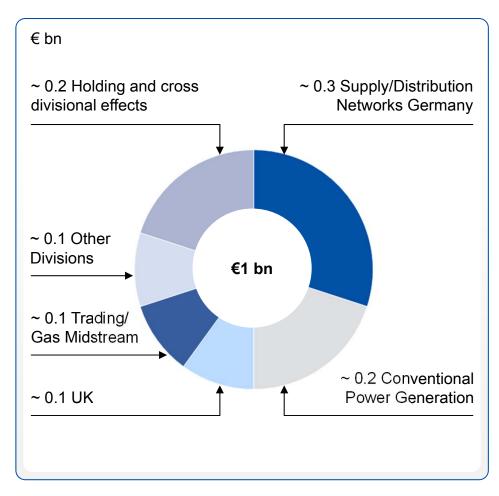
€1 bn efficiency enhancement programme: All measures identified and implementation on track



- €1 bn programme backed bottomup by operational measures
- Several hundred individual measures across the whole RWE Group
- €200 million achieved earlier than planned in 2012
- Programme includes c. €300 million from workforce reduction by 2014
- Fully accretive to operating result (i.e. post cost inflation and one-off cost of programme)



Efficiency enhancements by divisions



Supply/Distribution Networks Germany

- Reduction of overhead functions in the grid and sales business
- > Development of new products
- Optimising grid operations, including make or buy decisions

Onventional Power Generation

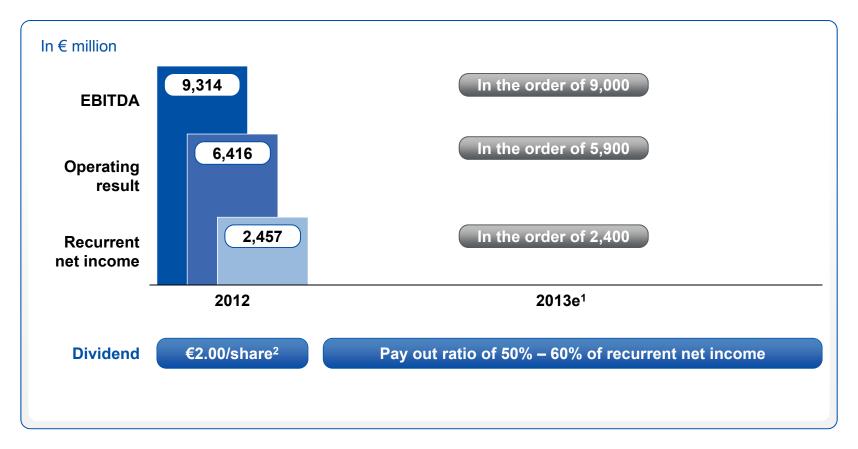
- > Reduce O&M costs
- > Adjust portfolio to new market environment
- > Increase flexibility of power fleet
- Improve asset optimisation (make or buy)
- 🚺 UK
 - Reduction of domestic operating cost base among others through harmonised customer care and billing platform

Trading/Gas Midstream

Focus on optimisation of locations, IT and support functions



Outlook for 2013

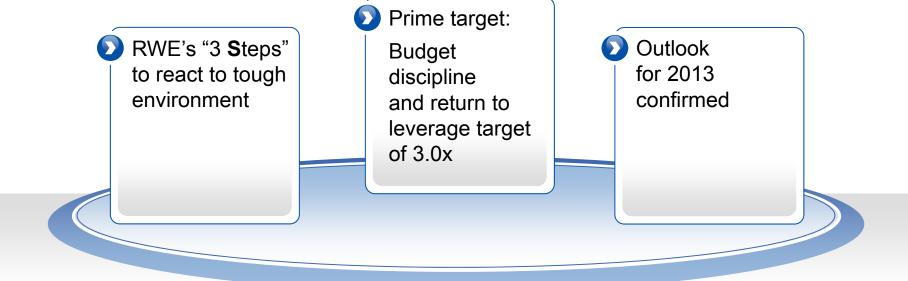


¹ The outlook is after assumed disposals. In 2013 we expect mainly the disposal of NET4GAS. For NET4GAS we expect full year 2013 earnings of c. €250 million of EBITDA, c. €190 million of operating result and c. €140 million of recurrent net income.

² Dividend proposal for RWE AG's 2012 fiscal year, subject to approval by the Annual General Meeting on 18 April 2013.



