

Investor and Analyst Q1 2013 Conference Call

Essen, 15 May 2013

Bernhard Günther
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:

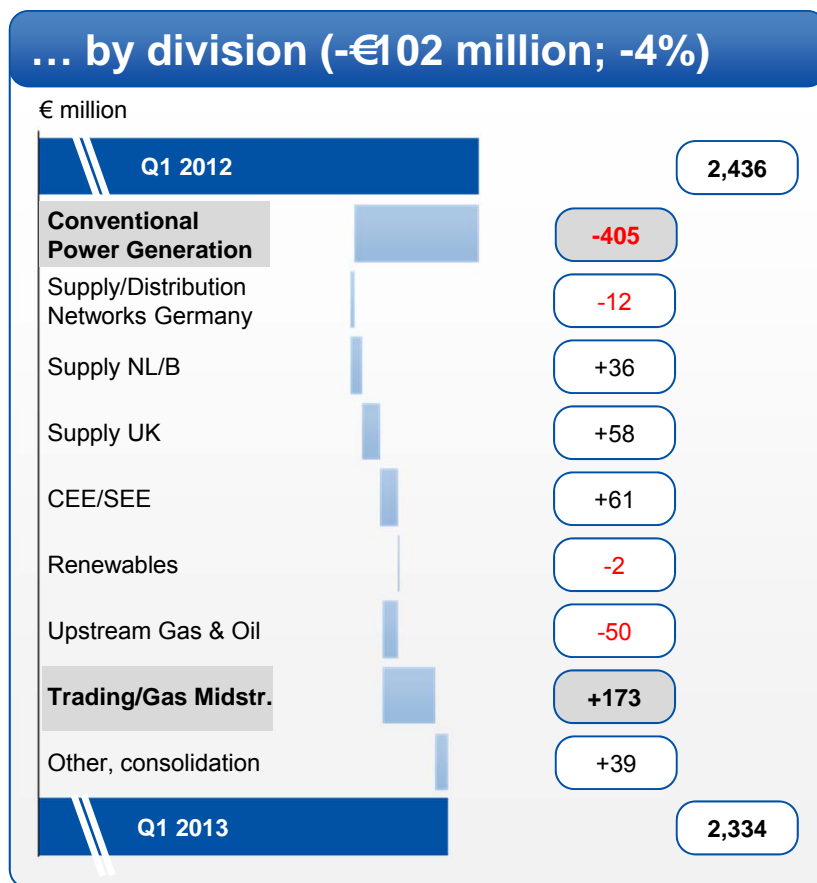
- > Projections of revenues, income, earnings per share, capital expenditures, dividends, capital structure or other financial items;
- > Statements of plans or objectives for future operations or of future competitive position;
- > Expectations of future economic performance; and
- > Statements of assumptions 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 forward-looking 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.

Main messages for Q1 2013

- Financial performance in line with our expectations:
EBITDA -3%, operating result -4%, recurrent net income +1%
- Strategic decision to evaluate potential exit options for our
Upstream Gas & Oil activities. Sales process initiated
- Disposal of assets with a total value of €0.4 bn and agreement to sell
NET4GAS for a total of €1.6 bn
- Successful bond placements with a total value of €1 bn
- Outlook for 2013 confirmed

Development of operating result ...



- Earnings in Conventional Power Generation Division under pressure
 - full auctioning of CO₂ certificates
 - declining generation margins
 - closure of old 150 MW lignite blocks in 2012
- Improved earnings in Trading/Gas Mid-stream Division as we settled all but one long-term oil-indexed gas contracts by the end of 2012
- Positive trend for sales and grid margins supported by the cold weather
- In our CEE/SEE Division we benefited from the positive development of f/x derivatives

