Value in uncertain times

Fiscal year 2011 analyst and investor conference call

Essen, 6 March 2012

Jürgen Großmann Chief Executive Officer Peter Terium Deputy Chief Executive Officer Rolf Pohlig Chief Financial Officer Stephan Lowis Vice President Investor Relations



Forward Looking Statement

This presentation contains certain forward-looking statements within the meaning of the US federal securities laws. Especially all of the following statements:

- Projections of revenues, income, earnings per share, capital expenditures, dividends, capital structure or other financial items;
- Statements of plans or objectives for future operations or of future competitive position;
- Expectations of future economic performance; and
- Statements of assumptions underlying several of the foregoing types of statements

are forward-looking statements. Also words such as "anticipate", "believe", "estimate", "intend", "may", "will", "expect", "plan", "project" "should" and similar expressions are intended to identify forward-looking statements. The forward-looking statements reflect the judgement of RWE's management based on factors currently known to it. No assurances can be given that these forward-looking statements will prove accurate and correct, or that anticipated, projected future results will be achieved. All forward-looking statements are subject to various risks and uncertainties that could cause actual results to differ materially from expectations. Such risks and uncertainties include, but are not limited to, changes in general economic and social environment, business, political and legal conditions, fluctuating currency exchange rates and interest rates, price and sales risks associated with a market environment in the throes of deregulation and subject to intense competition, changes in the price and availability of raw materials, risks associated with energy trading (e.g. risks of loss in the case of unexpected, extreme market price fluctuations and credit risks resulting in the event that trading partners do not meet their contractual obligations), actions by competitors, application of new or changed accounting standards or other government agency regulations, changes in, or the failure to comply with, laws or regulations, particularly those affecting the environment and water quality (e.g. introduction of a price regulation system for the use of power grid, creating a regulation agency for electricity and gas or introduction of trading in greenhouse gas emissions), changing governmental policies and regulatory actions with respect to the acquisition, disposal, depreciation and amortisation of assets and facilities, operation and construction of plant facilities, production disruption or interruption due to accidents or other unforeseen events, delays in the construction of facilities, the inability to obtain or to obtain on acceptable terms necessary regulatory approvals regarding future transactions, the inability to integrate successfully new companies within the RWE Group to realise synergies from such integration and finally potential liability for remedial actions under existing or future environmental regulations and potential liability resulting from pending or future litigation. Any forwardlooking statement speaks only as of the date on which it is made. RWE neither intends to nor assumes any obligation to update these forward-looking statements. For additional information regarding risks, investors are referred to RWE's latest annual report and to other most recent reports filed with Frankfurt Stock Exchange and to all additional information published on RWE's Internet Web site.



Today's Agenda

Jürgen Großmann FY 2011 highlights & business

FY 2011 highlights & business review

- B

Rolf Pohlig FY 2011 group results and divisional performance & outlook

- C

Peter Terium Strategy update & outlook 2012/2013



Milestones of 2011

- Financial performance for 2011 slightly ahead of our guidance: EBITDA -18%, operating result -24%, recurrent net income -34%
- Equity capital measure of €2.1bn concluded



- Further refinement of divestment plan
- 2012 Efficiency enhancement programme well on track; new programme of €1 billion for 2013/14 initiated



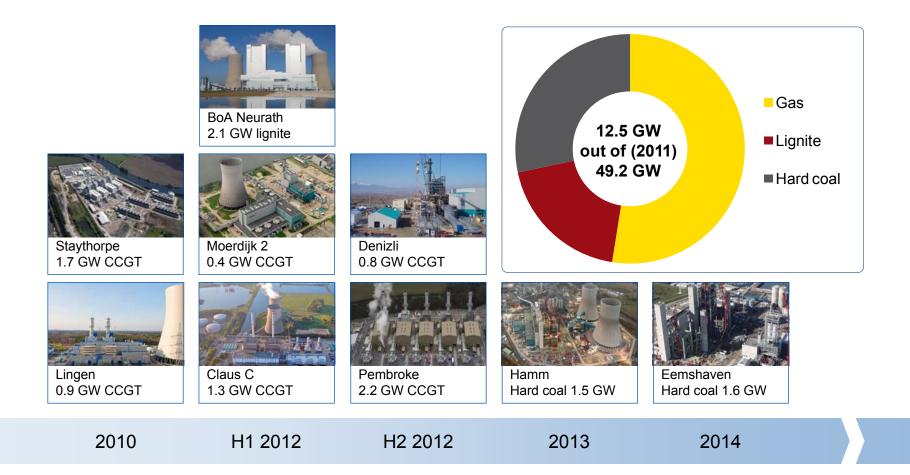
First successful structural changes of long-term gas supply contracts with international oil and gas majors

Improved outloo

k for 2012/2013



By 2014 we will have renewed more than 25% of our electricity generation fleet





Further progress on divestment plans

Total residual divestment requirement reduced to up to € 7 billion

Upstream assets

- > Sale of selected assets ongoing
- > RWE Dea remains with RWE Group and represents an important part of our growth story

German downstream assets

- Disposal of full or parts of various German regional distribution and supply businesses
- > Ongoing negotiations with public co-shareholders and/or municipalities

NET4GAS

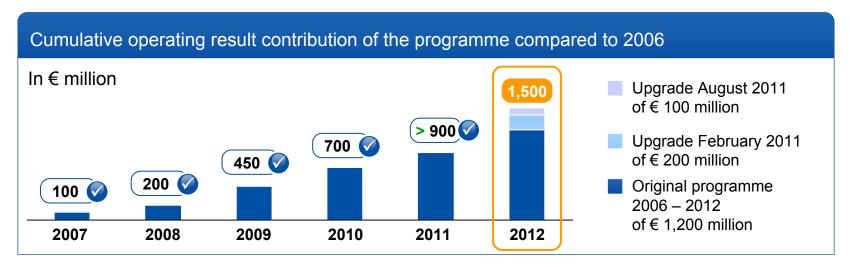
- > Separation of NET4GAS with fully established support functions completed
- > Full disposal envisaged

Others

- > Berlinwasser: ongoing discussions to sell our minority stake
- > Thermal generation assets: discussions regarding sale of stakes in power plants ongoing



Efficiency programme well on track and stepped up



- > Efficiency programme of € 1.2 billion 2006 to 2012 stepped up by € 200 million in February 2011 and another € 100 million in August 2011 to a total of € 1.5 billion
- > Additional efficiency measures by optimising cost for services and materials in our overhead functions and project costs. Introduction of new IT systems in UK
- > Fully accretive to operating result (i.e. post cost inflation and one-off cost of programme)
- > Target for 2011 already overachieved



