

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

After 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 August 8, 2008, version of the Code. Likewise, from the last statement of compliance on February 20, 2008, to August 8, 2008, RWE Aktiengesellschaft has complied with all of the recommendations of the version of the Code issued on July 20, 2007, and since August 9, 2008, has complied with all of the recommendations of the August 8, 2008, version of the Code.

Essen, February 24, 2009  
RWE Aktiengesellschaft

On behalf of the Supervisory Board

Dr. Thomas R. Fischer

On behalf of the Executive Board

Dr. Jürgen Großmann      Dr. Rolf Pohlig