

RWE – Corporate Governance Declaration in accordance with Sec. 289 f and Sec. 315 d of the German Commercial Code (HGB)

Basics

The management of RWE Aktiengesellschaft (“RWE”) as well as the management of its group companies (“RWE Group”) is primarily determined by the laws that apply for the respective company, the Articles of Incorporation [<https://www.group.rwe/en/investor-relations/corporate-governance/articles-of-association?>] and – regarding the German listed companies RWE and innogy SE – by the rules set forth in the latest version of the German Corporate Governance Code.

In line with statutory regulations, RWE is subject to what is termed the “dual governance system”, which envisages the strict separation of the Executive Board of RWE as managing body and the Supervisory Board of RWE as monitoring body. The Executive and Supervisory Boards cooperate closely in the interest of the company and the group. With regard to the downstream management of the group, a distinction is to be made between the different business areas of the company. The sections conventional energy production and energy trading are primarily managed by the RWE subsidiaries RWE Generation SE, RWE Power AG and RWE Nuclear GmbH and RWE Supply & Trading GmbH which are bound by a control and profit transfer agreement with RWE and are therefore subjected to RWE Executive Board’s instructions. The management of RWE Nuclear GmbH is carried out by RWE Power AG. On the other hand, until the completion of the E.ON transaction - planned exchange of assets and business units between RWE and E.ON SE and the transfer of all RWE's innogy stake of 76.8 percent to E.ON SE - innogy SE (with its business sections renewable energies, net & infrastructure and supply) is managed as a financial participation and influence or control is only exercised through the statutory bodies which are the Supervisory Board and the Shareholders’ Meeting. The management of innogy SE as a financial participation of RWE AG, the independent management of innogy SE by its executive board as well as particular key elements of cooperation are regulated in an Agreement on Basic Principles (*Grundlagenvereinbarung*) between RWE and innogy SE.

The management of the RWE Group believes that responsible and transparent corporate governance is the basis for sustained commercial success. The guiding principles in this regard are set forth in the most up-to-date version of the German Corporate Governance Code (GCGC), which was first introduced in 2002 and which includes recommendations regarding the individual stock corporation as well as recommendations regarding the whole group. After the Board of Management and Supervisory Board of RWE AG has declared on 21 September 2018 a deviation from the recommendations of the GCGC in accordance with the paragraph. 4.2.3 paragraph 2, first sentence 8, in an update of the declaration of compliance pursuant to Section 161 of the German Stock Corporation Act (AktG) dated 14 December 2017, RWE's Board of Management and Supervisory Board have now issued the following full declaration of compliance under § 161 AktG on 12 December 2018 after dutiful examination:

“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 April 24, 2017 since the last declaration on December 15, 2016 and its update dated September 21, 2018 with the exception of the recommendation contained in item 4.2.3 paragraph 2, sentence 8 of the GCGC. Said

departure was disclosed and explained by the Company in the update dated September 21, 2018. The Company seeks to fully comply with the recommendations in the future again.

Pursuant to item 4.2.3 paragraph 2, sentence 8 of the GCGC 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. This caused a change in RWE's reporting in 2018. The parts of innogy which shall be transferred to E.ON in the course of the transaction, primarily grid- and distribution business, will be recorded and balanced in the company's balance sheet as Discontinued Operations until the transfer is effected. 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)."

On 6 November 2018, the Government Commission German Corporate Governance Code (Commission), submitted a fully revised draft of the Code for consultation. In order to make the Code leaner and more compact the code was restructured and the simple reproduction of legal texts was dispensed with. At the same time, a new category of principles, which are intended to reflect only the most important legal provisions, is to be introduced and new recommendations on the remuneration of the Executive Board and independence of the members of the Supervisory Board are to be included. Following the adoption of the final Code version by the Commission and its publication in the German Federal Gazette (Bundesanzeiger) RWE's Board of Management and Supervisory Board will deal with the implementation of new recommendations and suggestions and discuss their implementation in the company. According to the Commission, the updated Code is due to take effect in the summer of 2019.

innogy SE also complies with the Code. In its statement of compliance, innogy informs about the state of implementation of the Code as well as any deviations from this.

