

# INVITATION

to the Annual General Meeting  
of RWE Aktiengesellschaft  
on Thursday, 27 April 2017



# RWE AKTIENGESELLSCHAFT ESSEN

International Securities Identification Numbers (ISIN):

DE 0007037129

DE 0007037145

## INVITATION TO THE ANNUAL GENERAL MEETING

Dear Shareholders,

We hereby invite you to attend our Ordinary Annual General Meeting, which shall convene at 10:00 a.m. on Thursday, 27 April 2017 in the Grugahalle on Norbertstraße 2 in Essen, 45131 Essen, Germany.

## AGENDA

1. **Presentation of the approved financial statements of RWE Aktiengesellschaft and the Group for the financial year ended 31 December 2016, with the combined review of operations of RWE Aktiengesellschaft and the Group and the Supervisory Board report for fiscal 2016**

The Supervisory Board approved the financial statements of RWE Aktiengesellschaft and the Group prepared by the Executive Board. The financial statements of RWE Aktiengesellschaft are thus adopted in accordance with Section 172, Sentence 1 of the German Stock Corporation Act. There is thus no need for a resolution to be passed by the Annual General Meeting.

2. **Appropriation of distributable profit**

The Executive Board and the Supervisory Board propose that RWE Aktiengesellschaft's distributable profit for fiscal 2016 be appropriated as follows:

|  |       |              |
|--|-------|--------------|
| Payment of a dividend of EUR 0.13 per dividend-bearing preferred share | = EUR | 5,070,000.00 |
| No dividend will be paid for common shares.                            |       |              |
| Profit carryforward  | = EUR | 24,771.07    |
|  |       | <hr/>        |
| Distributable profit   | = EUR | 5,094,771.07 |

Since 1 January 2017, a right of the shareholders to the dividend will become due on the third business day following the Annual General Meeting (Section 58, Paragraph 4, Sentence 2 of the German Stock Corporation Act).

**3. Approval of the Acts of the Executive Board for fiscal 2016**

The Executive Board and the Supervisory Board propose that the Executive Board be granted approval for its acts in fiscal 2016.

**4. Approval of the Acts of the Supervisory Board for fiscal 2016**

The Executive Board and the Supervisory Board propose that the Supervisory Board be granted approval for its acts in fiscal 2016.

**5. Approval of the system for compensating the members of the Executive Board**

Pursuant to Section 120, Paragraph 4 of the German Stock Corporation Act, the Annual General Meeting may pass a resolution on the approval of the system for compensating the members of the Executive Board. At its meeting on 16 September 2016, the Supervisory Board adopted a new compensation system for the Executive Board with effect from 1 October 2016. The system for compensating the members of the Executive Board, which is in force since 1 October 2016, is described in detail in the compensation report, which can be found on pages 62 to 71 of the 2016 Annual Report of RWE AG. The Annual Report is available at [www.rwe.com](http://www.rwe.com) ("Annual General Meeting 2017") and will be available for inspection at the Annual General Meeting.

The compensation system shall be submitted to the Annual General Meeting for endorsement.

The Executive Board and the Supervisory Board propose that the following resolution be passed:

The system for compensating the members of the Executive Board described in the compensation report and in force since 1 October 2016 shall be endorsed.

**6. Appointment of the auditors for fiscal 2017**

Based on the recommendation of the Audit Committee, the Supervisory Board proposes that

PricewaterhouseCoopers GmbH  
Wirtschaftsprüfungsgesellschaft,  
Frankfurt am Main,  
Zweigniederlassung Essen,

be appointed auditors for fiscal 2017.

**7. Appointment of the auditors for the audit-like review of the financial report for the first half of 2017 and of the quarterly reports for 2017**

Based on the recommendation of the Audit Committee, the Supervisory Board proposes that

PricewaterhouseCoopers GmbH  
Wirtschaftsprüfungsgesellschaft,  
Frankfurt am Main,  
Zweigniederlassung Essen,

be commissioned to conduct the audit-like review of the condensed financial statements and the interim reviews of operations, which are part of the financial report for the first half of 2017 and of the quarterly reports for 2017.