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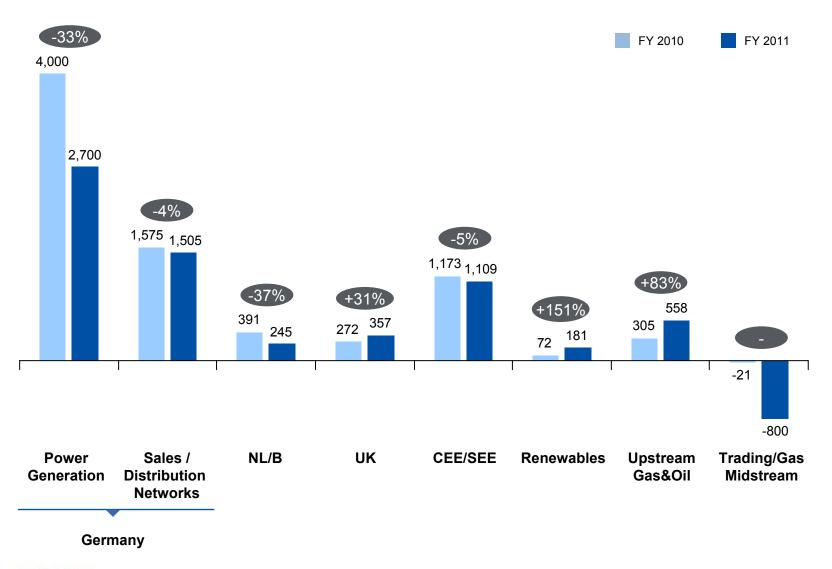


RWE Group key performance indicators

January – December € million	2011	2010	Change in %	
External revenue	51,686	53,320	-3.1	
Cash flows from operating activities	5,510	5,500	0.2	
EBITDA	8,460	10,256	-17.5	
Operating result	5,814	7,681	-24.3	
Non-operating result	-1,157	-767	-50.8	
Financial result	-1,633	-1,936	15.7	
Taxes on income	-854	-1,376	37.9	
Minorities		305	279	9.3
Hybrid investors' interest		59	15	293.3
Net income		1,806	3,308	-45.4
Recurrent net income		2,479	3,752	-33.9
Average number of shares	(million)	539	534	1.0
Recurrent net income per share	(€)	4.60	7.03	-34.6



Operating Result by Divisions (in € million)





Divisional outlook

€ million	2011 actual	2012 forecast vs. 2011
Germany Power Generation Sales/Distribution networks	4,205 2,700 1,505	Above last year Above last year In the order of last year's level
Netherlands/Belgium	245	Significantly below last year
United Kingdom	357	Significantly above last year ¹
Central Eastern and South Eastern Europe	1,109	Below last year
Renewables	181	Above last year
Upstream Gas & Oil	558	Significantly above last year
Trading/Gas Midstream	-800	Significantly below last year ²

¹ Subject to financial impact from fire at Tilbury power plant.

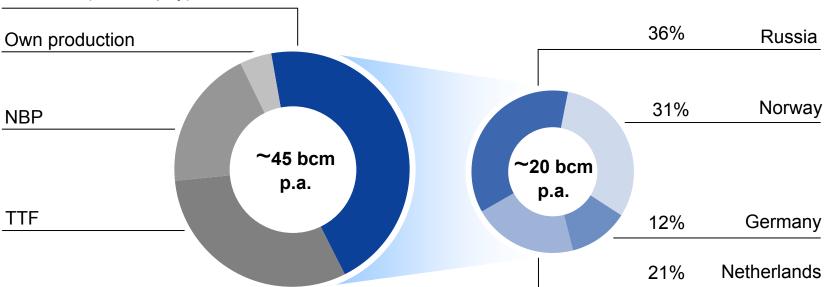
² This division's earnings will depend significantly on the development of gas and oil prices. The earnings forecast is based on market data valid as of mid-February 2012.



RWE's gas procurement portfolio

(as of February 2012)

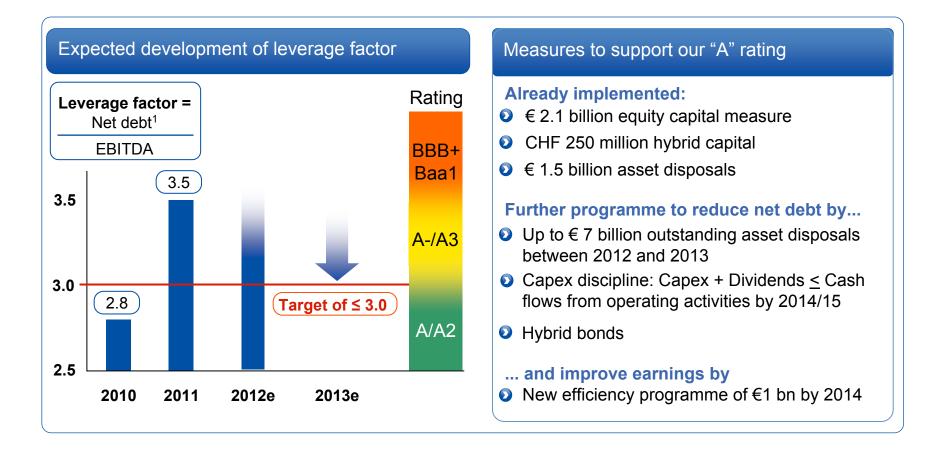
Long-term oil-indexed purchase contracts (take-or-pay)



- > Our gas procurement portfolio is solely managed by RWE Supply & Trading
- > ~44% or 20 bcm p.a. of overall gas procurement based on long-term oil-indexed purchase contracts
 - of which ~18 bcm p.a. remain with a gas-to-oil spread exposure as of February 2012 when taking cost based sales into account



How we are going to support our "A" rating



¹ Net debt = net financial debt + pension, mining and nuclear provisions + 50% of hybrid capital; (at year end).



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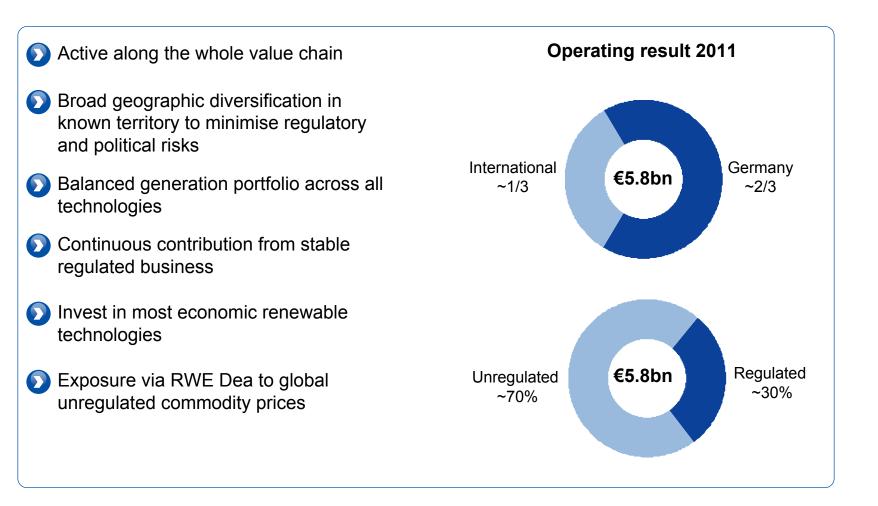
More international, while maintaining a regionally focused strategy

- Core markets in Northwest and Central Europe
- Regional growth markets mainly CEE/SEE, especially Turkey
- Renewables business in and around our traditional core markets
- Upstream gas & oil position/projects mainly in Europe, Caspian region, Africa and Trinidad & Tobago
- **RWE** markets with established market positions
 - Growth markets under observation / first activities
 - Additional markets especially for renewables business
 - Additional markets for upstream gas & oil