Earlier statements of compliance issued by RWE which are no longer valid have been posted [here](http://www.rwe.com/web/cms/en/11102/rwe/investor-relations/corporate-governance/statement-of-compliance/) [Link to earlier statements of compliance: <http://www.rwe.com/web/cms/en/11102/rwe/investor-relations/corporate-governance/statement-of-compliance/>].

Further details concerning RWE's corporate governance practice are provided in the latest [Corporate Governance Report](http://www.rwe.com/web/cms/en/511530/rwe/investor-relations/corporate-governance/corporate-governance-report/) [Link to the latest Corporate Governance Report: <http://www.rwe.com/web/cms/en/511530/rwe/investor-relations/corporate-governance/corporate-governance-report/>].

Executive Board

The Executive Board pursues its group management tasks with the aim to create lasting added value, for which it assumes responsibility. In this regard, the principle of overall responsibility applies, i.e. the members of the Executive Board share the overall responsibility for the whole management. They

develop the corporate as well as the group strategy and coordinate efforts with the Supervisory Board to ensure that it is implemented. The principles of the RWE Executive Board's cooperation have been summarised in the Rules of Procedure for the Executive Board [<http://www.rwe.com/web/cms/en/109896/rwe/investor-relations/corporate-governance/articles-of-incorporation-and-rules-of-procedures/>]. In particular, they establish the areas for which the individual Executive Board members are responsible, the affairs the rights to which are reserved by the Executive Board as a whole, the passage of resolutions, the required majorities for passing resolutions by name, and the rights and duties of the Chairman of the Executive Board. RWE's Executive Board currently consists of two members. More detailed information on the Executive Board members and the areas for which they are responsible can be found here [<http://www.rwe.com/web/cms/en/109916/rwe/investor-relations/corporate-governance/executive-board/>]. The website also provides details for what period the individual members have been appointed to the Executive Board, with the first appointment usually made for three years. This rule has also been complied with in the past. The website also contains information on mandates held by the members of the Board of Management outside RWE's Executive Board. Such mandates may only be taken over with the approval of RWE's Supervisory Board.

At its meeting on 23 June 2017, the Supervisory Board of RWE adopted according to the German law on equal opportunity staffing of managerial positions in the private and public sectors (Equal Opportunity Act) a female quota of 0% for the Executive Board for the fulfilment period ending on 30 June 2022. No other rule would have been appropriate in view of the fact that the Executive Board only has two members.

In light of the prevailing difficulties in a work environment that for the most part is technical, the Executive Board of RWE is a proponent of both ambitious and realistic goals when establishing the target ratios for the first and second management levels. Therefore, the Executive Board passed a resolution to increase the target quota for the first management level to 30% for the fulfilment period ending on 30 June 2022. The 20% female quota for the second management level takes into account the current staffing situation and the difficult environment on the job market. The first management level, referred to as n-1, comprises all of the executives shown on the organisational chart who report directly to the Executive Board and oversee employees. The second management level, referred to as n-2, comprises all of the executives shown on the organisational chart who report directly to level n-1 and oversee employees. The aforementioned assignments to the management levels solely relate to RWE and do not apply to subordinate Group companies. In the composition of Supervisory Boards and Executive Boards in the bodies of the subordinate Group companies, attention is also paid to the ambitious goals of diversity. Each Group company delivers its own report on its achievement and determination of new goals in line with the Equal Opportunity Act.

In relation to staffing the Executive Board, the Supervisory Board adopted a job profile for the members of the Executive Board which also considers the requirements regarding diversity on this corporate body, taking into account the recommendations of the German Corporate Governance Code. The Supervisory Board is of the opinion that the basic aptitude criteria applicable to searches for male and female candidates to staff a seat on the Executive Board are their professional qualifications regarding the office in question, outstanding leadership qualities, track records, and knowledge of the company. The Supervisory Board understands diversity as a criterion for reaching a decision to mainly refer to mutually complementary profiles, professional and life experience both at the national and international levels, as well as an appropriate representation of both genders. The Supervisory Board also considers the following issues when making its decisions:

- The Supervisory Board pursues the goal of achieving an appropriate female quota on the Executive Board over the medium term by staffing vacancies resulting from natural turnover.
- The Executive Board should have well-founded knowledge of the public sector – in particular of politics (to the extent relevant to the energy sector) in Germany at the municipal, state and federal levels. Corresponding expertise should also exist at the EU level and in relation to other countries that are of particular importance to RWE's business development.
- In view of RWE's international operations, the Executive Board should also be staffed with a sufficient number of people with international experience in the energy sector.
- As a whole, the Executive Board should possess many years of leadership experience in business, in particular in relation to managing companies.
- In this respect, the Executive Board should also possess the ability to develop the company's strategic orientation and see to its implementation and
- to establish and maintain an appropriate risk management and risk controlling system within the company.
- Furthermore, it is desirable for the members of the Executive Board to have special knowledge and leadership experience that is of importance to the company, taking account of its specific situation. Candidates should be proposed paying due regard to a well-balanced composition that ensures that the desired knowledge is possessed as widely as possible throughout the Executive Board.
- The desirable expertise that is missing or should be strengthened on the Executive Board should be determined before staffing an impending vacancy. Candidates having this expertise must be identified. The age limit set for Executive Board members must also be considered within the scope of succession planning. Members of the Executive Board of RWE reach the established age limit when they are 63 years old. They can be reappointed for a year at a time thereafter, but may not hold office beyond their 65th birthday.
- The Supervisory Board regularly reviews the extent to which the Executive Board members fulfil the aforementioned criteria, the composition of the Executive Board as a whole is adequate, and the targets included in the job profile are still appropriate.

The Supervisory Board chooses the individual to fill a specific seat on the Executive Board in the interests of the company and taking account of all of the circumstances applicable on a case-by-case basis.

It is essential to RWE's corporate governance that risks are handled responsibly. As a governing body, the Executive Board ensures that RWE has a professional risk management system. "Compliance" is also taken very seriously at RWE. At RWE it is particularly important, that the company legally acts "cleanly." This means, of course, first and foremost that any entrepreneurial activity is within the scope of the legal requirements. RWE has maintained a comprehensive "Compliance Management System" for years. More information on this can be found in the CR report, the new issue of which will be published in April 2019 and can be accessed on the Internet under www.rwe.com/CR-Bericht. Notices of any violations of the law may be communicated to supervisors or compliance officers through various channels. In addition, it is possible to contact an independent external lawyer. This contact is not only available to employees, but also takes hints from people outside the company, such as business partners.

For RWE, however, "Compliance" also means adhering to ethical principles to which the company has voluntarily submitted to itself. The rules in the Group-wide [RWE Code of Conduct](#) [[Link to the RWE Code of Conduct](#)]:

<http://www.rwe.com/web/cms/mediablob/en/2700134/data/109932/2/rwe/investor-relations/corporate-governance/code-of-conduct/Download-RWE-Code-of-Conduct.pdf>] from 2005 are crucial in this context. The principles of this Code are closely aligned to those of the United Nations Global Compact and form the basis for the responsible and lawful action of the RWE Group. The broad outlines of the compliance management system at RWE are reported on www.rwe.com/compliance and in the CR report.

The Executive Board regularly, promptly and comprehensively informs the Supervisory Board of all issues related to business performance that are material to the RWE Group, major transactions as well as the latest earnings situation along with the company's risk position, risk management and "Compliance". Deviations in the business trend from preceding forecasts and targets are commented and reasoned in detail.

The system of **executive compensation** is in line with the German Corporate Governance Codex as well as the way RWE reports on it. In order to better assess the adequacy of the remuneration of the Executive Board, RWE has used the services of the independent consulting firm hkp///group. At the Annual General Meeting on 27 April 2017, RWE had shareholders vote on the approval of the remuneration system ("Say on Pay"). Approval of 81.25% of the capital represented was obtained. Details of the Executive Board remuneration system can be found in the remuneration report in the 2018 Annual Report from March 2019.

Supervisory Board

RWE's Supervisory Board consists of 20 members and is staffed by an equal number of shareholder and employee representatives, in line with the German Co-Determination Act (MitbestG). The RWE website provides information on the members of the Supervisory Board and their CVs [<http://www.rwe.com/web/cms/en/109918/rwe/investor-relations/corporate-governance/supervisory-board/>].