Reconciliation of (recurrent) net income

| € million | Q1 2013 | +/- % |
|-----------------------------|--------------|--------------|
| EBITDA | 3,042 | -2.7% |
| Depreciation | -708 | -2.8% |
| Operating result | 2,334 | -4.2% |
| Non-operating result | 172 | - |
| Financial result | -427 | +9.1% |
| Tax | -526 | +5.2% |
| Minorities | 111 | +15.6% |
| Hybrid investors' interest | 26 | +52.9% |
| Net income | 1,416 | +8.0% |
| Adjustments | -119 | - |
| Recurrent net income | 1,297 | +0.7% |

- Depreciation slightly above last year's level after commissioning of new assets
- Non-operating result improved mainly due to the absence of restructuring charges
- Financial result improved mainly because of adjustment of discount rates for other long-term provisions in 2012
- Tax rate declined to 25% (previous year 28%); tax rate for recurrent net income was 25% (previous year 29%)
- Adjustments for recurrent net income comprise non-operating result including tax effect

Cash flow statement

| January – March €million | 2013 | 2012 | Change (absolute) |
|---|----------------|--------------|----------------------|
| Funds from operations (FFO) | 2,174 | 2,277 | -103 |
| Change in working capital of which variation margins | -2,116 -191 | -1,979 42 | -137 -233 |
| Cash flows from operating activities | 58 | 298 | -240 |
| Capex on fixed assets | -757 | -987 | 230 |
| Free cash flow | -699 | -689 | -10 |



FFO – among other things:

- > Declining earnings trend mainly driven by full auctioning of CO₂-certificates and lower electricity generation margins



Change in working capital – among other things:

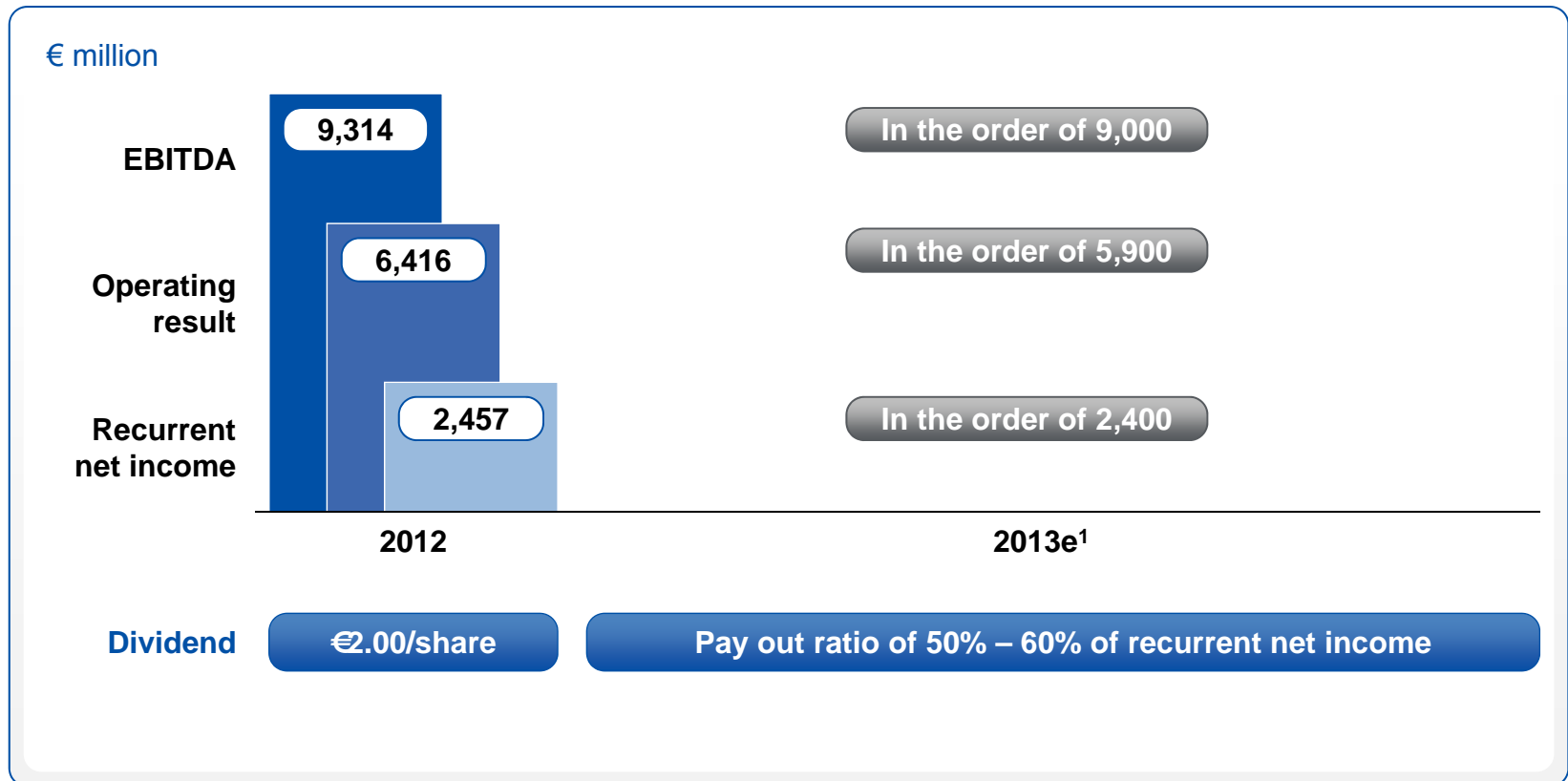
- > Increase in accounts receivable in our German, UK and Dutch retail businesses, mainly driven by cold weather (c. €2.5 bn)