## 8. By-elections to the Supervisory Board

Ms. Maria van der Hoeven resigned from the Supervisory Board with effect from the end of the day on 14 October 2016. On 10 October 2016, the Essen District Court appointed Ms. Mag. Dr. h.c. Monika Kircher in place of Ms. van der Hoeven as a member of the Supervisory Board representing the shareholders in accordance with Section 104, Paragraph 2 and Paragraph 3, Item 2 of the German Stock Corporation Act.

Furthermore, Ms. Martina Koederitz will resign from the Supervisory Board before the Annual General Meeting. The Executive Board reserves the right to file an application with the Essen District Court to appoint Ms. Ute Gerbaulet to the Supervisory Board in place of Ms. Koederitz in accordance with Section 104, Paragraph 2 and Paragraph 3, Item 2 of the German Stock Corporation Act as a member representing the shareholders.

The court appointment of Ms. Kircher as a member of the Supervisory Board representing the shareholders is to be replaced by an election by the Annual General Meeting. The same applies to Ms. Gerbaulet in the event of a court appointment before the Annual General Meeting.

In accordance with Section 96, Paragraph 1 and Section 101, Paragraph 1 of the German Stock Corporation Act, Section 7, Paragraph 1, Sentence 1, Item 3 of the German Co-Determination Act and Section 8, Paragraph 1 of the Articles of Association, the Supervisory Board is composed of ten members elected by the Annual General Meeting and ten members elected by the employees.

Pursuant to Section 96, Paragraph 2 of the German Stock Corporation Act, at least 30% of the seats on the Supervisory Board, corresponding to at least six seats, must be staffed with women, and at least 30%, corresponding to at least six additional seats, must be staffed with men. The fulfilment of the minimum staffing requirements for the Supervisory Board as a corporate body as a whole (overall fulfilment) has been opposed by the shareholder representatives. In consequence, the minimum requirement of 30% women and 30% men applicable to the elections must be fulfilled both by the shareholders and the employees separately. Therefore, at least three seats must be staffed with women and three seats must be staffed with men by both the shareholders and the employees separately. Since the seats of the women who have left the Supervisory Board are to be staffed by women again, the gender quota will not be affected by these by-elections.

a) The Supervisory Board proposes that

Ms. Mag. Dr. h.c. Monika Kircher, Pörtschach (Austria), Senior Director Industrial Affairs of Infineon Technologies Austria AG,

be elected to the Supervisory Board as a member of the Supervisory Board representing the shareholders with effect from the end of this Annual General Meeting until the end of the Annual General Meeting that passes a resolution on the approval of the acts of the Supervisory Board in fiscal 2020.

Ms. Mag. Dr. h.c. Kircher is a member of the following other mandatory supervisory boards or comparable domestic and foreign supervisory bodies of commercial enterprises:

- › Austrian Airlines AG
- › Siemens AG Österreich
- › Andritz AG
- › Kärntner Energieholding Beteiligungs GmbH  
(Vorsitz)
- › KELAG-Kärntner Elektrizitäts-AG

b) The Supervisory Board proposes that

Ms. Ute Gerbaulet, Dusseldorf,  
General Partner, Bankhaus Lampe KG,

be elected to the Supervisory Board as a member of the Supervisory Board representing the shareholders with effect from the end of this Annual General Meeting until the end of the Annual General Meeting that passes a resolution on the approval of the acts of the Supervisory Board in fiscal 2020.

Ms. Gerbaulet is a member of the following other mandatory supervisory boards or comparable domestic and foreign supervisory bodies of commercial enterprises:

- › Gerry Weber AG
- › NRW.Bank

The aforementioned electoral proposals are based on the recommendations of the Nomination Committee and take account of the goals adopted by the Supervisory Board in respect of its composition.

In accordance with Item 5.4.1, Paragraph 4 of the German Corporate Governance Code, the Supervisory Board ascertained that the candidates proposed for election to the Supervisory Board are capable of dedicating the



expected amount of time to their respective offices on the Supervisory Board.