The Supervisory Board has decided to create a Supervisory Board competency profile and a job profile for the members of the Supervisory Board of RWE in order to ensure the orderly composition of the Supervisory Board and an orderly selection process applying objective competency and demand criteria to the election and court-ordered appointment of members to the Supervisory Board of RWE. Furthermore, the Rules of Procedure of the Supervisory Board include an age limit for the members of the Supervisory Board. It stipulates that the tenure of Supervisory Board members may not extend beyond the end of the Annual General Meeting following their 72nd birthday. These provisions aim to ensure that the Supervisory Board is staffed in a way that ensures its qualified monitoring and advice, as required by the German Stock Corporation Act and the German Corporate Governance Code. For every aspect of Supervisory Board activity, there is at least one expert Supervisory Board member who is available as a contact so that, on the whole, the Supervisory Board possesses all the know-how and experience required. However, certain indispensable general knowledge and experience is required of every Supervisory Board member.

The competency and job profile that the Supervisory Board adopted at its meeting on 12 December 2011 in view of the recommendation of the German Corporate Governance Code and has since been refined – most recently in its session on 12 December 2018 – contains in particular the demands placed on the diversity and composition of the corporate body and thus constitutes the definitive concept for **diversity on the Supervisory Board**. Even before the German law on equal opportunity staffing of managerial positions in the private and public sectors (Equal Opportunity Act) came into

force, the Supervisory Board of RWE set itself the goal of increasing the share of the Supervisory Board members accounted for by women to 30%. The gender quota of 30% that became mandatory once the law was enacted was met for the first time in the Supervisory Board elections in 2016. The Supervisory Board aims to maintain a female quota of at least 30% on the Supervisory Board. The result of self-assessments of the Supervisory Board members confirms that the Supervisory Board of RWE has the expertise and experience required to perform this ambitious task on the basis of the current competency and job profile. **The competency and job profile** has recently been supplemented by requirements in the area of digitization. It comprises the following elements:

- The tenure of members of the Supervisory Board shall not exceed 15 years for a sufficient number of candidates, without this having legal ramifications for the eligibility of employee representatives to being elected.
- At least 12 of the 20 Supervisory Board members should be independent, with at least 6 of the independent members being shareholder representatives.
- In addition to the general demands placed in respect of training, reliability, professional experience and expertise, Supervisory Board members should fulfil the following requirements or acquire these capabilities if they exceed the minimum standard prescribed by the German Stock Corporation Act:
 - General knowledge of the RWE Group's business fields as well as the associated market environment, customer needs and strategic orientation;
 - Ability to understand and assess the reports submitted to the Supervisory Board and to draw their own conclusions from them;
 - Ability to assess the correctness, economic viability, purpose and legality of business decisions up for evaluation;
- The following matters, which must also be covered by the corporate body as a whole, are extremely relevant with respect to the expertise required of individual Supervisory Board members:
 - Appropriate personal expertise relating to the energy sector, knowledge of its political significance and the interplay of different stakeholder interests in relation to the sector,
 - Leadership experience,
 - Profound knowledge of the public sector,
 - International experience in the energy sector, knowledge of its international standing and national and international interests in the sector,
 - Appropriate expertise in matters of codetermination,
 - Expertise in the fields of accounting and financial statement audits must be possessed by at least one independent Supervisory Board member,
 - Skills and experience specific to applying accounting standards and internal control processes must be possessed by the Chairman of the Audit Committee. In addition, the Chairman must also be independent and may not have been a member of the company's Executive Board with a tenure ending less than two years ago.
 - Adequate expertise in the field of digitisation.

The Supervisory Board advises the Executive Board in managing the company as well as the group and monitors its activity. It appoints and dismisses the members of the Executive Board of RWE, determines the compensation system for Executive Board members, and establishes the total compensation for each of them. It is involved in all decisions that are of fundamental importance to RWE or RWE Group, provided they do not fall in the responsibility of the independent management of innogy SE. The principles of the RWE Supervisory Board's cooperation have been summarised in

the Rules of Procedure for the Supervisory Board

[<http://www.rwe.com/web/cms/mediablob/en/109872/data/109896/19/rwe/investor-relations/corporate-governance/articles-of-incorporation-and-rules-of-procedures/RWE-Supervisory-Board-Rules-of-Procedure.pdf>]. Among other things, they stipulate the formation of committees. RWE has six permanent committees at present: the Executive Committee, the Mediation Committee in accordance with Sec. 27, Paragraph 3 of the German Co-Determination Act (MitbestG), the Personnel Affairs Committee, the Audit Committee, the Strategy Committee and the Nomination Committee. The committees' tasks and compositions are set forth in detail in Article 10 et seqq. of the Rules of Procedure for the Supervisory Board. The names of the committee members are provided here [<http://www.rwe.com/web/cms/en/207234/rwe/investor-relations/corporate-governance/supervisory-board/supervisory-board-committees/>]. Committee chairmen regularly report to the Supervisory Board on the committees' work. In addition, both shareholder and employee representatives regularly hold separate meetings before the Supervisory Board meetings.