Capex on fixed assets – among other things:

- > Extension and modernisation of our generation fleet

Outlook for 2013



¹ The outlook is after assumed disposals. In 2013 we expect this to be mainly the disposal of NET4GAS. For NET4GAS we expect full year 2013 earnings of c. €250 million of EBITDA, c. €190 million of operating result and c. €140 million of recurrent net income.

Divisional outlook for the operating result

| €million | 2012 ¹ | 2013 forecast versus 2012 ² |
|--|-------------------|--|
| Conventional Power Generation | 3,275 | Significantly below last year's level |
| Supply/Distribution Networks Germany | 1,578 | In the order of last year's level |
| Supply Netherlands/Belgium | 190 | In the order of last year's level |
| Supply United Kingdom | 286 | Above last year's level |
| Central Eastern and South Eastern Europe | 1,052 | Significantly below last year's level |
| Renewables | 183 | In the order of last year's level |
| Upstream Gas & Oil | 685 | Below last year's level |
| Trading/Gas Midstream | -598 | Significantly above last year's level |

¹ Partly pro forma figures for 2012 due to reorganisation of divisions.

² The outlook is after assumed disposals. In 2013 we expect this to be mainly the disposal of NET4GAS. For NET4GAS we expect full year 2013 earnings of c. €250 million of EBITDA, c. €190 million of operating result and c. €140 million of recurrent net income.

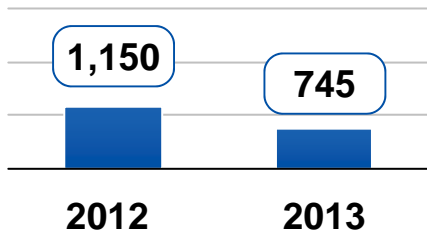
Back-up Charts



Performance of the Conventional Power Generation Division

January – March: operating result: -35.2% (-€405 million)

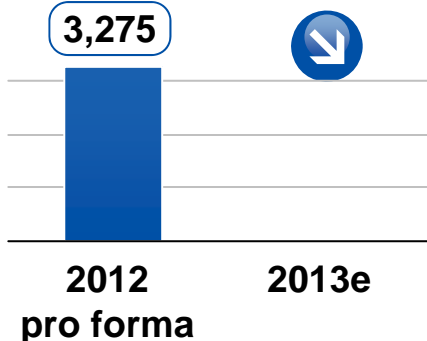
€ million



- ⊖ Full auctioning of CO₂ certificates (c. -€330 m)
- ⊖ Closure of 1.8 GW old 150 MW lignite blocks
- ⊖ Lower realised electricity generation spreads, incl. coal tax in NL
- ⊕ Efficiency improvements and lower fixed operating and maintenance costs