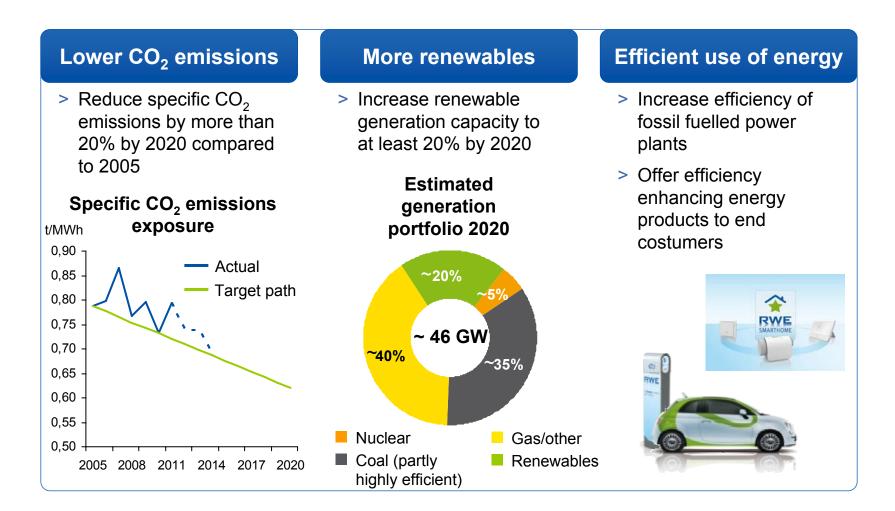


More robust, with a well balanced portfolio approach



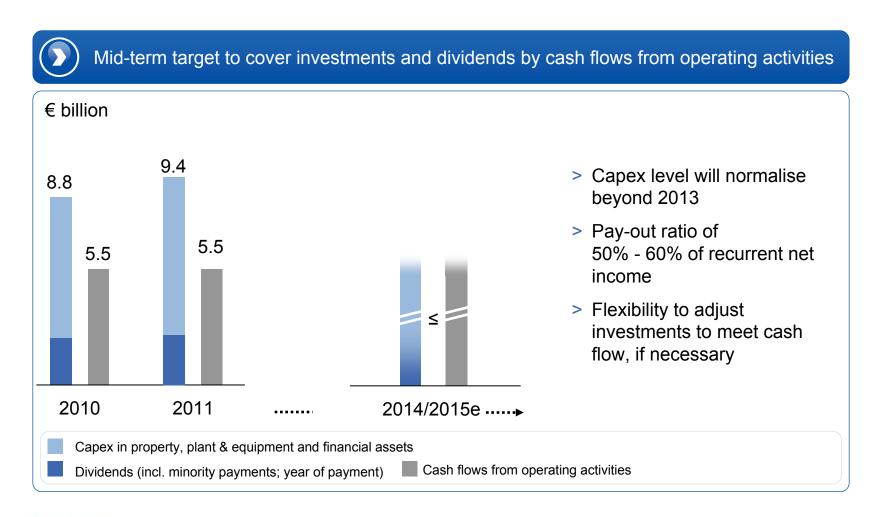


More sustainable: Three levers to execute our strategy



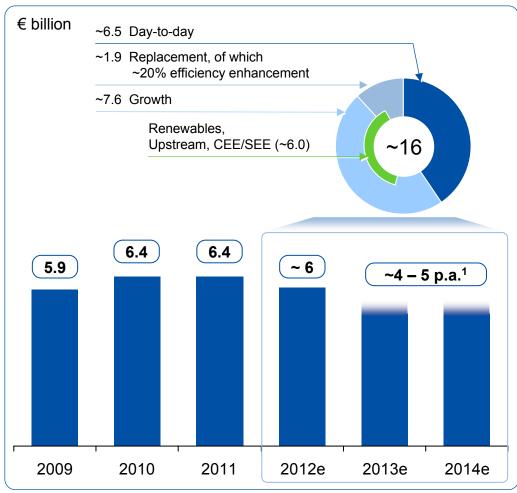


Strict investment discipline provides platform for sustainable dividends





Streamlined and disciplined investment programme



- > Peak of investment programme in 2010/2011
- Finalising conventional power generation programme mainly in 2012 and 2013
- More than 60% of our capex will be spent in our international businesses
- Sustainable long-term capex level of up to € 5 bn p.a. of which day-to-day capex up to € 2.5 bn p.a.
- > Approx. € 16 bn capex programme for 2012 – 2014 of which c. € 8 bn for growth/efficiency enhancement, thereof c. € 6 bn in our growth areas Renewables, CEE/SEE and Upstream Gas & Oil
- Committed capex (including day-to-day, approx.): 2012 2013 2014 95% 85% 65%

¹ After planned divestments.



€ 6 bn earmarked for growth areas until 2014

CEE/SEE²

- > Growth opportunities mainly in generation
- > Regional focus on Turkey and Poland

Upstream Gas & Oil²

- > 2014 targets post planned disposals:
 - Gas and oil production of ~ 40 mm boe
 - Operating result of ~ € 800m
- Development focus on UK, Norwegian and North African gas fields
- Longer term growth secured through continued successful exploration effort

~ 10%

~ 30%

~€6 bn¹ ~ 60%

Renewables (RWE Innogy)²

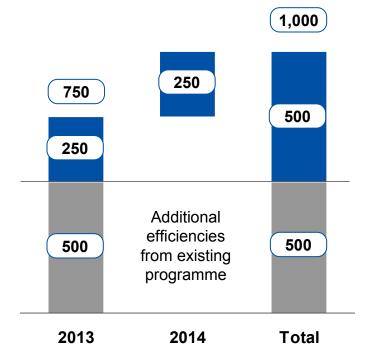
- Target capacity of 4.5 GW (in operation or under construction) by 2014
 - Operating result of €500 million by 2014
 - Balanced generation portfolio across countries and technologies:
 - Regional diversification across core markets
 - Focus on most cost competitive technologies to minimise regulatory risk
 - > Large project pipeline of c. 14 GW
 - > 1.1 GW currently under construction

¹ Growth and replacement capex, excluding day-to-day capex.

² Divisional split; regional overlap due to potential upstream and renewable investments in Central Eastern/South Eastern Europe.