Based on the Supervisory Board's assessment, there are no material personal or business relations as defined by Item 5.4.1 Paragraphs 5 – 7 of the German Corporate Governance Code between the proposed candidates and RWE Aktiengesellschaft, its Group companies, the corporate bodies of RWE Aktiengesellschaft or a shareholder with a material stake in RWE Aktiengesellschaft.

**9. Approval of the conclusion of a Control and Profit and Loss Pooling Agreement**

On 12 December 2016, RWE Downstream Beteiligungs GmbH, a direct subsidiary wholly owned by RWE Aktiengesellschaft, and RWE Aktiengesellschaft concluded a control and profit- and loss-pooling agreement.

The Executive Board and the Supervisory Board propose that the following resolutions be passed:

The control and profit- and loss-pooling agreement dated 12 December 2016 between RWE Aktiengesellschaft as controlling company and RWE Downstream Beteiligungs GmbH as controlled company is hereby approved.

The control and profit- and loss-pooling agreement (referred to as "the Agreement" hereinafter) is primarily being concluded to establish an income tax group. The Agreement's main contents are:

- › RWE Downstream Beteiligungs GmbH places the management of its company under RWE Aktienge-

sellschaft. Accordingly, RWE Aktiengesellschaft shall be entitled to issue the Board of Directors of RWE Downstream Beteiligungs GmbH instructions pertaining to the management of the latter.

- › RWE Downstream Beteiligungs GmbH undertakes to transfer its entire profit to RWE Aktiengesellschaft. Subject to the accrual or reversal of provisions according to the rules set out herein below, net income generated without transferring profits, less any loss carryforward from the preceding year and any amounts barred from payment pursuant to Section 268, Paragraph 8 of the German Commercial Code, shall be transferred to RWE Aktiengesellschaft.

Subject to the approval of RWE Aktiengesellschaft, RWE Downstream Beteiligungs GmbH may transfer amounts from net income to other retained earnings to the extent permissible under German commercial law and economically justified based on sound commercial reasoning. Other retained earnings accrued during the term of the Agreement in accordance with Section 272, Paragraph 3 of the German Commercial Code shall be reversed on request from RWE Aktiengesellschaft and used to offset a net loss or be transferred as profit. This shall not affect the transfer of amounts from the reversal of other retained earnings in accordance with Section 272, Paragraph 3 of the German Commercial Code accrued before the beginning of the term of the Agreement.

The provisions of Section 301 in the currently valid version of German Stock Corporation Act shall be applied accordingly.

The profit transfer obligation shall take effect for the first time for the entire profit of RWE Downstream Beteiligungs for the fiscal year starting on 1 January 2017. If the entry of this Agreement in the Commercial Register of RWE Downstream Beteiligungs GmbH does not occur by the end of the day on 31 December 2017, the obligation shall take effect for the first time for the entire profit of RWE Downstream Beteiligungs GmbH for the fiscal year starting in the year of entry in the Commercial Register.

- › In compliance with the applicable provisions of Section 302 in the currently valid version of the German Stock Corporation Act, RWE Aktiengesellschaft is obligated to assume the losses of RWE Downstream Beteiligungs GmbH.
- › The Agreement was concluded subject to the approval of the Shareholders' Meeting of RWE Downstream Beteiligungs GmbH and the Annual General Meeting of RWE Aktiengesellschaft. The Shareholders' Meeting of RWE Downstream Beteiligungs GmbH approved the Agreement on 14 December 2016.

The Agreement shall enter into force upon its entry into the Commercial Register of RWE Downstream Beteiligungs GmbH and shall be valid retroactively – with the exception of the aforementioned right to issue instructions of RWE Aktiengesellschaft – from the beginning of the fiscal year of RWE Downstream Beteiligungs GmbH to which the profit transfer obligation applies for the first time in accordance with the preceding provisions.

The Agreement shall be firmly concluded for the period ending five years after the beginning of the fiscal year of RWE Downstream Beteiligungs GmbH to which the profit transfer obligation applies for the first time in accordance with the provisions of the Agreement. If RWE Downstream Beteiligungs GmbH introduces a fiscal year that deviates from the calendar year, the term of the Agreement shall be extended until the end of the fiscal year running at the end of the fixed term. The Agreement shall be extended in unamended form by a year unless it is terminated by one of the contracting parties no later than six months before its expiry.

