

The RWE shares and related financial instruments directly or indirectly held by members of the Executive and Supervisory Boards account for less than 1% of the shares issued by RWE.

We publish further information on our corporate governance practices on the internet at [www.rwe.com/investorrelations](http://www.rwe.com/investorrelations). This web page also provides access to our Articles of Incorporation, the bylaws of the Supervisory Board and the Executive Board, RWE's code of conduct, all the corporate governance reports and statements of compliance as well as the corporate governance declaration in accordance with Sec. 289a of the German Commercial Code (HGB).

**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 Government Commission of the German Corporate Governance Code issued in the August 5, 2009 version of the Code. Likewise, from the last statement of compliance on February 24, 2009 to August 5, 2009, RWE Aktiengesellschaft has complied with all of the recommendations of the version of the Code issued on August 8, 2008, and since August 6, 2009, has complied with all of the recommendations of the August 5, 2009, version of the Code.

RWE Aktiengesellschaft

On behalf of the Supervisory Board

On behalf of the Executive Board

Dr. Manfred Schneider

Dr. Jürgen Großmann Dr. Rolf Pohlig

Essen, February 23, 2010