Further efficiency enhancements initiated



In € million

- Sustainable improvement of operating results and EBITDA compared to 2012
- > Efficiency measures focusing on...
 - Group IT, service and overhead functions
 - All operational companies
- > Several concrete measures, e.g.
 - Optimisation of European power plant portfolio
 - Process optimisation of our sales and distribution companies via internal benchmark analysis
 - Personnel measures in German generation and sales and distribution businesses
 - Realignment of businesses, e.g. centralising trading and commercial asset optimisation
- > Further update at H1 results (August 2012)



Outlook for 2012 - 2013



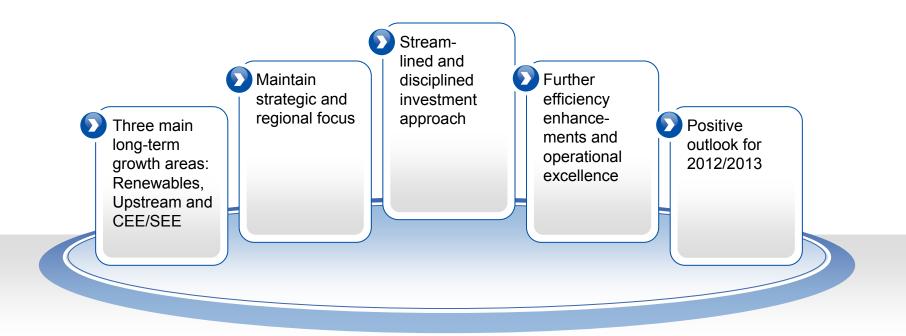
¹Expected earnings dilution from the remaining up to \in 7 bn divestment programme:

in € bn	EBITDA	operating result	Recurrent net income
2012		no major dilution effect expec	ted
Full year effect (after 2013)	~0.5	~0.4	~0.3

² Dividend proposal for RWE AG's 2011 fiscal year, subject to approval by the April 19, 2012 Annual General Meeting. The outlook is based on commodity prices as of January 2012.



RWE's platform for future value enhancement



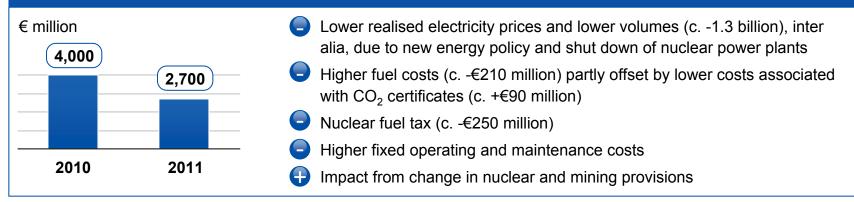


Back-up Charts

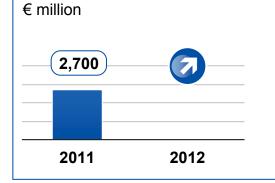


Performance of the Germany Division (I) Power Generation Business Area (RWE Power)

January – December: operating result: -33%



Guidance for fiscal year 2012: above last year

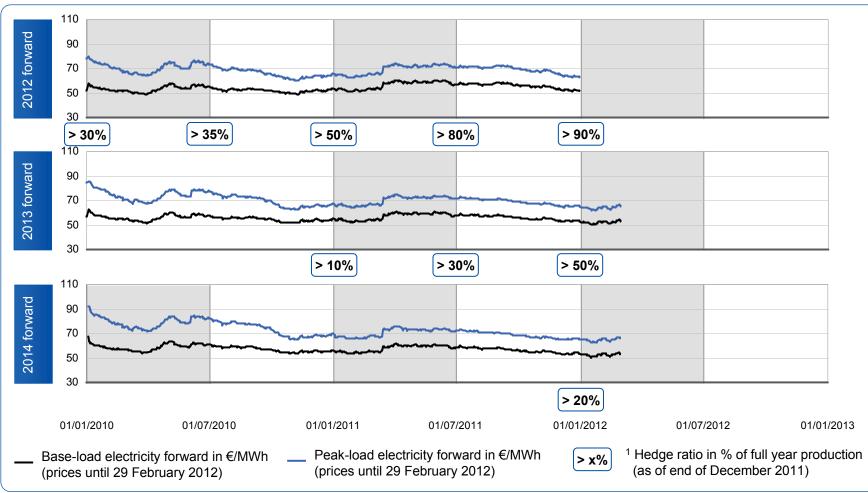


- Commissioning of new lignite-fired power plant in Neurath
- Lower fixed operating and maintenance costs
- Impact from change in nuclear and mining provisions
- Lower CO₂ costs
- Lower realised electricity prices
- Higher fuel costs and Increased nuclear fuel tax



Forward selling¹ by RWE Power in the German market

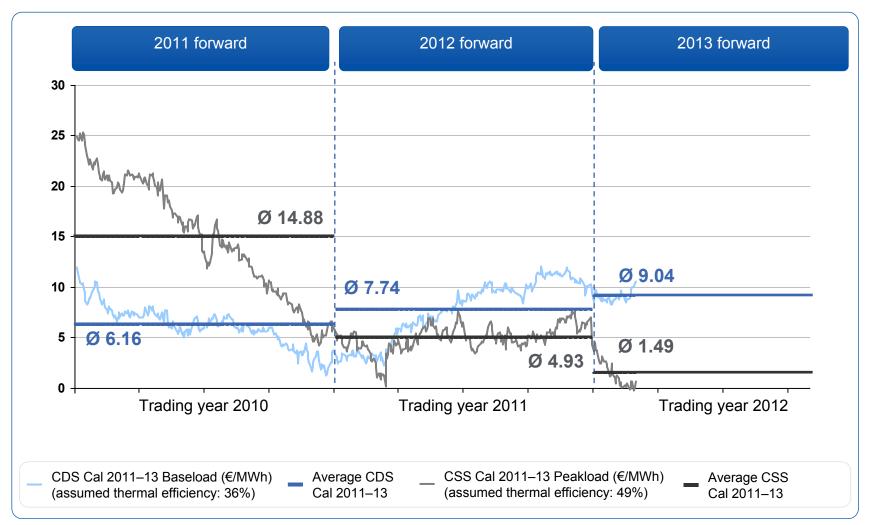
(Base-load & peak-load forwards in €/MWh)



(Average realised price for 2011: €63/MWh (2010: €67/MWh)).



Germany: Clean Dark and Spark Spreads (CDS/CSS)

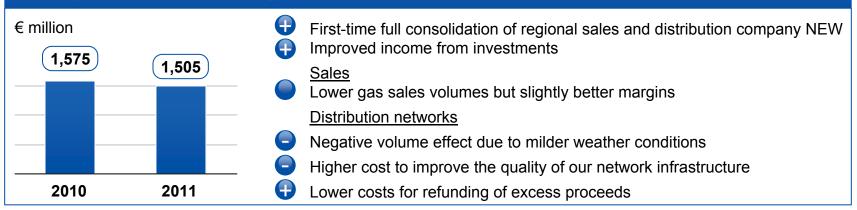


Source: RWE Supply & Trading, prices until 29 February 2012.