Summary





Agenda



Peter Terium

FY 2012 highlights, strategy update & outlook

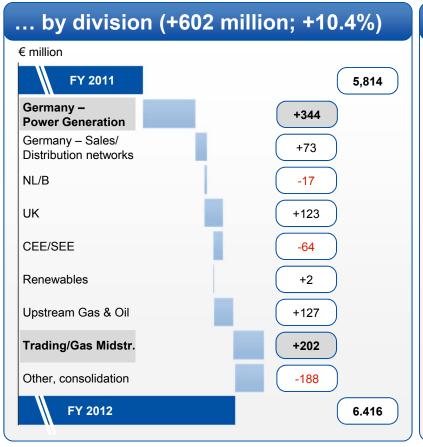


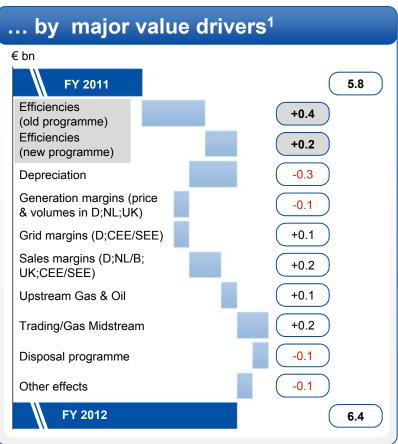
Bernhard Günther

FY 2012 group results and divisional performance & outlook



Development of operating result ...

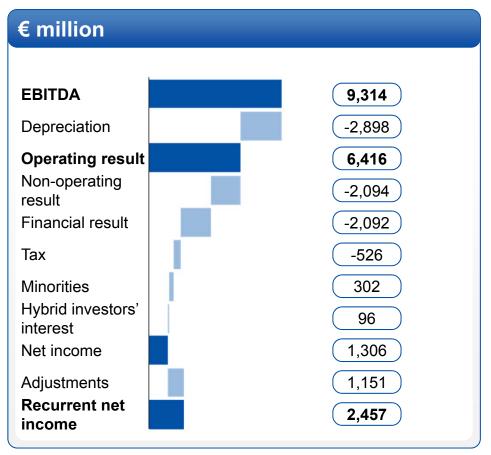




¹ Value drivers are adjusted for efficiencies to show efficiency measures in one amount.



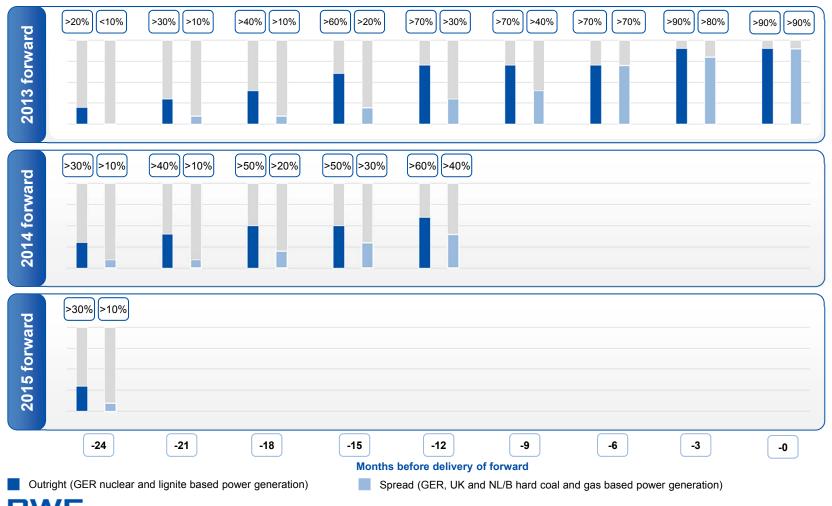
Reconciliation of (recurrent) net income



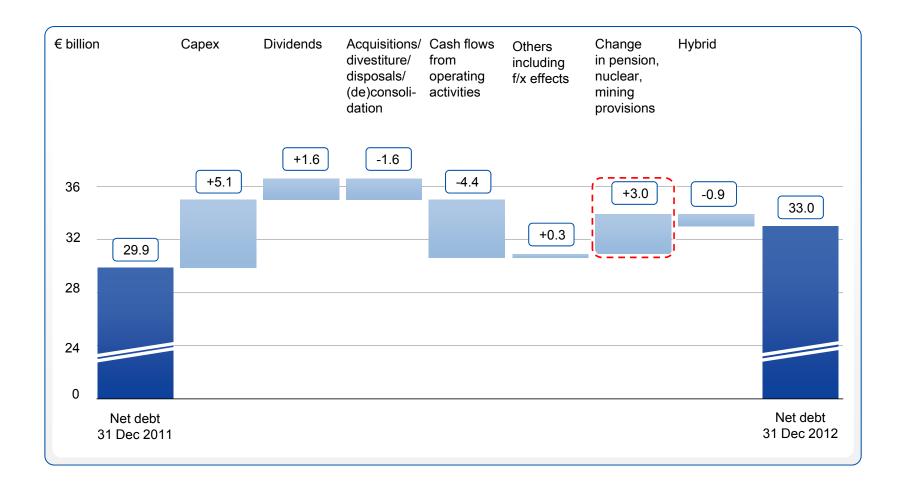
- Depreciation increases as a result of our huge investment programme of recent years
- Non-operating result dominated by value adjustment of Dutch power plant portfolio
- Financial result deteriorates mainly due to adjustment of other longterm provisions based on lower discount rates
- Tax rate declines to 24% (previous year 28%); tax rate for recurrent net income is 34% (previous year 32%)
- Adjustments for recurrent net income comprise non-operating result, tax effect on non-operating result and one-off items from taxes