In addition, the Articles of Incorporation of RWE

[<http://www.rwe.com/web/cms/mediablob/en/109868/data/109896/13/rwe/investor-relations/corporate-governance/articles-of-incorporation-and-rules-of-procedures/14-05-14-RWE-AG-Articles-of-Incorporation.pdf>] (Art. 7) and the Rules of Procedure for the Supervisory Board (Art. 8) include a list of transactions for which RWE's Executive Board requires the RWE's Supervisory Board approval. Due to the Rules of Procedure for the Supervisory Board (Art. 8 sec. 3), this reservation for certain transactions also applies if the Executive Board of RWE is involved in these transactions regarding affiliated companies by way of instructions, approvals, voting or in any other way. Anyway, the aforementioned does not apply for innogy SE which is managed as a financial participation. Pursuant to the regulations of the Agreement on Basic Principles (*Grundlagenvereinbarung*) between RWE and innogy SE, investment decisions as well as questions regarding capital market allocation are in the sole responsibility of innogy SE and do not require RWE's Executive Board approval. Also the group wide list of transactions for which the RWE's Supervisory Board approval is required (Art. 8 sec. 3) does not apply for transactions regarding innogy SE and its affiliated companies.

Further details on the specifics of the work done by the Supervisory Board and its committees are included in the latest Supervisory Board Report

[<http://www.rwe.com/web/cms/en/109918/rwe/investor-relations/corporate-governance/supervisory-board/>].

The members of the Supervisory Board are required to take on their own responsibility the training and development measures required to perform their duties. This has always been the case in the past. They are supported by the company. For example, RWE regularly organises "information forums", where the members of the Supervisory Board can be trained in the topics that are important to them. The Supervisory Board regularly reviews the efficiency of its work.

The **compensation of the Supervisory Board** is governed by the Articles of Association of RWE. Accordingly, the Chairman of the Supervisory Board is entitled to a fixed compensation of € 300 thousand per fiscal year. His deputy will be granted € 200 thousand. The other members of the Supervisory Board receive € 100 thousand and, in addition, receive compensation for committee activities. In addition, the members of the Supervisory Board have issued a voluntary commitment that they will use a quarter of their fixed compensation - if this is not paid - to acquire RWE shares and hold the shares while they are on the Supervisory Board. The members of the Management Board and Supervisory Board are required to inform the public when they buy or sell RWE shares. Acquisitions were reported in 2018 only by members of the Supervisory Board; There were no announcements of

sales. Their RWE share purchases last year largely served to honor this commitment. Details on this and information on the remuneration received by the individual members of the Supervisory Board are provided in the RWE compensation report in the 2018 Annual Report.

Accounting and Auditing

RWE also produces quarterly reports in addition to the annual and semi-annual financial statements. The consolidated financial statements and the interim reports comply with International Financial Reporting Standards (IFRS) and are published within the deadlines set out in section 7.1.2 GCGC. The individual financial statements of RWE relevant for the dividend payment are prepared in accordance with the provisions of the German Commercial Code (HGB).

In addition to the financial reporting, RWE has also been producing a detailed CR report (Corporate Social Responsibility) every year since the financial year 2017. This report also meets the requirements of the Non-Financial Statement and the Sustainability Report and is published on our website.

The Audit Committee oversees the audit, the independence of the auditor and the additional services provided by the auditor. It prepares the proposal for the election of the auditor to the Annual General Meeting by issuing a recommendation, issuing the audit assignment, agreeing on additional audit priorities and the fee of the auditor.