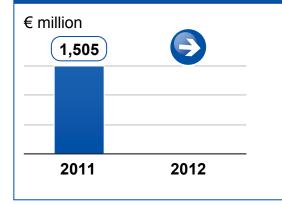


Performance of the Germany Division (II) Sales/Distribution Networks Business Area

January – December: operating result: -4.4%



Guidance for fiscal year 2012: in the order of last year's level

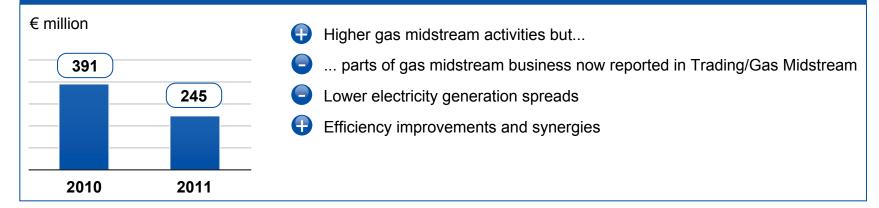


- Efficiency improvements
- Lower income from investments
- Absence of positive one-offs from consolidation effect (NEW) in 2011

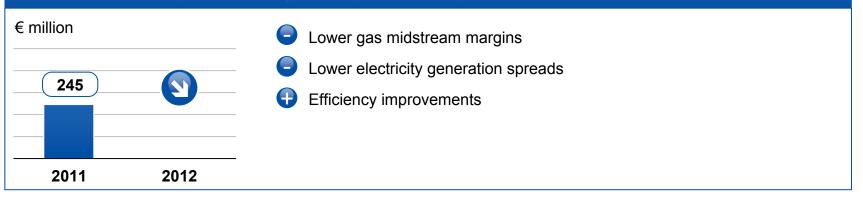


Performance of the Netherlands/Belgium Division (Essent)

January – December: operating result: -37.3%



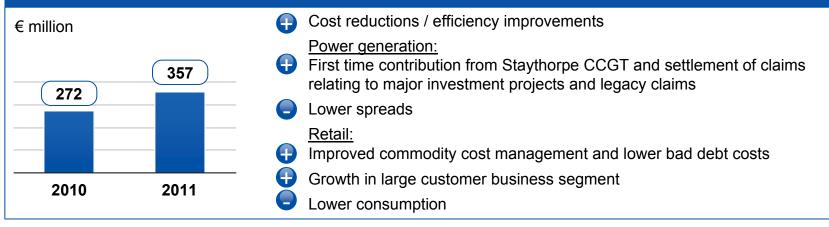
Guidance for fiscal year 2012: significantly below last year



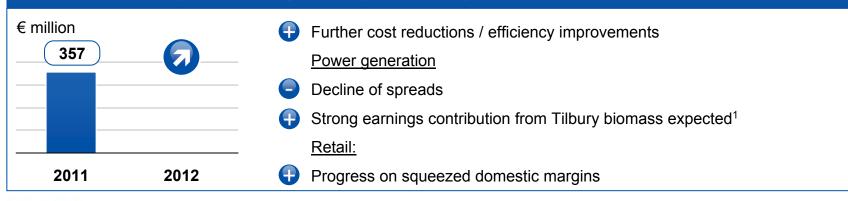


Performance of the United Kingdom Division (RWE npower)

January – December: operating result: +31.3%



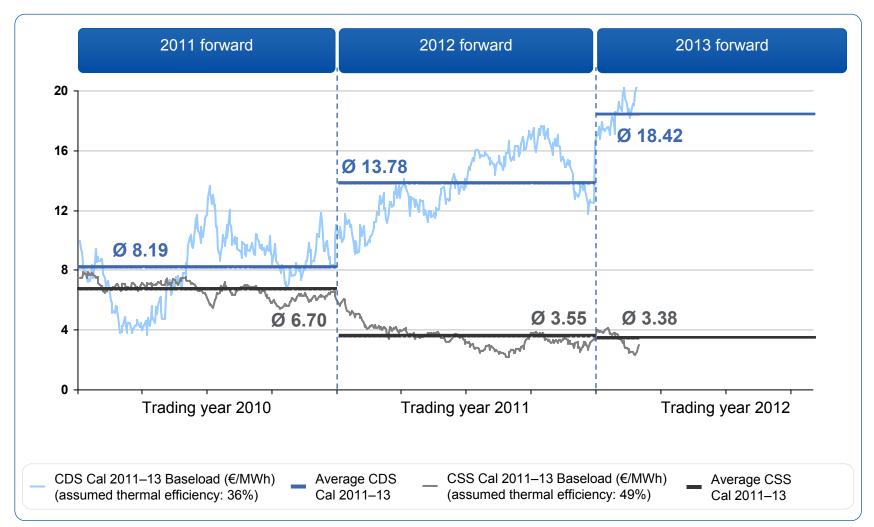
Guidance for fiscal year 2012: significantly above last year¹





¹ Subject to financial impact from fire at Tilbury power plant.

UK: Clean Dark and Spark Spreads (CDS/CSS)



Source: RWE Supply & Trading, prices until 29 February 2012.

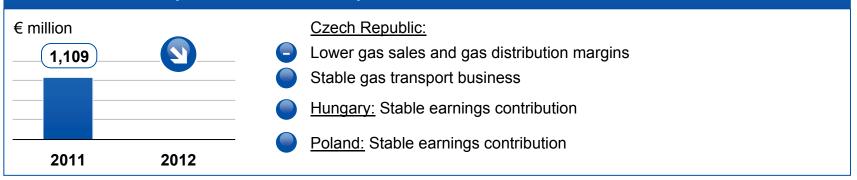


Performance of the Central Eastern and South Eastern Europe Division

January – December: operating result: -5.5%



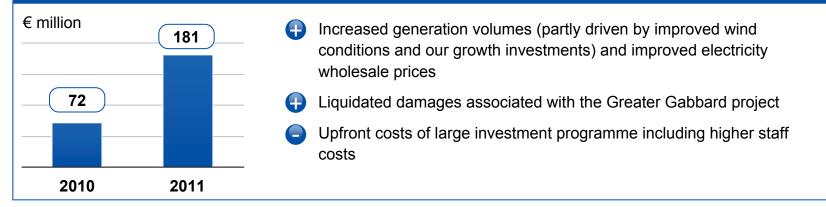
Guidance for fiscal year 2012: below last year





Performance of the Renewables Division (RWE Innogy)

January – December: operating result: +151%



Guidance for fiscal year 2012: above last year

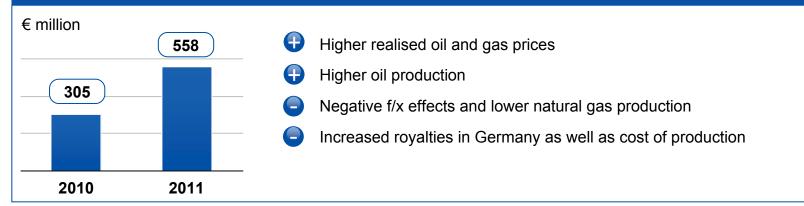
€ million	
181	$\overline{\mathbf{a}}$
2011	2012

- Commissioning of new projects
- Normalised weather conditions assumed
- Absence of liquidated damages from previous year
- Lower income from sale of developed projects
- Upfront costs of large investment programme including higher staff costs

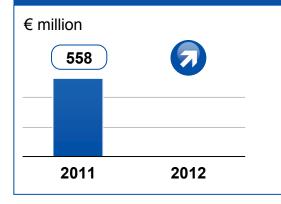


Performance of the Upstream Gas & Oil Division (RWE Dea)

January – December: operating result: +83.0%



Guidance for fiscal year 2012: significantly above last year



- Start of production in new gas fields
- Higher gas prices
- Lower exploration expenditures
- Increased cost of production

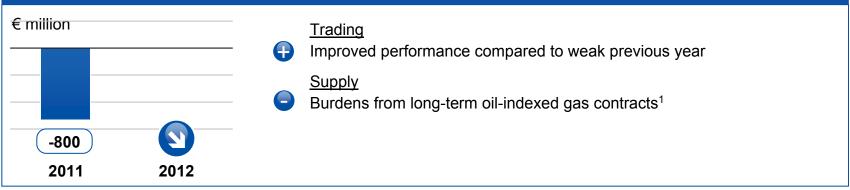


Performance of the Trading/Gas Midstream Division (RWE Supply & Trading)

January – December: operating result: n.m.