RWE's forward hedging of conventional electricity production (German, Dutch and UK portfolio, excl. RWE Innogy)



Development of net debt influenced by increase in provisions due to low interest environment





Divisional outlook for the operating result

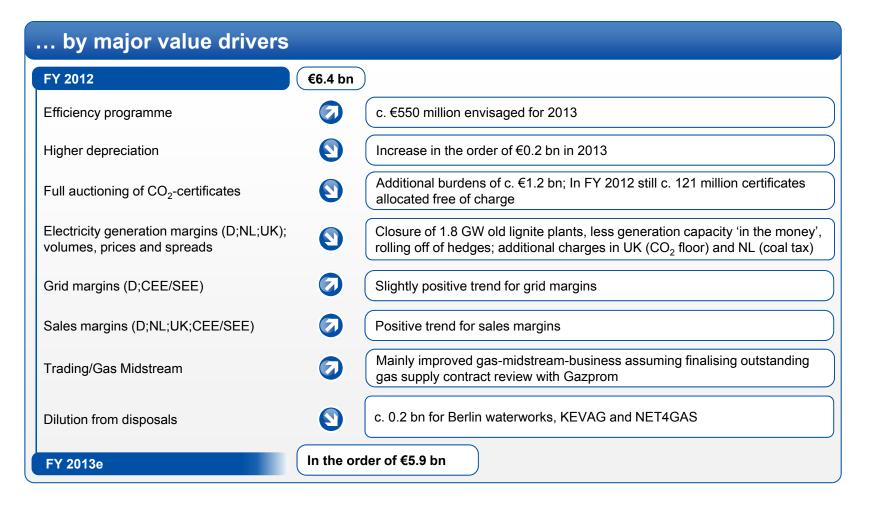
€ million	2012 ¹	2013 forecast versus 2012 ²
Conventional Power Generation	3,268	Significantly below last year
Supply/Distribution Networks Germany	1,578	In the order of last year's level
Supply Netherlands/Belgium	190	In the order of last year's level
Supply United Kingdom	288	Above last year
Central Eastern and South Eastern Europe	1,052	Significantly below last year
Renewables	183	Above last year
Upstream Gas & Oil	685	In the order of last year's level
Trading/Gas Midstream	-598	Significantly above last year

² The outlook is after assumed disposals. In 2013 we expect mainly the disposal of NET4GAS. For NET4GAS we expect full year 2013 earnings of c. €250 million of EBITDA, c. €190 million of operating result and c. €140 million of recurrent net income.



¹ Partly pro forma figures for 2012 due to reorganisation of divisions.

Operating result outlook for fiscal year 2013 ...

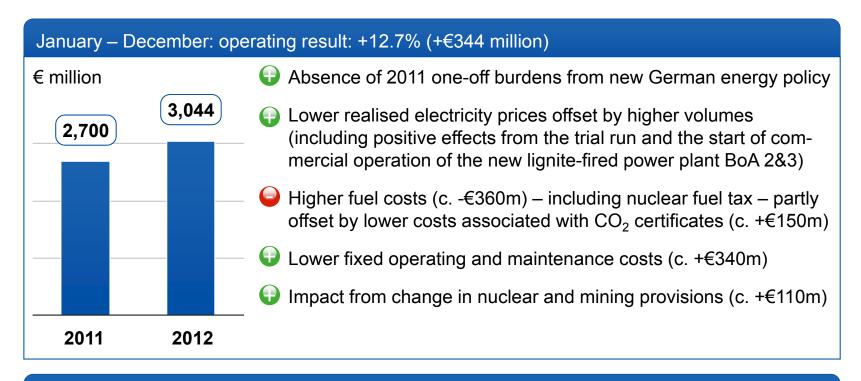




Back-up Charts



Performance of the Germany Division (I) Power Generation Business Area (RWE Power)



Guidance for fiscal year 2013



New division "Conventional Power Generation" as of 1 January 2013 Guidance see slide 39



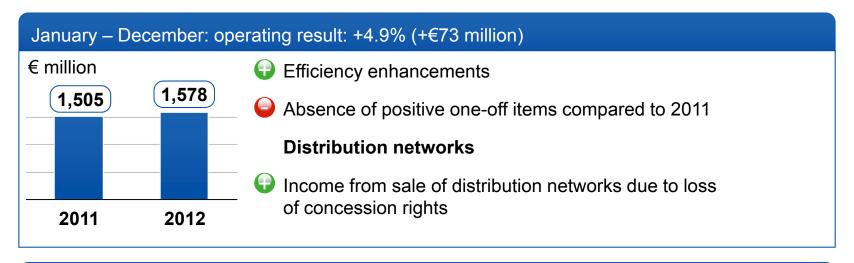
Germany: Clean Dark (CDS) and Spark Spreads (CSS)