Guidance for fiscal 2013: significantly below last year's level

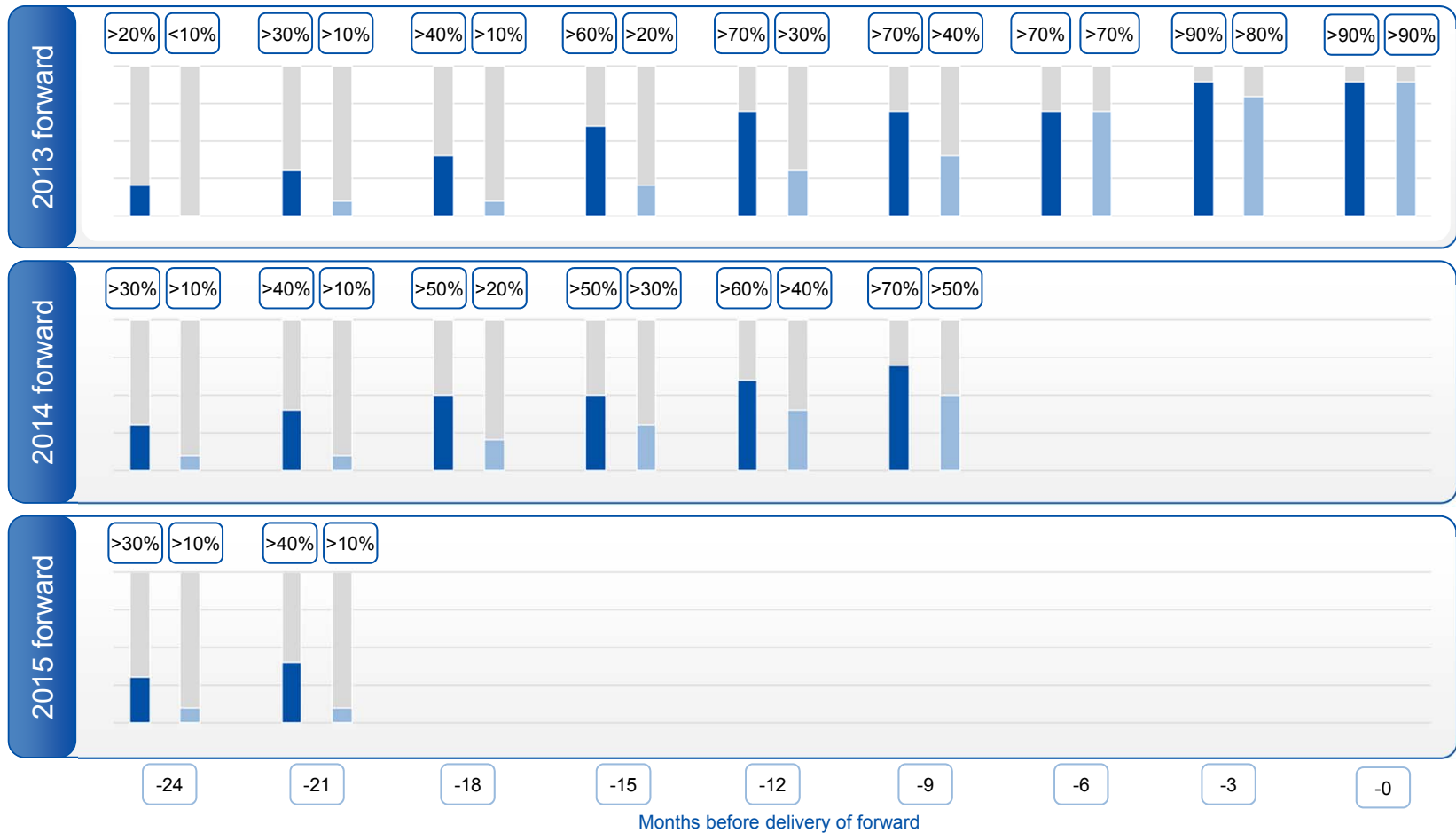
€ million



- ⊖ Full auctioning of CO₂ certificates and UK carbon floor
- ⊖ Lower realised electricity generation spreads, incl. coal tax in NL
- ⊖ Closure of 1.8 GW old 150 MW lignite blocks
- ⊕ Efficiency improvements and lower fixed operating and maintenance costs

RWE's forward hedging of conventional electricity production (German, Dutch and UK portfolio, excl. RWE Innogy)