€ million		Trading
	Θ	Negative development partly driven by market disturbance as a result of the events in North Africa and the changed German energy policy
	0	<u>Supply</u> Burdens from long-term oil-indexed gas contracts
-800 2010 2011	Đ	Parts of gas midstream business from Essent now reported in Trading/Gas Midstream

Guidance for fiscal year 2012: significantly below last year¹



¹ The division's earnings will depend significantly on the development of gas and oil prices. The earnings forecast is based on market data valid as of mid-February 2012.



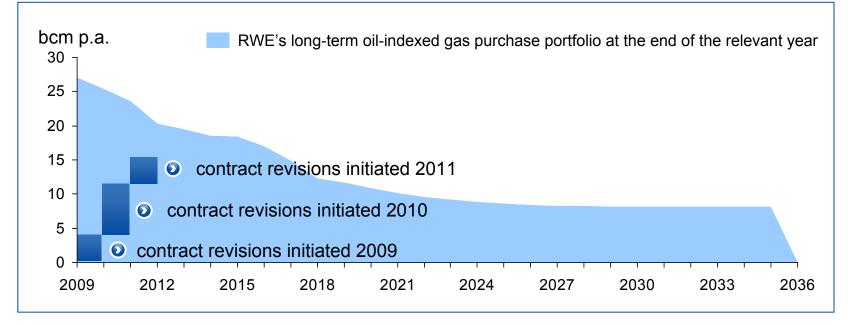
Development of TTF gas price and brent oil price



Relative development of the TTF and brent forwards for the years 2010, 2011, 2012 and 2013 since January 1st, 2009. To compare both, the brent oil price is based to the TTF gas price as of January 1st, 2009. The curves simply illustrate the development of the market prices which should give a rough indication about the gas-to-oil-spread situation. The real gas-to-oil-spread exposure depends on the individual contract details and will deviate from this slide.



RWE's long-term oil-indexed gas purchase portfolio



- RWE was one of the first in 2009 and 2010 who have initiated contract revisions also by using so-called "joker" price revisions - for more than 2/3 of our current oil-indexed purchase portfolio volumes. This is referring to 9 individual contracts out of 17
- > As of February 2012 we are in the re-negotiation process for approx. 15 bcm p.a. of our contracts, many of which have meanwhile reached the official arbitration stage



Reconciliation to recurrent net income

January – December € million	2011 reported	2011 non-rec.	2011 recurrent	2010 recurrent	Change (absolute)
Operating result	5,814	-	5,814	7,681	-1,867
Non-operating result	-1,157	1,157	0	0	0
Financial result	-1,633	-	-1,633	-1,936	303
Income from continuing operations before tax	3,024	1,157	4,181	5,745	-1,564
Taxes on income (Tax rate)	-854 (28%)	-484	-1,338 (32%)	-1,699 (30%)	361
Minority interest	-305	-	-305	-279	-26
RWE AG hybrid investors' interest	-59	-	-59	-15	-44
Net income	1,806	673	2,479	3,752	-1,273

🕥 Tax

> Non-operating result: Impact from tax on "restructuring/other" and " impact of commodity derivatives on earnings"



Cash flow statement

January – December € million	2011	2010	Change (absolute)
Funds from operations (FFO)	5,946	7,849	-1,903
Change in working capital of which variation margins	-436 -1,173	-2,349 -1,158	1,913
Cash flows from operating activities	5,510	5,500	10
Minus capex on fixed assets	-6,353	-6,379	26
Free cash flow	-843	-879	36

FFO

> Mainly a result of negative operating earnings trends

Change in working capital

- Minor expenses on CO₂ certificates in 2011, as the certificates for 2010 for the most part and for 2009 had been paid in 2010
- > Temporarily improved liquidity at Amprion



Capex on fixed assets

> Mainly for the extension and modernisation of our electricity generation fleet



RWE Group electricity production (by geographic regions)

January – December in TWh	Germany	UK	NL/BE	Other Internat.	Total 2011	Total 2010
Lignite	68.3			5.8	74.1	71.0
Nuclear	34.3				34.3	45.2
Hard coal thereof contracts	33.6 20.8	8.6	5.1	0.5	47.8 20.8	55.2 23.4
Gas	12.0	21.3	5.1	0.1	38.5	42.8
Renewables thereof contracts	4.0 0.5	1.6 0.9	1.8	1.4	8.8 1.4	8.9 1.2
Pumped storage, oil, other thereof contracts	2.2 1.7				2.2 1.7	2.2 1.7
Subtotal	154.4	31.5	12.0	7.8	205.7	225.3
Electricity purchases ¹	55.4	22.3	10.2	19.2	107.1	104.4
Total	209.8	53.8	22.2	27.0	312.8	329.7

¹ Net, excluding trading. Purchases for physical deliveries to customers only.



RWE Group electricity sales volume (by geographic regions)

January – December in TWh	Germany	UK	NL/BE	Poland	Hungary	Other	Total 2011	Total 2010
Residential and commercial customers	25.8	17.4	10.7	3.0	5.5	0.2	62.6	64.4 ¹
Industrial and corporate customers	55.1	32.9	15.9	3.4	5.2	0.6	113.1	113.2 ¹
Distributors	91.0				5.8	1.3	98.1	102.3
Electricity trading ²	20.8						20.8	31.3 ¹
Total	192.7	50.3	26.6	6.4	16.5	2.1	294.6 ³	311.2 ³

¹ Prior-year figures adjusted.

² Net of electricity purchased from third parties.

³ Difference between electricity production and electricity sales volume due to grid losses, operating consumption by lignite production and pumped-storage power plants.

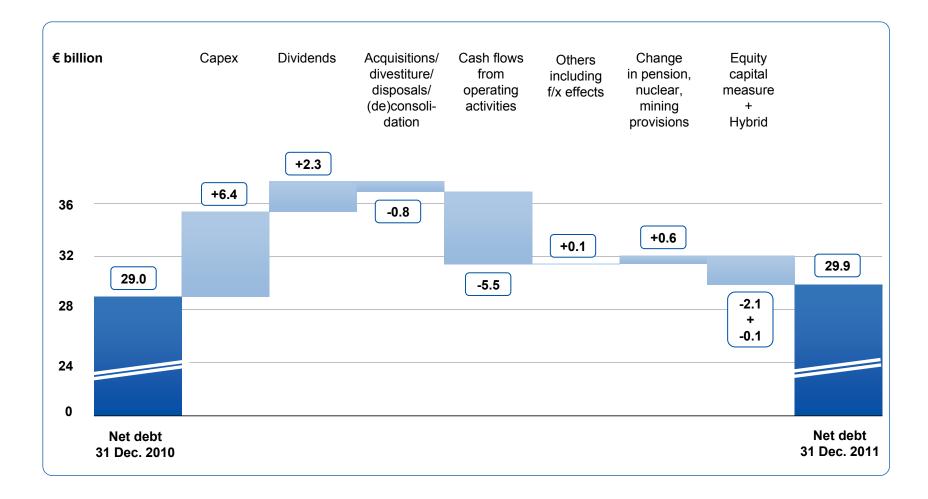


RWE Group gas sales volume (by geographic regions)