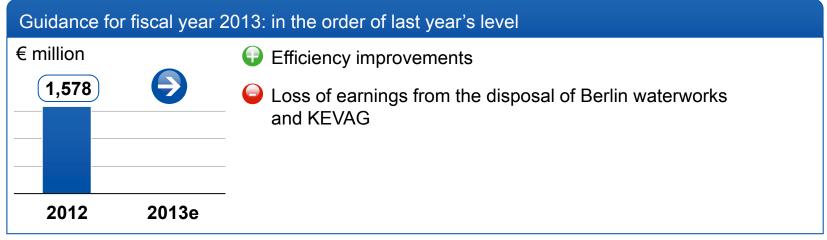


Source: RWE Supply & Trading, prices until 28 February 2013



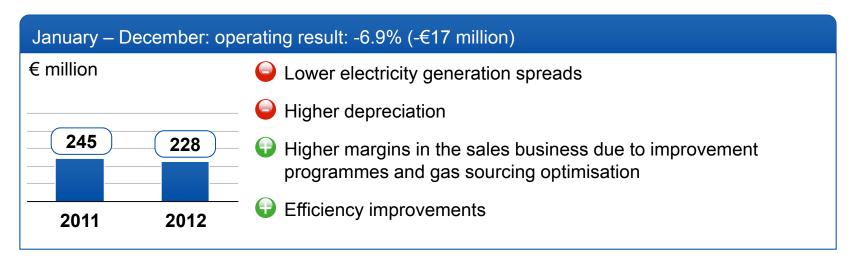
Performance of the Germany Division (II) Sales/Distribution Networks Business Area

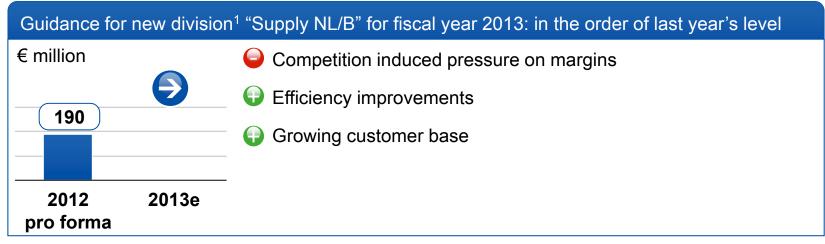






Performance of the Netherlands/Belgium Division (Essent)

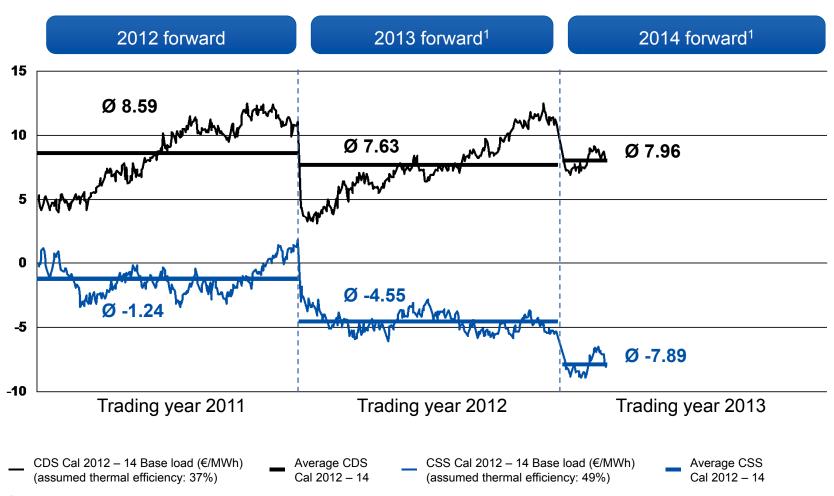




¹ Guidance for the new "Conventional Power Generation Division" see slide 39.



NL: Clean Dark (CDS) and Spark Spreads (CSS)

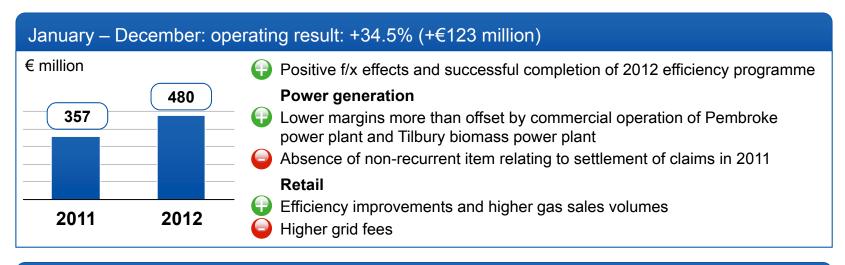


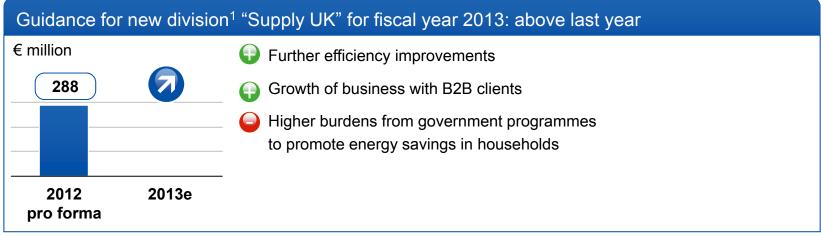
¹ CDS: Adjusted for coal tax.