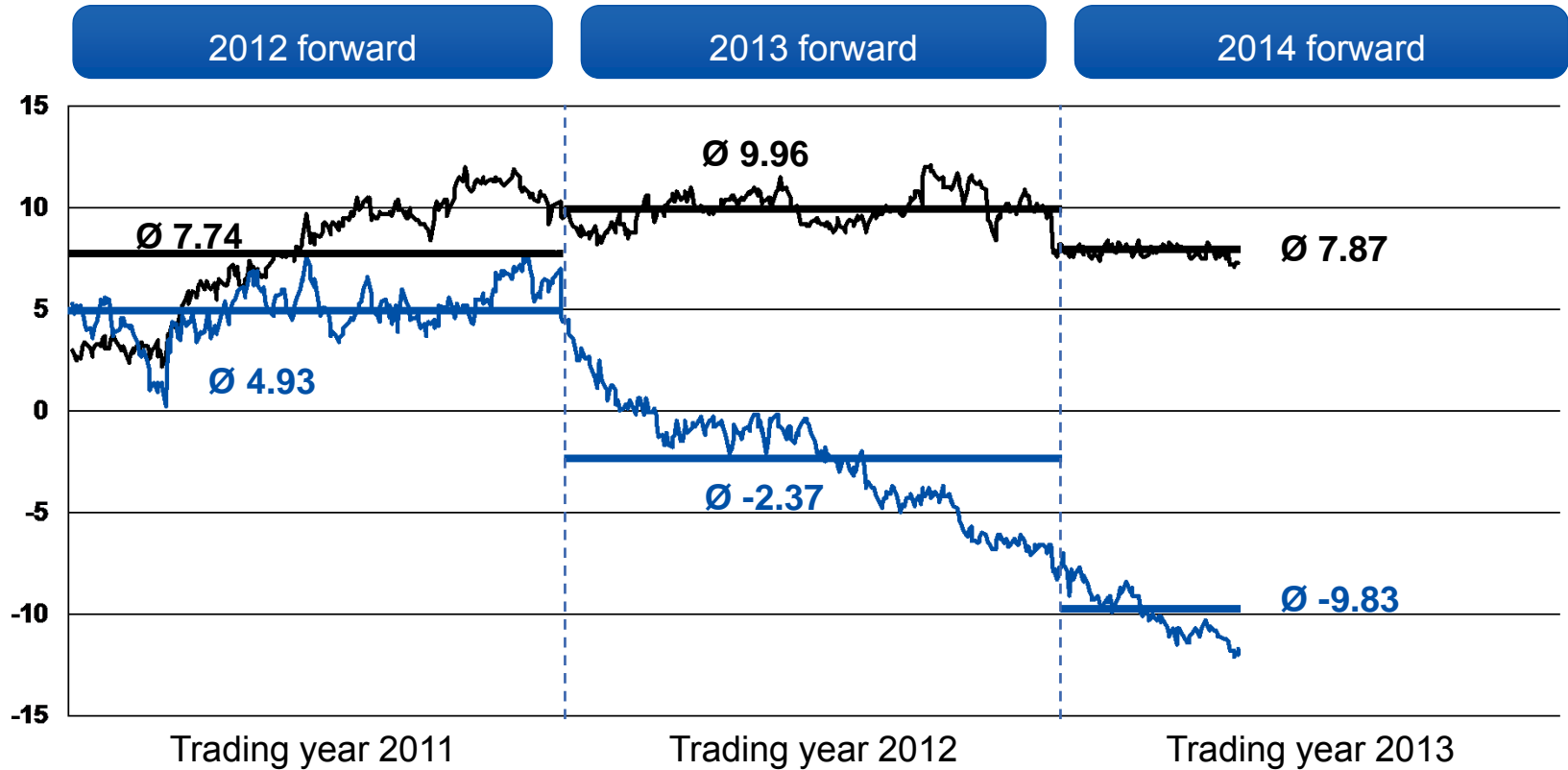
As of 31 March 2013



■ Outright (GER nuclear and lignite based power generation)

■ Spread (GER, UK and NL/B hard coal and gas based power generation)

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



— CDS Cal 2012 – 14 Base load (€/MWh)
(assumed thermal efficiency: 36%)