The auditor is elected by the Annual General Meeting for one financial year in accordance with the legal requirements. Last year, the Annual General Meeting of RWE appointed PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft as auditor for 2018 on the proposal of the Supervisory Board. In order to comply with the legal requirements and rotation obligations under Sections 319 and 319a of the German Commercial Code (HGB), RWE may commission PwC for the last time for the financial year 2023 with the audit. In addition, PwC also uses internal rotation procedures to ensure that the audit procedures are conducted at the required distance from the company.

Before the Supervisory Board appoints the auditor, the Supervisory Board seeks a declaration as to whether and to what extent there are business, financial, personal or other relationships between the audit firm, its statutory bodies and audit managers on the one hand and the audited RWE companies and their statutory bodies on the other hand can justify the independence of the auditor. According to an agreement, the auditor must also inform the chairman of the audit committee without delay if circumstances arise during the audit that give rise to suspicion or exclusion of the auditor and cannot be remedied immediately. He also undertakes to report to the Supervisory Board on all matters of importance for the duties of which he becomes aware during the audit. In addition, the auditor must inform the Supervisory Board or record it in the audit report if it finds facts that contradict the company's declaration of compliance.

Even during the audit, the Chairman of the Audit Committee of the Supervisory Board is in constant contact with the auditor and regularly discusses the contents of the audit. The details of the fees paid to the auditor in the financial year 2018 will be published in the 2018 Annual Report. If the percentage of non-audit fees exceeds 30% of the total fee, this is also shown there.

Shareholders and Annual General Meeting

The shareholders of RWE exercise their rights mainly through questions and resolutions at the Annual General Meeting. Each ordinary share grants one vote, while the preference shares are non-voting.

Every shareholder has the right to submit a counter-motion in the General Meeting with reasons for the proposals of the Management Board and / or the Supervisory Board regarding a specific item on the agenda. Shareholders whose shares together reach the 20th part of the share capital or the pro rata amount of € 500,000 may request that items be put on the agenda and published. The head of the Annual General Meeting endeavors to limit the duration of the event to six hours. Since there are always many speeches, this goal could not be met in recent years. RWE will provide the invitation to the Annual General Meeting together with the required documents and reports on the Internet at www.rwe.com/generalmeeting. Shareholders of RWE may also exercise their voting rights by delegating it to voting proxies of the Company. In addition, they may make use of the internet-based system for the transmission of proxies and instructions before and during the Annual General Meeting. The Annual General Meeting will be broadcast live on the Internet until the beginning of the general debate.

The Annual General Meeting also decides at regular intervals on the approval of a new compensation system for Executive Board members ("Say on Pay"). The following Annual General Meeting on April 27, 2017, voted on and approved the change in the compensation system in the financial year 2016.

In case of structural measures, RWE orients itself to the legal requirements for convening a general meeting. The convening of a general meeting in the takeover case is not intended per se. However, this would be decided on an individual basis.

All material information concerning the company's situation, such as press releases, ad-hoc and voting rights announcements, all financial reports and the financial calendar is published on RWE's website. The publication of the business results will also be accompanied by an investor and analyst conference call. In 2018, a Capital Markets Day also took place in London. In addition, executives participate in roadshows and conferences. In accordance with the recommendations of the German Corporate Governance Code, the Chairman of the Supervisory Board is regularly available to investors for discussions on topics specific to the Supervisory Board.

The Executive Board and the Supervisory Board also dealt with the dual mandates in the Group, which result from the fact that a member of the Executive Board of RWE AG and members of the Supervisory Board of RWE AG are also represented on the Supervisory Board of innogy SE. In the 2018 financial year two of the members, both of which are members of the Supervisory Board of RWE AG and of the Supervisory Board of innogy SE, did not receive preparatory meeting documents with regard to decisions concerning the sale of shares of RWE AG in innogy SE. They were excluded from this consultation and decisions. Likewise, the member of the Executive Board of RWE AG, which has a seat on the Supervisory Board of innogy SE, has not received any documents or participated in consultations and resolutions in the Supervisory Board of innogy SE concerning this transaction. In financial year 2018, no further resolutions were passed which led to actual conflicts of interest. In addition, no contracts were concluded between members of the Supervisory Board and RWE AG. The memberships of Management Board members and Supervisory Board members in other bodies are transparently disclosed in the presentation of the statutory bodies in the RWE Annual Report 2018. Transactions with related parties are the subject of financial reporting.

Essen, February 2019
RWE Aktiengesellschaft
The Executive Board