Source: RWE Supply & Trading, prices until 28 February 2013.



Performance of the United Kingdom Division (RWE npower)

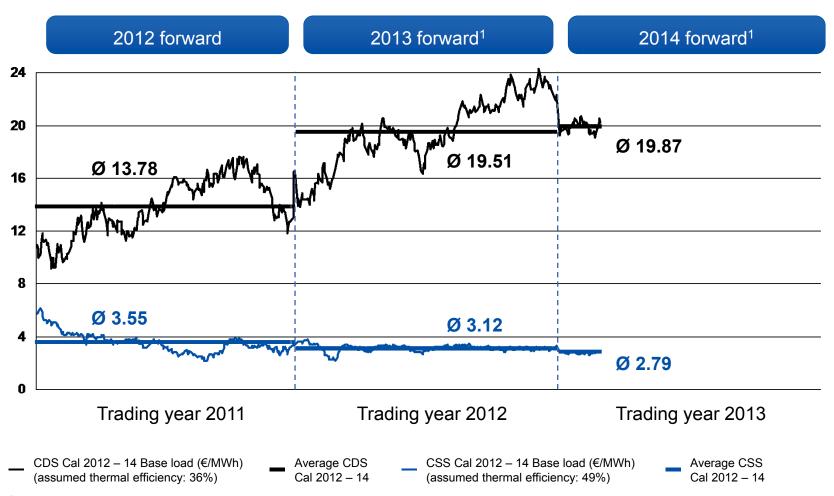




¹ Guidance for the new "Conventional Power Generation Division" see slide 39.



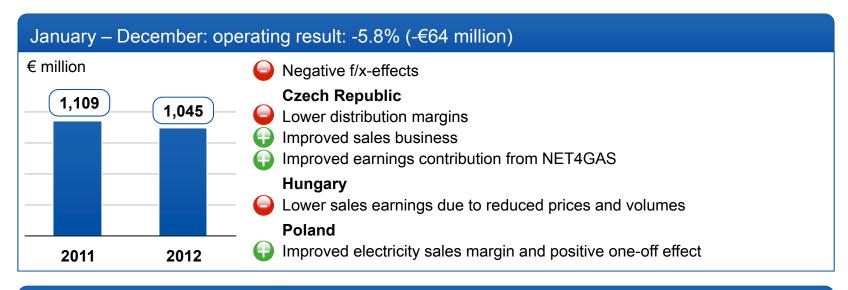
UK: Clean Dark (CDS) and Spark Spreads (CSS)



¹ Adjusted for UK carbon tax. Source: RWE Supply & Trading, prices until 28 February 2013.



Performance of the Central Eastern and South Eastern Europe Division

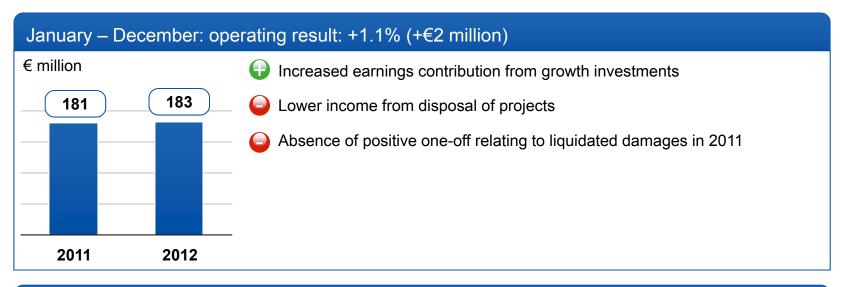




¹ Adjusted for earnings from Denizli power plant project which was transferred to the new division "Conventional Power Generation".



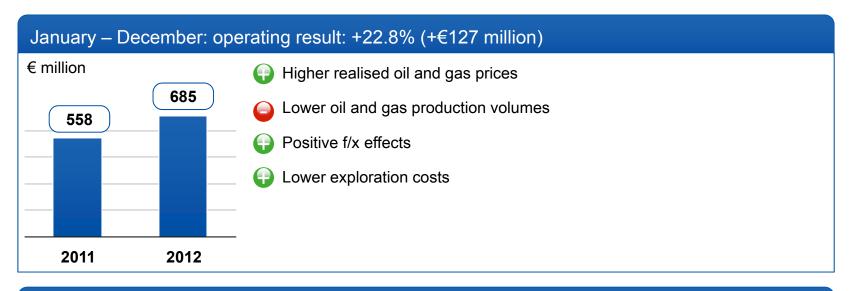
Performance of the Renewables Division (RWE Innogy)

