

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

(Update of the Statement of compliance dated 14 December 2017)

After an orderly audit, the Executive Board and the Supervisory Board of RWE Aktiengesellschaft issue the following declaration of compliance:

*“RWE Aktiengesellschaft has been fully in compliance with the recommendations of the Government Commission German Corporate Governance Code (GCGC) published by the Federal Ministry of Justice in the official section of the German Federal Gazette (Bundesanzeiger) on June 12, 2015 since the last declaration on December 15, 2016. RWE Aktiengesellschaft complies with the recommendation of the latest version of the Code published on April 24, 2017 with the exception of the recommendation contained in item 4.2.3 paragraph 2, sentence 8 of the CGCG and will continue to fully comply with the recommendations.*

*Pursuant to item 4.2.3 paragraph 2, sentence 8 of the German Corporate Governance Code retroactive changes to the performance targets or comparison parameters used in determining the Executive Board's remuneration shall be excluded. On September 21, 2018 the Company's Supervisory Board resolved that the performance targets for company bonus (as part of the one-year variable compensation) for fiscal year 2018 and for tranche 2018 and 2019 of the Strategic Performance Plan (SPP) should be adjusted retroactively. Against the background of the asset swap between RWE and E.ON such an adjustment was necessary and required by stock corporation law: The present performance targets (adjusted EBIT for company bonus and adjusted net income for the SPP) were based on plans for the RWE Group. This also included innogy SE as fully consolidated subsidiary in which RWE Aktiengesellschaft holds 76.8 %. The majority stake in innogy shall be transferred to E.ON in the course of the asset swap. Therefore, the required performance targets will not be available to measure the achievement regarding the company bonus and the SPP starting fiscal year 2018. Henceforth, the performance measurement will be*

*based on RWE's figures which include innogy – deviating from the International Financial Reporting Standards (IFRS) – as a pure financial investment (so-called RWE stand-alone-figures, for further information see also page 60 of the RWE 2017 Annual Report)."*

Essen, 21 September 2018

RWE Aktiengesellschaft

On behalf of the Supervisory Board

On behalf of the Executive Board

Dr. Werner Brandt

Dr. Rolf Martin Schmitz

Dr. Markus Krebber