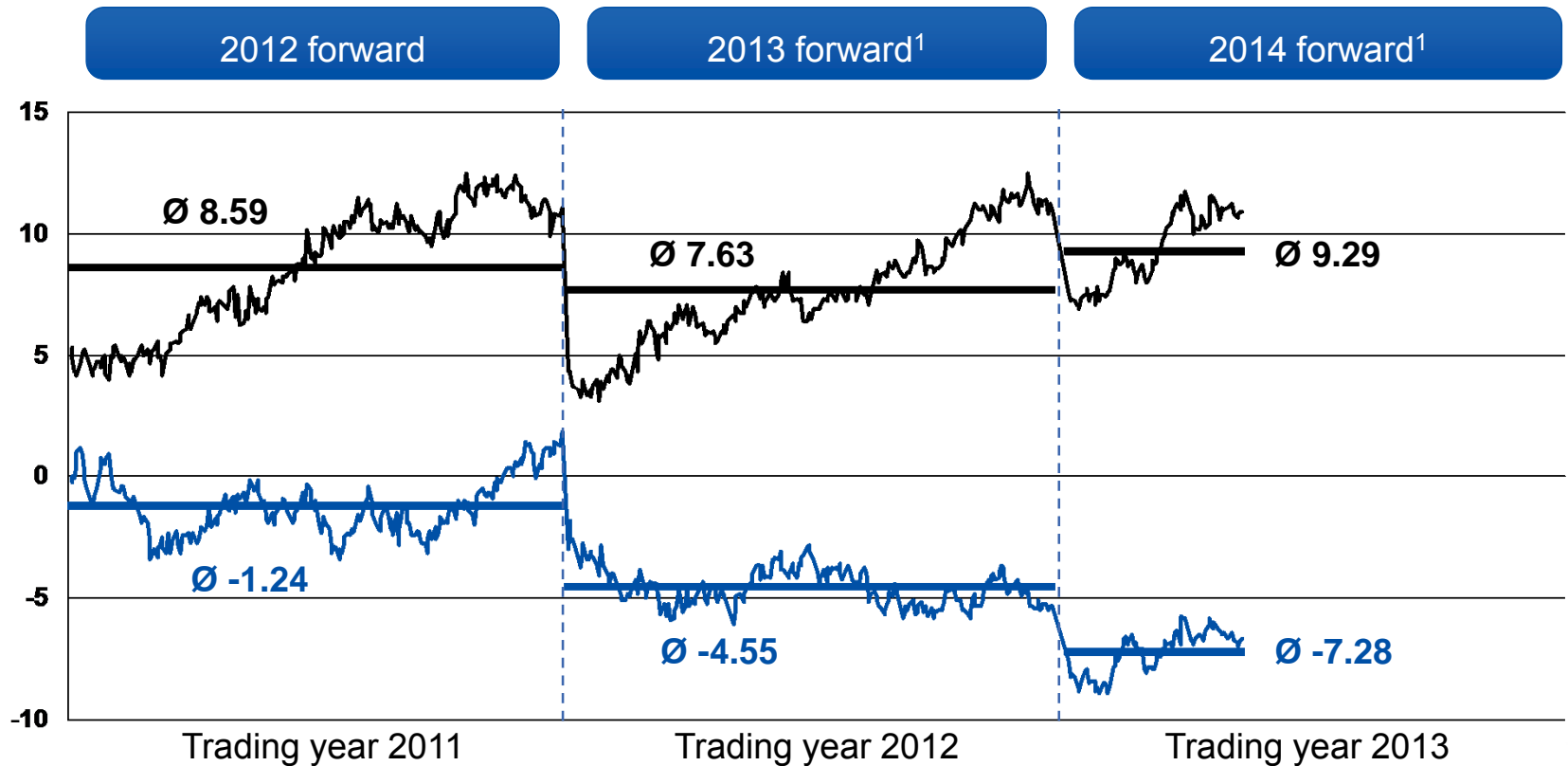
— Average CDS
Cal 2012 – 14

— CSS Cal 2012 – 14 Peak load (€/MWh)
(assumed thermal efficiency: 49%)

— Average CSS
Cal 2012 – 14

Source: RWE Supply & Trading, prices until 10 May 2013

NL: Clean Dark (CDS) and Spark Spreads (CSS) and Spark Spreads (CSS)



— CDS Cal 2012 – 14 Base load (€/MWh)
(assumed thermal efficiency: 37%)

— Average CDS
Cal 2012 – 14

— CSS Cal 2012 – 14 Base load (€/MWh)
(assumed thermal efficiency: 49%)

— Average CSS
Cal 2012 – 14

¹ CDS: Adjusted for coal tax

Source: RWE Supply & Trading, prices until 10 May 2013

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



— CDS Cal 2012 – 14 Base load (€/MWh)
(assumed thermal efficiency: 36%)

— Average CDS
Cal 2012 – 14

— CSS Cal 2012 – 14 Base load (€/MWh)
(assumed thermal efficiency: 49%)

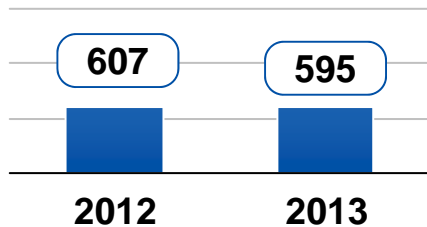
