

**Statement of compliance in accordance with Sec. 161 of the German Stock**

**Corporation Act.** Following an orderly audit, the Executive and Supervisory Boards of RWE AG issued the following declaration of compliance:

RWE Aktiengesellschaft complies with all of the recommendations of the German Government Corporate Governance Code Commission issued in the July 24, 2006, version of the Code. Likewise, from the last statement of compliance on February 21, 2006, to July 24, 2006, RWE Aktiengesellschaft has complied with all of the recommendations of the version of the Code issued on July 20, 2005, and since July 25, 2006, has complied with all of the recommendations of the July 24, 2006, version of the Code.

Essen, February 21, 2007  
RWE Aktiengesellschaft

On behalf of the Supervisory Board

On behalf of the Executive Board

Dr. Thomas R. Fischer

Harry Roels

Dr. Klaus Sturany