

RWE
Aktiengesellschaft
Essen

Position of the Supervisory Board with respect to the countermotions regarding Item 8 on the Agenda

The Supervisory Board finds that the countermotions regarding Item 8 on the Agenda are unsubstantiated and takes the following position:

The Nomination Committee and the Supervisory Board are convinced that the selection of the candidates proposed for the by-elections which are to be held on 18 April 2013 possess all the knowledge, expertise and professional experience required to fulfil the tasks. Of course, potential conflicts of interest were considered, in line with the standards established by the German Corporate Governance Code. We have expressly not identified any such conflicts of interests in respect of the proposed candidates.

Both Dr. Brandt and Prof. Dr. Keitel have the outstanding expertise required to assist the Supervisory Board of RWE AG in handling any impending challenges. The fact that the candidates also hold offices in other companies widens their range of experience, knowledge and specific information. We are certain that RWE can only benefit from the monitoring expertise it will be acquiring in this manner and that both candidates will be fully committed to serving the company's interests.

We unconditionally confirm the candidates we proposed in Item 8 on the Agenda. If necessary, we will make supplementary statements in this regard at the Annual General Meeting.

Essen, April 2013

RWE Aktiengesellschaft

The Supervisory Board