

RWE
Aktiengesellschaft
Essen

Counter motions by Rudolf Habermann, Dipl.-Volkswirt i.R. (Retired economist), Greifenberg,
25 March 2013

"Ladies and Gentlemen,

As a shareholder, I hereby file the following counter motions with regard to the agenda:

Regarding Item 8b:

I vote against your proposal to appoint Prof. Dr.-Ing., Dr.-Ing. E.h. Hans Peter Keitel a member of the Supervisory Board.

Reasoning:

Prof. Dr. Keitel is already a member of 7 other supervisory boards.

It is impossible for a supervisory board member to exercise his or her monitoring duties to a sufficient extent or effectively if he or she has such a large number of supervisory board mandates ("accumulation of offices").

I propose that you limit the number of supervisory board mandates to a total of 5 mandates when appointing new Supervisory Board members.

Regarding Item 9:

I vote against increasing the current fixed annual compensation pursuant to Article 12(1) of the Articles of Incorporation from 40,000.- euros to 100,000.- euros and, pursuant to Article 12(2), of the Chairman to 300,000.- euros and of his or her Deputy to 200,000.- euros. I also vote against the increases envisaged for the committee members.

Counter motion:

Increase in the fixed annual compensation pursuant to Article 12 (1 and 2) to 75,000.- euros for every Supervisory Board member and to 150,000.- euros for the Chairman of the Supervisory Board and to 100,000.- euros for his or her Deputy.

The additional compensation pursuant to Article 12 (3) shall be set at 40,000.- euros for the Chairman of the Audit Committee and at 20,000.- for every other member.

Reasoning:

The proposed switch to purely fixed compensation must be commensurate to the task of a supervisory board member. In view of the tasks and the contribution to the company's performance and the limitation of the compensation of managers generally strived for, increasing the fixed compensation by 150% is neither appropriate nor justifiable."

Sincerely yours,

Rudolf Habermann

Dipl.-Volkswirt i.R.

(Retired economist)

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