January – December in TWh	Germany	Czech Rep.	NL	UK	Other	Total 2011	Total 2010
Residential and commercial customers	27.5	26.9	35.9	38.0	1.1	129.4	156.6
Industrial and corporate customers	40.8	16.5	56.5	2.3	13.1	129.2	155.7
Distributors	56.6	4.7	0.0	0.1	2.2	63.6	83.1
Total	124.9	48.1	92.4	40.4	16.4	322.2	395.4



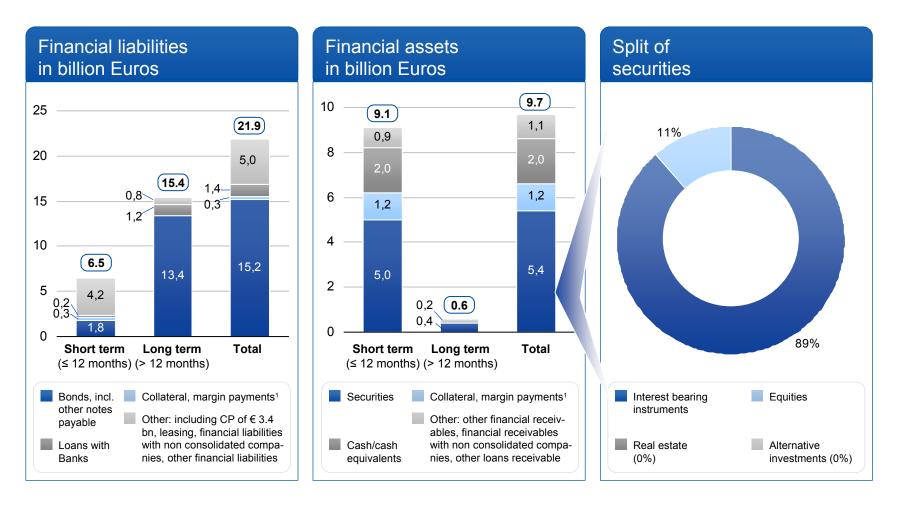
Development of net debt





Financial liabilities and assets

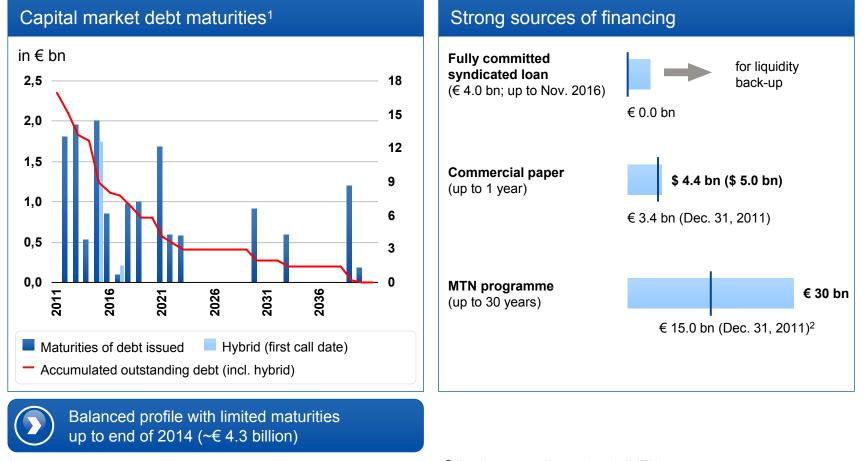
(excluding hybrid capital, as of 31 December 2011)



¹ Excluding variation margins under EEX based commodity contracts which are accounted for in the cash flow statement under 'change in working capital' and which are netted against the fair values of the respective derivatives at any point in time.



Capital market debt maturities and sources of financing

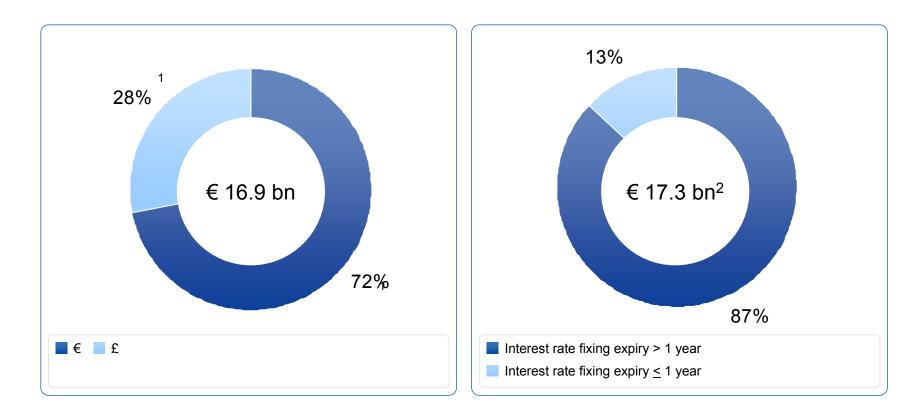


¹ RWE AG and RWE Finance B.V., as of 31 Dec. 2011.

² Bonds outstanding under the MTN-programme, i.e. excluding hybrid. Including hybrid: € 16.9 bn.



Capital market debt currency and interest exposure (as of 31.12.2011)

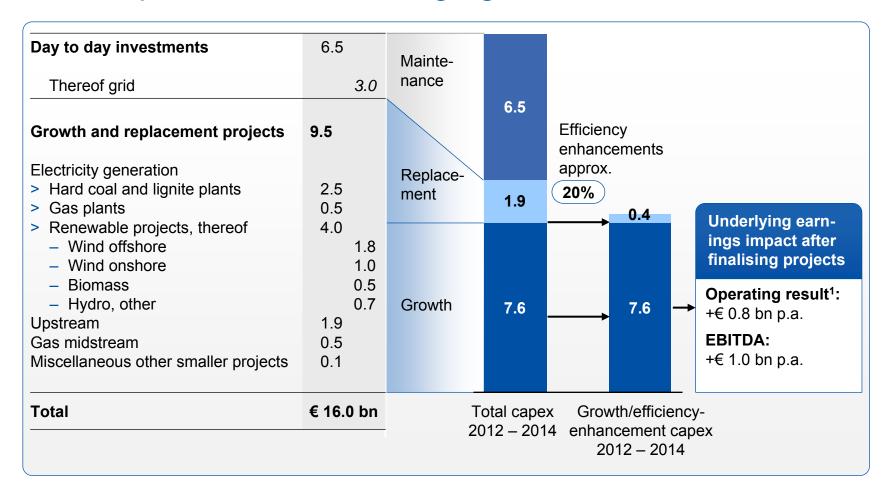


¹ Capital market debt = bonds of € 15.0 bn and hybrids of c. € 2.0 bn; split into currencies includes cross-currency swaps.

² Capital market debt plus other interest rate-related positions such as commercial paper and cash; including interest and cross-currency swaps.