This shall not affect the right of termination for good cause. RWE Aktiengesellschaft shall be entitled to terminate the Agreement for good cause especially if it ceases to hold a majority stake in RWE Downstream Beteiligungs GmbH or has undertaken to relinquish its majority stake. The termination may be made without giving notice, effective from any point in time between the assumption of the obligation and transfer, or effective from the end of the fiscal year of RWE Downstream Beteiligungs GmbH running when the transfer obligation is assumed, or upon transfer.

The Agreement has been set out in more detail and reasoned in the joint report of the Executive Board of RWE Aktiengesellschaft and the Board of Directors of RWE Downstream Beteiligungs GmbH in accordance with Section 293a, Paragraph 1 of the German Stock Corporation Act.

## NUMBER OF SHARES AND VOTING RIGHTS

At the point in time of the convocation, the company's capital stock was divided among 614,745,499 shares. Of these, 575,745,499 are common shares granting 575,745,499 voting rights, and 39,000,000 are preferred shares without voting rights.

Only holders of common shares are entitled to vote on the aforementioned items of the agenda.

# ATTENDANCE AT THE ANNUAL GENERAL MEETING AND EXERCISE OF VOTING RIGHTS

Shareholders who want to attend the Annual General Meeting and exercise their voting rights must send their registration to the following address no later than 24:00 hours CEST on 20 April 2017

RWE Aktiengesellschaft  
c/o Commerzbank AG  
GS-MO 3.1.1 General Meetings  
60261 Frankfurt am Main  
Germany  
(facsimile: +49 69 136 26351)

or via e-mail to:

[hv-eintrittskarten@commerzbank.com](mailto:hv-eintrittskarten@commerzbank.com)

The shareholders must also prove that they are authorised to attend the Annual General Meeting and to exercise voting rights. This requires furnishing special proof of their share ownership to the company through a collective security deposit bank, reflecting that they were shareholders of the company at the beginning of the day on 6 April 2017, i.e. at 0:00 hours CEST ("record date"). Analogously to the registration, proof of share ownership in the company must be received at the address listed above no later than 24:00 hours CEST on 20 April 2017. The registration and proof of share ownership must be in text form in German or English.

From the company's perspective, only individuals who have furnished special proof of share ownership by the deadline shall be considered shareholders with respect to attendance at the Annual General Meeting and the exercise of voting rights. Attendance entitlement and the scope of voting rights shall be solely based on the share ownership on the record date. The record date is not equivalent to a ban on the sale of

share ownership. Even in the event of a full or partial sale of share ownership after the record date, attendance entitlement and the scope of voting rights shall only be based on the shareholder's share ownership on the record date; i.e. sales of shares after the record date shall not affect attendance entitlement or the scope of voting rights. The same applies to purchases of shares and increases in share ownership after the record date. Individuals who do not own shares on the record date and only become shareholders thereafter shall not be entitled to attend or exercise voting rights if they have not obtained proxy rights or an authorisation to exercise rights.

Shareholders who request an admission ticket for the Annual General Meeting from a custodian institution on time do not need to do anything else. In such cases, registration and proof of share ownership shall be handled by the custodian bank.

## AUTHORISING A THIRD PARTY

Shareholders may have their voting and other rights exercised by a proxy such as a bank, a shareholder association or another third party by issuing a corresponding authorisation. A registration and proof of share ownership must be submitted before the appropriate deadline according to the aforementioned provisions in this case as well.

As a rule, the issuance, revocation and proof of authorisations vis-à-vis the company must be in text form. Banks, shareholder associations, and equivalent institutes, companies or individuals as defined by Section 135, Paragraphs 8 and 10 of the German Stock Corporation Act may have different rules governing the form requirements of their own authorisations. According to German law, in these cases, the authorisation must be given to a certain proxy and the proxy must maintain documented proof of the authorisation; in addition, the authorisation must be complete and may only contain statements in relation to the exercise of voting rights. Therefore, in such cases we request shareholders to agree with the intended proxy on the form of the authorisation.