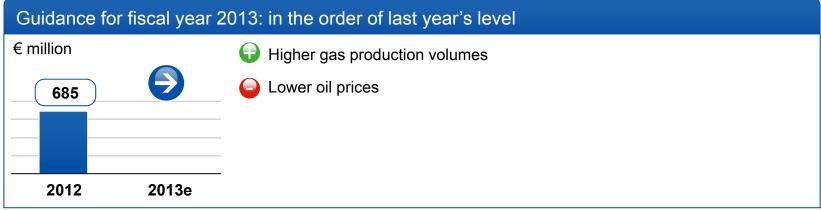






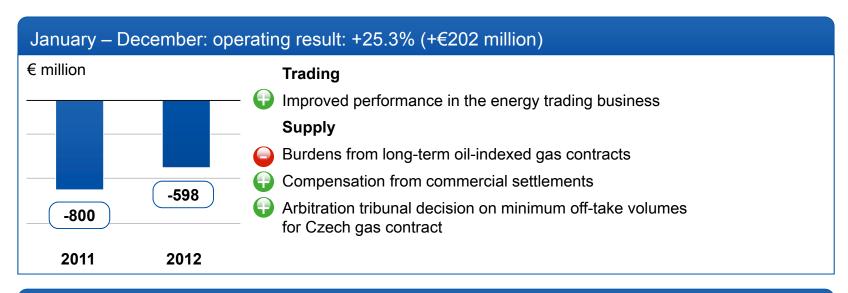
Performance of the Upstream Gas & Oil Division (RWE Dea)

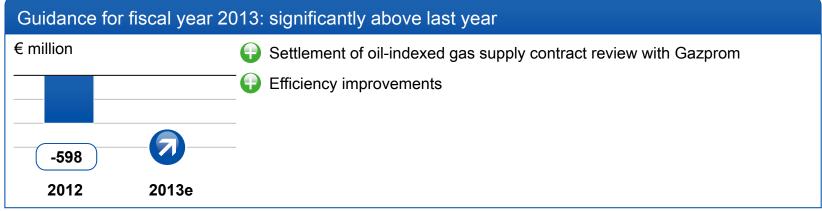






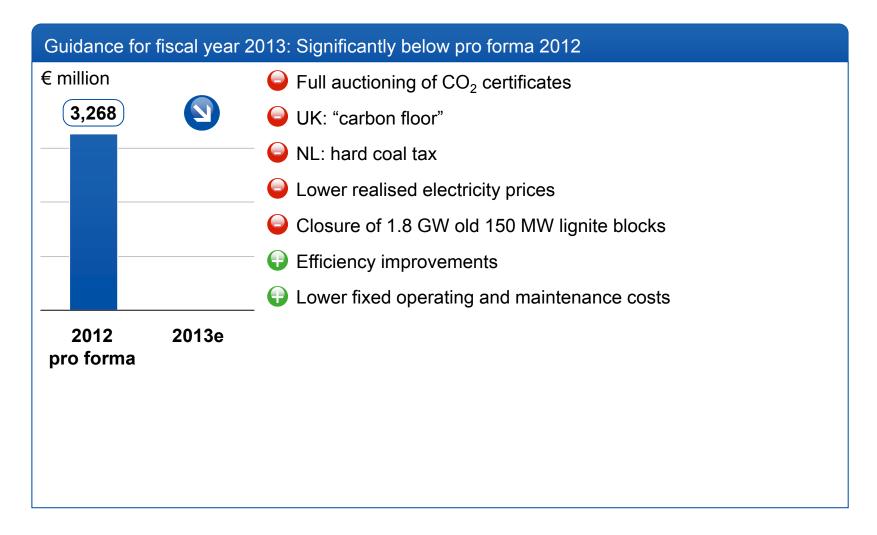
Performance of the Trading/Gas Midstream Division (RWE Supply & Trading)







Outlook for the new "Conventional Power Generation Division"





Reconciliation to recurrent net income

January – December € million	2012 reported	2012 non-rec.	2012 recurrent	2011 recurrent	Change (absolute)
Operating result	6,416	_	6,416	5,814	+602
Non-operating result	-2,094	+2,094	0	0	0
Financial result	-2,092	_	-2,092	-1,633	-459
Income from continuing operations before tax	2,230	+2,094	4,324	4,181	+143
Taxes on income (Tax rate)	-526 (24%)	-943	-1,469 (34%)	-1,338 (32%)	-131
Minority interest	-302	_	-302	-305	+3
RWE AG hybrid investors' interest	-96	_	-96	-59	-37
Net income	1,306	+1,151	2,457	2,479	-22



Cash flow statement

January – December € million	2012	2011	Change (absolute)
Funds from operations (FFO)	5,446	5,946	-500
Change in working capital of which: variation margins	-1,051 831	-436 -1,173	-615 +2,004
Cash flows from operating activities	4,395	5,510	-1,115
Minus capex on fixed assets	-5,081	-6,353	+1,272
Free cash flow	-686	-843	+157

