

**RWE**  
Aktiengesellschaft  
**Essen**

**Position of the Executive Board with respect to the counter motions**

The Executive Board of RWE Aktiengesellschaft is of the opinion that none of the counter motions are substantiated. If appropriate, we will comment on this at the Annual General Meeting.

Essen, April 2015

RWE Aktiengesellschaft

The Executive Board