Shareholders who wish to authorise a different proxy are requested to issue the authorisation using the form provided for this by the company. It is on the back of the admission ticket (“Vollmacht an Dritte” [“Proxy to a third party”]) marked with an A) which shareholders who request an admission ticket in good time are sent by their depository institution. In this case, the completed proxy form must be presented at one of the registration counters by the authorised individual together with the corresponding admission ticket on the day of the Annual General Meeting.



In addition, authorisations may be issued electronically via the internet both before and during the Annual General Meeting, but no later than when the votes commence. Shareholders can gain access via the company's website at [www.rwe.com](http://www.rwe.com). By clicking the link "Annual General Meeting 2017" shareholders are directed to the web-based authorisation system. The information included on the admission ticket is required to issue an authorisation electronically. The aforementioned explanations also apply to revocations of authorisations.

## AUTHORISING A PROXY APPOINTED BY THE COMPANY

Moreover, we are affording shareholders the opportunity to be represented by a proxy appointed by the company – Ms. Judith Asiama or Ms. Sabina Mathur, both from RWE Supply & Trading GmbH – once again this year. Such proxies must be given authorisation and instructions regarding the exercise of voting rights to this end. These proxies are obliged to cast votes in accordance with the instructions they are given.

Authorisations and voting right instructions may be given to a proxy appointed by the company using the form designed for this purpose (“Vollmacht an von der RWE AG benannte Stimmrechtsvertreter” [“Authorisation given to proxies appointed by RWE AG”]) marked with a B) located at the back of the admission ticket. In such cases, the admission ticket and the completed authorisation form B must be sent to the following address no later than the end of the day on 25 April 2017 (the date and time of receipt being decisive):

RWE Aktiengesellschaft  
c/o Computershare Operations Center  
80249 Munich  
Germany  
E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)  
Facsimile: +49 89 30903-74675

In addition, proxies appointed by the company may also be authorised via the internet and given instructions via the internet both before and during the Annual General Meeting, but no later than when the votes commence. Shareholders can gain access via the company’s website at [www.rwe.com](http://www.rwe.com). By clicking the link “Annual General Meeting 2017” shareholders are directed to the web-based authorisation and instruction system. The information included on the admission ticket is required to make use of this system. The aforementioned explanations also apply to revocations of authorisations and instructions.

Shareholders attending the Annual General Meeting in person or by a third party may arrange to be represented by a proxy appointed by the company during votes by giving them authorisation and instructions at the counters marked "Stimmrechtsvertretung" ("Proxy Voting") in the foyer or at the exit. Shareholders may avail themselves of this option regardless of whether they intend to remain at the Annual General Meeting or leave thereafter.

The punctual registration of the shareholder and proof of share ownership in accordance with the preceding provisions are also required in order to give authorisations to a proxy.

## STATEMENT OF SHAREHOLDER RIGHTS PURSUANT TO SECTION 122, PARAGRAPH 2; SECTION 126, PARAGRAPH 1; SECTION 127 AND SECTION 131, PARAGRAPH 1 OF THE GERMAN STOCK CORPORATION ACT

### Requests for supplements (Section 122, Paragraph 2 of the German Stock Corporation Act)

Shareholders with a total share ownership accounting for one twentieth of the company's capital stock or EUR 500,000 may request the inclusion and announcement of items on the Agenda. Every item added must be accompanied with grounds or a draft resolution.

Requests for supplements must be addressed to the company's Executive Board and received by the company in writing at least 30 days before the Annual General Meeting, not including the date of receipt or the day of the Annual General Meeting. The last admissible date of receipt is thus 24:00 hours CEST on Monday, 27 March 2017. Requests for supplements received after this deadline shall not be considered.

Requests for supplements shall only be considered if applicants prove that they have owned the shares in relation to the minimum shareholding at least 90 days prior to the date on which the request for the supplement has been received and that they will hold the shares until the Executive Board decides on the request for a supplement (cf. Section 122, Paragraph 2, Sentence 1 in conjunction with Section 122, Paragraph 1, Sentence 3 of the German Stock Corporation Act).