- FFO among other things:
 - > Higher tax expenses, absence of Amprion FFO and lower FFO from financial result
- Change in working capital among other things:
 - > Absence of a temporary liquidity effect at Amprion
 - > Fluctuation in payments in connection with purchases and sales at our trading business
- Capex on fixed assets among other things:
 - > Extension and modernisation of our conventional and renewable generation capacities



RWE Group electricity production (by geographic region)

January – December in TWh	Germany	UK	NL/BE	Other Internat.	Total 2012	Total 2011
Lignite	75.6			5.4	81.0	74.1
Nuclear	30.7				30.7	34.3
Hard coal thereof contracts	36.0 22.4	16.8	7.3	0.5	60.6 22.4	47.8 20.8
Gas	8.4	25.0	6.1	0.1	39.6	38.5
Renewables thereof contracts	4.6 0.8	4.3 1.4	1.9	1.6	12.4 2.2	8.8 1.4
Pumped storage, oil, other thereof contracts	2.8 2.0				2.8 2.0	2.2 1.7
Subtotal	158.1	46.1	15.3	7.6	227.1	205.7
Electricity purchases ¹					67.2	107.1
Total					294.3	312.8

¹ Net, excluding trading. Purchases for physical deliveries to customers only.



RWE Group electricity sales volume (by geographic region)

January – December in TWh	Ger- many	UK	NL/BE	Poland	Hun- gary	Other	Total 2012	Total 2011
Residential and commercial customers	24.4	18.0	11.2	2.4	5.3	0.4	61.7	62.6
Industrial and corporate customers	57.0	31.5	15.3	3.4	4.6	0.9	112.7	113.1
Distributors	78.9				5.8	1.7	86.4	98.1
Electricity trading ¹	17.0						17.0	20.8
Total	177.3	49.5	26.5	5.8	15.7	3.0	277.8 ²	294.6 ²

² Difference between electricity production and electricity sales volume due to grid losses, operating consumption by lignite production and pumped-storage power plants.



¹ Net of electricity purchased from third parties.

RWE Group gas sales volume (by geographic region)

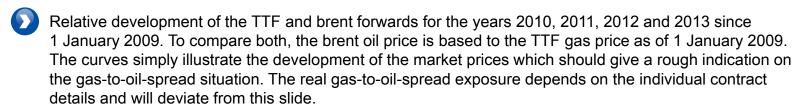
January – December in TWh	Ger- many	Czech Rep.	NL	UK	Other	Total 2012	Total 2011
Residential and commercial customers	29.0	19.1	35.2	44.2	3.7	131.2	129.4
Industrial and corporate customers	29.8	16.5	45.7	3.0	11.9	106.9	129.2
Distributors ¹	52.4	16.0	0.0	0.0	0.3	68.7	63.6
Total	111.2	51.6	80.9	47.2	15.9	306.8	322.2

¹ Includes gas trading in 2012.



Development of TTF gas price and brent oil price

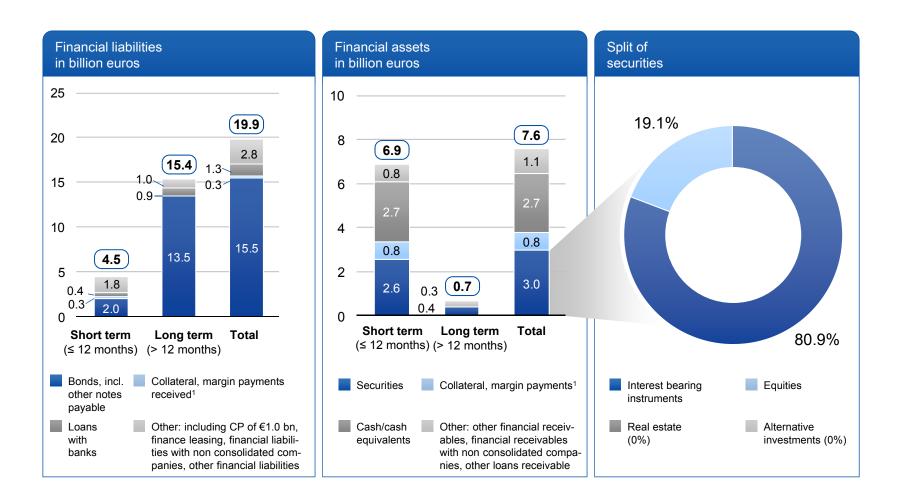






Financial liabilities and assets

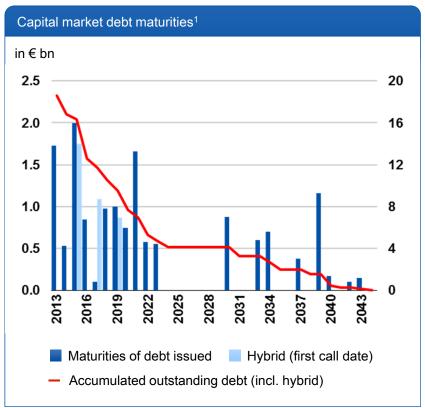
(excluding hybrid capital, as of 31 December 2012)

