

RWE
Aktiengesellschaft
Essen

Counter motions by Otto Mayer, Retired bank director, Ellern, 3 April 2013

“Counter motions filed with respect to RWE’s 2013 Annual General Meeting

I hereby file the following counter motions with respect to RWE AG's Annual General Meeting on 18 April 2013:

Counter motion regarding Item 8b of the Agenda: By-elections to the Supervisory Board

I hereby file a motion against electing Prof. Dr. Ing. Hans-Peter Keitel a member of the Supervisory Board.

Rationale:

- a. RWE AG occupies 24th spot in the ranking of Dax supervisory bodies (Welt am Sonntag No. 35 dated 26 August 2012). Its score of 3 in terms of independence will deteriorate even further if Prof. Dr. Ing. Hans Keitel is elected.
- b. Invoices issued by RWE Vertriebs AG indicate that Commerzbank Essen is the main bank account. It is safe to assume that this will lead to a conflict of interest. If it is exercised with resolve, a supervisory board office held at Commerzbank AG requires a huge time commitment.
- c. Although the 7 offices held by Prof. Dr. Ing. Hans Keitel mean that he is still within the limit of 10 offices prescribed for >Germany Inc.<, it will be impossible for him to fulfil his duties as a member of the Supervisory Board of RWE AG in an orderly fashion due to the 7 offices he has already held so far.
- d. RWE AG’s women quota scored a 4.5 in the ranking of Dax supervisory bodies (also see item a). This should be considered when holding by-elections to the Supervisory Board.

Counter motion regarding Item 9 on the Agenda: Article 12 Remuneration

I hereby file a motion to delete Paragraph 5.

Rationale:

Based on four Supervisory Board meetings a year (RWE corporate website for 2012), €25,000 including applicable sales tax per session is sufficient for an ordinary supervisory board office.

Also see the commentary made in the edition of Welt am Sonntag dated 31 March 2013.

- Managers are being urged to demonstrate sound judgment and a hint of humbleness
< (statement by Stefan Weniger of HWW Unternehmensberater GmbH)

- The real economy has oriented itself too strongly to the excesses of the financial sector
< (statement by Marie-Cristine Ostermann, Rullko)

Ellern, 3 April 2013

Sincerely yours,

Otto Mayer

- Retired bank director -“