RWE's capex programme 2012 to 2014 How capex leads to earnings growth



¹ Average impact. Depending on depreciation period, operating result lower in early years and higher in later years.



Conventional power plant new build programme

€ bn¹ 2005 2006 2007 2008 2009 2010 2012 2013 2011 2014 Lingen 0.5 (Gas, 876 MW, 100%) BoA 2&3, Neurath 2.6 Units G F (Lignite, 2,100 MW, 100%) Hamm 2.4 Units D E (Hard coal, 1,528 MW, 77%) Staythorpe 0.8 Units 1 -4 (Gas, 1,728 MW, 100%) Pembroke 1.2 Units 1 -5 (Gas, 2,188 MW, 100%) Moerdijk 2 0.4 (Gas, 426 MW, 100%) Claus C 1.1 (Gas, 1,304 MW, 100%) Eemshaven 2.9 Units A B (Hard coal/biomass, 1,560 MW, 100%) Denizli 0.5 (Gas, 775 MW, 70%)

¹ Capex at 100% share.



RWE Dea's largest field developments

Production start	RWE share	Capex¹ (€ bn)	2011	2012	2013	2014	2015	2016
West Nile Delta (Egypt)	40%	2.7						
Breagh (UK)	70%	0.4		-				
Reggane (Algeria)	19.5%	0.4						
Euno (Norway)	20%	0.7						
Knarr (Norway) ²	10%	0.2						
NC193 (Libya) ³	100%	0.3						
NC195 (Libya) ³	100%	0.2						

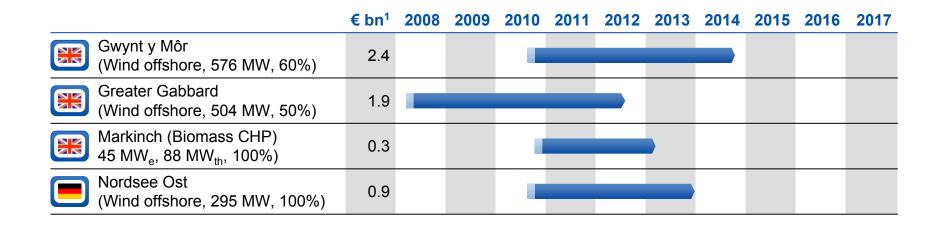
¹ RWE's share in capex.

² Formerly "Jordbær".

³ The political situation in Libya has caused delays.



RWE Innogy major project portfolio



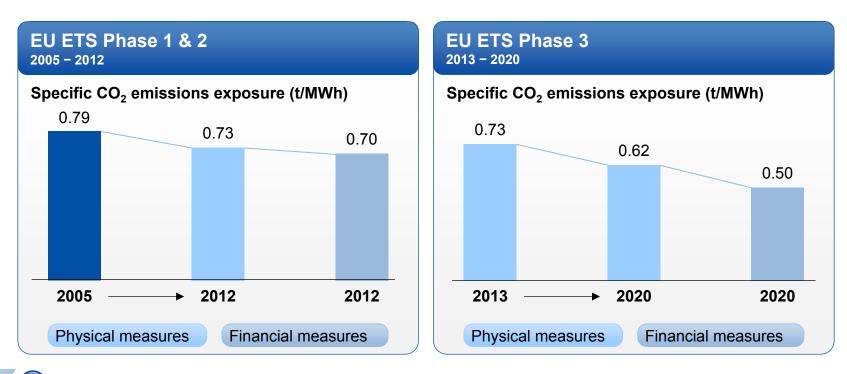
Capacity and earnings target for RWE Innogy until 2014 is mainly driven by 4 major projects

- Large scale projects, especially in offshore wind, play a vital role in achieving European renewable targets as growth potentials in other areas are limited
 - Utilities like RWE have a competitive advantage in these large-scale projects as we can build on expert knowledge gained in our other large projects

¹ Capex at 100% share.



RWE has taken physical and financial measures to reduce its CO_2 exposure significantly



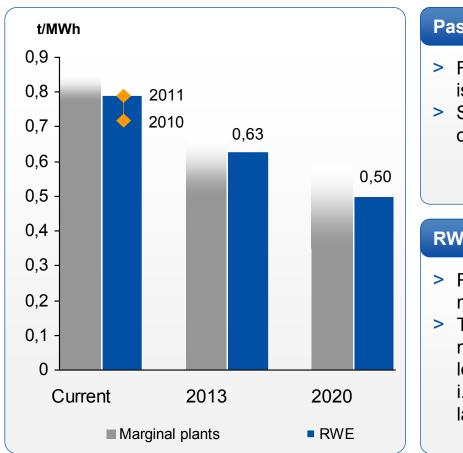
Physical measures include new-builds of highly-efficient power plants, shut-downs of existing power plants with higher CO₂ intensity, and growth in electricity generation from renewable sources.

Additional **financial measures** include the use of Kyoto Credits as well as financial portfolio measures, e.g. the sale of electricity under long-term PPA's.

The graphs reflect RWE's projections based on current assumptions regarding future commodity price development . PPA: Power Purchase Agreement.



RWE's physical and financial portfolio measures lead to a largely neutral financial CO₂ position



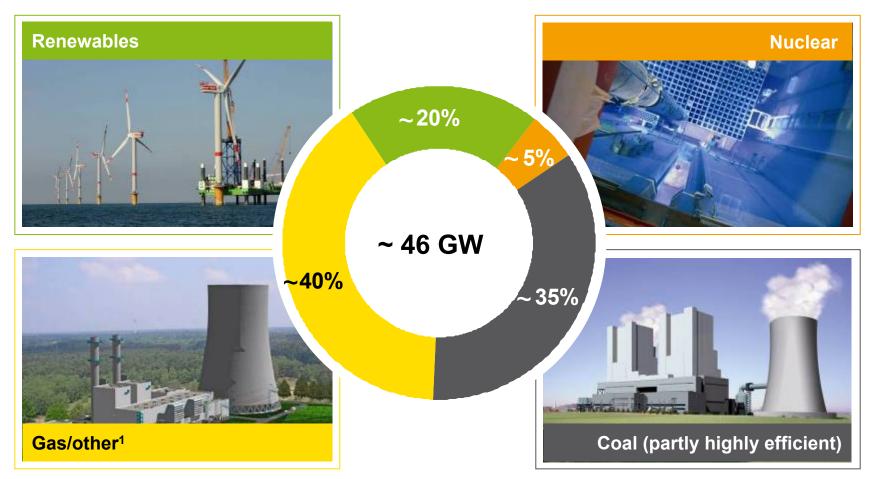
Pass-through factor¹ Factor by which the CO₂ price is reflected in the power price Set by the specific emission factor of the marginal plant in every hour RWE's CO₂ market exposure RWE reduces its CO₂ emissions by modernizing its power plant portfolio

This, together with other portfolio measures (physical & financial), will lead to a financially neutral CO₂ position, i.e. RWE's results are expected to be largely neutral to CO₂ price variations

¹ Range of average specific emissions of marginal plants. Projected factors depend – inter alia – on commodity price assumptions.



In 2020 approx. 20% of RWE's generation capacity will be in renewables



¹ Including approx. 8% of others, mainly pumped storage.



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