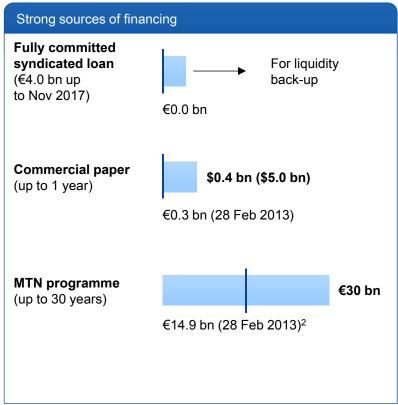


¹ Excluding variation margins which are netted against the fair values of the respective derivatives.



Capital market debt maturities and sources of financing







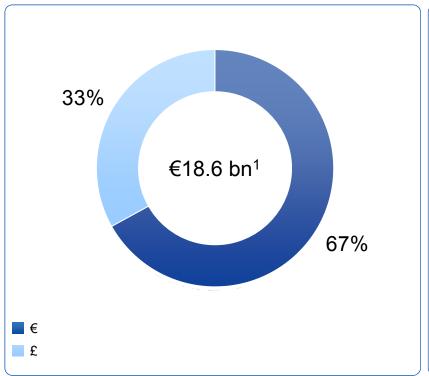
Balanced profile with limited maturities up to end of 2014 (~€2.3 billion)

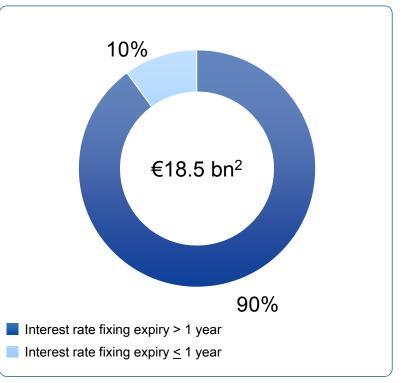
² Bonds outstanding under the MTN-programme, i.e. excluding hybrids. Including hybrids: €18.6 bn.



¹ RWE AG and RWE Finance B.V., as of 28 Feb 2013.

Capital market debt currency and interest exposure (as of 28 Feb 2013)





² Capital market debt plus other interest rate-related positions such as commercial paper and cash; including interest and cross-currency swaps.



¹ Capital market debt = bonds of €14.8 bn and hybrids of €3.7 bn; split into currencies includes cross-currency swaps.

RWE's major investment projects

		RWE share	Capex (€ bn)		2013	2014	2015	2016	2017	2018
Convent	ional power plant new build programme (Capex at 1	00% share)								
	Hamm (Hard coal, 1,528 MW)	77%	2.4		Units D	E				
	Eemshaven (Hard coal/biomass, 1,560 MW)	100%	2.9		Units A	АВ				
©	Denizli (Gas, 775 MW)	70%	0.5							
RWE De	ea's largest field developments (RWE's share in cape	ex)		•		Bar	s indicate	expected	start of p	roduction
	West Nile Delta (Egypt)	NA 40% WMDW 20%	2.9							
	Disouq (Egypt)	100% (Operator)	0.2							
2 2	Breagh Phase 1 (GB)	70% (Operator)	0.4							
(Reggane (Algeria)	19.5%	0.4							
+	Knarr (formerly "Jordbær") (Norway)	10%	0.2							
	NC 193/195 (Libya)	100%(Operator)	0.5							
RWE Inr	nogy major projects under construction (Capex at 10	0% share; UK offsh	nore includes	investme	ent for gri	d connec	ctions)			
	Markinch (Biomass CHP, 46 MWe, 88 MW _{th})	100%	0.3							
	Gwynt y Môr (Wind offshore, 576 MW)	60%	2.5							
	Nordsee Ost ¹ (Wind offshore, 295 MW)	100%	1.1							

¹ The construction schedule was revised several times in 2012 due to the delay in the offshore grid connection by TenneT. The first feed-in of electricity is now only expected by Mid 2014 and the commissioning of the wind farm is delayed at least until Q4 2014.



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 - http://www.rwe.com/web/cms/en/110614/rwe/investor-relations/events/calendar/
- Annual and Interim Reports
 http://www.rwe.com/web/cms/en/110822/rwe/investor-relations/reports/
- Investor and Analyst Conferences
 http://www.rwe.com/web/cms/en/1460144/rwe/investor-relations/events/investor-and-analyst-conferences/
- Facts & Figures The Guide to RWE and the Utility Sector as well as further fact books http://www.rwe.com/web/cms/en/114404/rwe/investor-relations/factbook/
- Consensus of analysts' estimates of RWE's key performance indicators http://www.rwe.com/web/cms/en/345802/rwe/investor-relations/shares/analyst-consensus-estimates/