We kindly request that requests for supplements be communicated to the following address:

RWE Aktiengesellschaft  
Legal  
Opernplatz 1  
45128 Essen  
Germany

or in electronic form pursuant to Section 126a of the German Civil Code via e-mail to:  
HV2017.Ergaenzungsantraege@rwe.com

### **Shareholder motions (Section 126, Paragraph 1 of the German Stock Corporation Act)**

Every shareholder has the right to file reasoned countermotions against proposals made by the Executive Board and/or the Supervisory Board on any item on the Agenda. Countermotions received by the company at the address indicated below at least 14 days before the Annual General Meeting, not including the date of receipt or the day of the Annual General Meeting, namely no later than 24:00 hours CEST on Wednesday, 12 April 2017, shall be made accessible via the [www.rwe.com](http://www.rwe.com) website ("Annual General Meeting 2017") along with the shareholder's name, the grounds, and possibly a statement by management (cf. Section 126, Paragraph 1, Sentence 3 of the German Stock Corporation Act).

Section 126, Paragraph 2 of the German Stock Corporation Act states reasons why certain countermotions and the grounds therefor need not be made accessible. These reasons are described on the company's website at [www.rwe.com](http://www.rwe.com) ("Annual General Meeting 2017").

Countermotions (along with their grounds) must be sent to the following address:

RWE Aktiengesellschaft  
Legal  
Opernplatz 1  
45128 Essen  
Germany

or via facsimile: +49 201 12-16 640

or via e-mail to:

HV2017.Antraege@rwe.com

Counter motions sent to other addresses shall not be considered.

The right of every shareholder to file counter motions against any of the items on the Agenda during the Annual General Meeting without having sent them to the company in advance or before the deadline shall remain unaffected by this.

#### **Nomination of candidates by shareholders (Section 127 of the German Stock Corporation Act)**

Every shareholder has the right to nominate candidates for the election of the Supervisory Board (Item 8) or of the auditors (Items 6 and 7 of the Agenda) during the Annual General Meeting.

Candidate nominations by shareholders received by the company at the address indicated below at least 14 days before the Annual General Meeting, not including the date of receipt or the day of the Annual General Meeting, namely no later than 24:00 hours CEST on Wednesday, 12 April 2017, shall be made accessible via the [www.rwe.com](http://www.rwe.com) website ("Annual General Meeting 2017") along with the shareholder's name, the grounds, and possibly a statement by management. Candidate nominations shall only be made accessible if they include the name, current profession and domicile of the nominated candidate and, in case of nominations for the Supervisory Board, information on their membership in other statutory supervisory boards (cf. Section 127, Sentence 3 in conjunction with Section 124, Paragraph 3, Sentence 4 and Section 125,

Paragraph 1, Sentence 5 1st half sentence of the German Stock Corporation Act). Unlike counter motions as defined by Section 126, Paragraph 1 of the German Stock Corporation Act, candidate nominations need not be reasoned.

Pursuant to Section 127, Sentence 1 in conjunction with Section 126, Paragraph 2 of the German Stock Corporation Act, there are additional reasons why candidate nominations need not be made accessible in certain cases. These reasons are described on the company's website at [www.rwe.com](http://www.rwe.com) ("Annual General Meeting 2017").

Candidate nominations must be sent to the following address:

RWE Aktiengesellschaft  
Legal  
Opernplatz 1  
45128 Essen  
Germany

or via facsimile: +49 201 12-16 640

or via e-mail to:  
[HV2017.Antraege@rwe.com](mailto:HV2017.Antraege@rwe.com)

Candidate nominations sent to other addresses shall not be considered.

The right of every shareholder to nominate candidates for the election of members of the Supervisory Board or of the auditors during the Annual General Meeting without having informed the company of the nomination in advance or before the deadline shall remain unaffected by this.

### **Shareholder right to information (Section 131, Paragraph 1 of the German Stock Corporation Act)**

Pursuant to Section 131, Paragraph 1 of the German Stock Corporation Act, every shareholder must be informed by the Executive Board of the company's affairs on request at the Annual General Meeting to the extent necessary to objectively assess the subject matter of items on the Agenda. The Executive Board's obligation to provide information also includes the legal and business relations between the company and its affiliates as well as the state of the Group and its consolidated companies (cf. Section 131, Paragraph 1, Sentence 2 and Sentence 4 of the German Stock Corporation Act).

