

**Counter motions
regarding the 2019 RWE AG AGM**

Re: Counter motion regarding Item 3 on the Agenda

I hereby request that separate votes be cast on the acts of each member of the Executive Board and that the acts of Dr. Rolf Martin Schmitz not be approved. Because of

a) incorrect, misleading statements before the IPO to spin out innogy SE and the professed role of RWE AG which allegedly – as set out on page 3 of the 2018 Annual Report – was to manage innogy SE as a pure financial investment without intervening in the operations of innogy SE.

In fact, massive interventions occurred. As evident from the entire tone of the Annual Report, this was done purposively – after the completion of the IPO – with the knowledge and intent of the Executive Board of RWE AG in order to implement the asset swaps with E.ON presented in the Annual Report.

Before that, Dr. R.M. Schmitz and others made boastful statements regarding the alleged bright future of innogy SE.

This is why investors trusted these statements and invested in innogy shares, instead of in other promising stocks. The break-up of innogy – contrary to the previous boastful, catchpenny statements made by the CEO Dr. R.M. Schmitz – might have harmed and misled investors significantly. Furthermore, this may be a case of defrauding the stock market and RWE AG may have unjustly and illegally procured urgently needed capital as a result of this course of action taken by its Executive Board.

In his dual role and concurrent positions as Chairman of the Supervisory Board of RWE and Chairman of the Supervisory Board of Innogy, Dr. Brandt might have served and acted as a lever and instrument of this course of action taken by the Executive Board of RWE and of the break-up of innogy (amongst other things the boot given to the unwilling CEO of innogy, Terium, by Dr. Braun. Thereafter appointment of Mr. Tigges as new CEO, who might have been willing from the outset – perhaps as a Trojan horse of RWE). This might have enabled RWE to exercise direct, substantial influence on the decision taken by Innogy.

This is not what a pure financial investment – as alleged by Dr. Schmitz on page 3 of the 2018 Annual Report – looks like. For instance, Mr. Tigges did not sell the Czech grid utility Innogy grid holding, which could have prevented the contract between E.ON and RWE and preserved Innogy and misled the interested public.

This could thus be a case of rigging, which would have to be investigated and might have caused damage to the investors on the stock exchange and the shareholders of RWE.

b) Due to this overall situation and the doubts it causes concerning the seriousness and credibility of the entire course of action, the acts of Dr. Schmitz should not be approved.

c) I would like to take this opportunity to recall the allegations levelled at Dr. Schmitz in the past concerning the pilfering of assets at enviaM AG (EDISON Hotel), the transactions conducted by his mentor, Dr. Grossmann, with a conflict of interest, the benefits granted

and gifts given to the members of the Supervisory Board by him, as well as the failure to respond to these allegations and the false answers provided.

All of this happened without Dr. Schmitz putting a halt to it, investigating it or having it reviewed by an external third party to date, which would have been and continues to be his duty pursuant to the RWE Code and compliance. Dr. Schmitz trampled and continues to trample on the rules of the RWE Code.

c) As a member of the Executive Board of RWE AG, who is in charge of internal auditing, compliance, legal matters and corporate development among other things, Dr. Schmidt appears to me to be absolutely the wrong person for the job given the aforementioned background and his disregard of the rules of RWE's own Code. The proverbial thief may have been set to catch a thief here.

However, ensuring a credible change in culture at RWE requires new, credible people with integrity and without baggage at the helm of RWE. Against the above backdrop, Dr. Schmitz is probably not one of them.

B. Conclusion: Therefore, the acts of Dr. Schmitz should not be approved and he should resign from his position on the Executive Board for the benefit of RWE.

II.A. Countermotion regarding Item 4 on the Agenda

I hereby request that separate votes be cast on the acts of each member of the Supervisory Board and that the acts of Dr. Werner Brandt not be approved.

Rationale:

a) Due to extremely abusive, illegal behavior going against the interests of the shareholders of the Annual General Meeting of RWE AG, as he demonstrated at the 2018 AGM.

1) Dr. Brandt did not present my thoroughly substantiated request to the shareholders of the 2018 Annual General Meeting to remove Dr. Brandt as Chairman of the AGM, arbitrarily robbing the shareholders of the right conferred upon them by the German Stock Corporation Act to vote. Instead, he rejected the request without providing a reason for this. This is a clear abuse of power – arbitrary – illegal behavior in violation of the rights of the shareholders of the Annual General Meeting.

2) I had announced that there were still some unanswered questions towards the end of the general debate. When I went to the lectern, Dr. Brandt switched off my microphone, preventing me from asking my questions and robbing me of my right to ask questions and the present shareholders of their right to hear my questions and weigh the responses by the members of the Executive Board, which is standard procedure and required by the German Stock Corporation Act.

In this case, Dr. Brandt abused the power of the de facto and his power as Chairman of the AGM.

A severe, blatant violation of the basic rules of the German Stock Corporation Act.

3.) I stood a good 12 minutes in front of the rostrum. My repeated calls for Dr. Brandt to turn on the microphone were in vain, during which Dr. Brandt and Dr. Schmitz had a conversation, laughing and joking around with each other, clearly intent on humiliating me with their disregard for me in this manner.

Of course, this was absolutely disrespectful and an expression of a lack of decency and decorum which contradicts everything demanded by the RWE Code in terms of the manner in which the CEO and Chairman of the Supervisory Board should treat shareholders.

Nothing other than such behavior shows more blatantly that Dr. Brandt is lacking in terms of both seriousness and credibility (here in the presence of and in collaboration with Dr. Schmitz, as might have been the case at Innogy as well).

With respect to chairing the Annual General Meeting, this behavior clearly demonstrates that the Chairman of the Annual General Meeting is not suitable for chairing an AGM as required by the RWE Code and the law, bearing in mind that major issues relating to RWE AG, the future and the past should be discussed and decided upon jointly, objectively, fairly and respectfully.

B)a) To avoid repeating myself, with respect to the role played by Dr. Brandt in connection with the break-up of Innogy SE in his dual role and concurrent positions as Chairman of the Supervisory Board of RWE and Chairman of the Supervisory Board of Innogy, I refer to my submissions in this regard under Item 3 on the Agenda.

This could result in serious conflicts of interest and, in turn, outcomes of contracts that might have been and may be disadvantageous for shareholders, employees and the stock exchange and which, in my opinion, should be thoroughly clarified and assessed legally before they enter into force.

Therefore, it might be questionable whether the contracts concluded between E.ON and RWE under these circumstances are at all valid.

b) In my opinion, Dr. Brandt should not have been allowed to take on this dual role, even though he received double pay for this (€600,000) for 2017.

Conclusion: Due to the conduct of Dr. Brandt described above, the acts of Dr. Brandt should not be approved.

Signed, Ulrich Dillmann