Under certain conditions, set forth in more detail in Section 131, Paragraph 3 of the German Stock Corporation Act, the Executive Board is entitled to refuse providing information. A presentation of the prerequisites allowing the Executive Board to refuse providing information can be found on the company's website at [www.rwe.com](http://www.rwe.com) ("Annual General Meeting 2017").



## REFERENCE TO THE COMPANY'S WEBSITE

This invitation to the Annual General Meeting, the documents that are to be made available to the Annual General Meeting, and other information relating to the Annual General Meeting are accessible on the company's website at [www.rwe.com](http://www.rwe.com) ("Annual General Meeting 2017").

Essen, March 2017

Sincerely yours,

**RWE Aktiengesellschaft**  
**The Executive Board**

The invitation to the Annual General Meeting has been published in the German Federal Gazette ([www.bundesanzeiger.de](http://www.bundesanzeiger.de)) dated 14 March 2017.

## SUPPLEMENTARY INFORMATION ON ITEM 8 OF THE AGENDA: BY-ELECTIONS TO THE SUPERVISORY BOARD

**Mag. Dr. h.c. Monika Kircher, Pörtschach (Austria)**



Born in 1957 in Spittal an der Drau, Austria

Nationality: Austrian

Senior Director Industrial Affairs of Infineon Technologies  
Austria AG

Education: Studied commercial science at Wirtschafts-  
universität Wien, graduating with an MA equivalent; doctoral  
programme at UAM México City

### Careerpath:

|                          |  |
|--------------------------|--|
| 1981 – 1987              | Managing Director of the Carinthian<br>Regional Office of the Austrian Informa-<br>tion Service for Development Policy (ÖIE) |
| 1988 – 1990              | Freelance Consultant and Lecturer at<br>Universität Klagenfurt   |
| 1991 – 2000              | Deputy Mayor of the City of Villach  |
| 2001 – 2014              | Member of the Executive Board of<br>Infineon Technologies Austria AG   |
| April 2001 –<br>May 2007 | Chief Financial Officer of Infineon<br>Technologies Austria AG responsible for<br>finance, research and human resources      |

- Member of other mandatory supervisory boards
- Member of comparable domestic and foreign supervisory bodies  
of commercial enterprises

June 2007 – Chairman of the Executive Board  
March 2014 of Infineon Technologies Austria AG  
since April 2014 Senior Director Industrial Affairs at  
Infineon Technologies Austria AG

Membership in other mandatory supervisory boards and comparable domestic and foreign supervisory boards of commercial enterprises:

- Austrian Airlines AG
- Siemens AG Österreich
- Andritz AG
- Kärntner Energieholding Beteiligungs GmbH (Vorsitz)
- KELAG-Kärntner Elektrizitäts-AG

**Ute Gerbaulet, Dusseldorf**



Born in 1968 in Jülich

Nationality: German

Personally Liable Partner, Bankhaus Lampe KG

Education: Studied business management at Universität des Saarlandes, Saarbrücken, and at the University of Michigan Business School Ann Arbor, USA

**Careerpath:**

|             |   |
|-------------|---|
| 1993 – 2002 | Investment Banking/Equity & Debt Capital Markets, WestLB AG |
| 2003 – 2007 | Head of Equity Capital Markets, WestLB AG                   |
| 2007 – 2012 | Global Head of Equity Capital Markets, Commerzbank AG       |
| 2013 – 2016 | Member of the extended management board, Bankhaus Lampe KG  |
| since 2017  | General Partner, Bankhaus Lampe KG                          |

- Member of other mandatory supervisory boards
- Member of comparable domestic and foreign supervisory bodies of commercial enterprises

Membership in other mandatory supervisory boards and comparable domestic and foreign supervisory boards of commercial enterprises:

- Gerry Weber AG
- NRW.Bank

**RWE Aktiengesellschaft**

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45128 Essen

Germany

T +49 201 12-00

F +49 201 12-15199

I [www.rwe.com](http://www.rwe.com)