— Average CSS
Cal 2012 – 14

¹ Adjusted for UK carbon tax
Source: RWE Supply & Trading, prices until 10 May 2013

Performance of the Supply/Distribution Networks Germany Division

January – March: operating result: -2.0% (-€12 million)

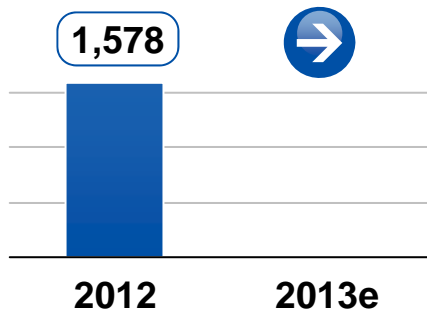
€ million



- Loss of earnings from the disposal of Berlin waterworks and KEVAG and transfer of Zagreb wastewater business to CEE/SEE
- + Efficiency improvements
- + Cold weather

Guidance for fiscal 2013: in the order of last year's level

€ million

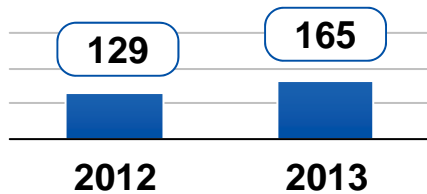


- + Efficiency improvements
- Loss of earnings from the disposal of Berlin waterworks and KEVAG and transfer of Zagreb wastewater business to CEE/SEE

Performance of the Supply Netherlands/Belgium Division (Essent)

January – March: operating result: +27.9% (+€36 million)

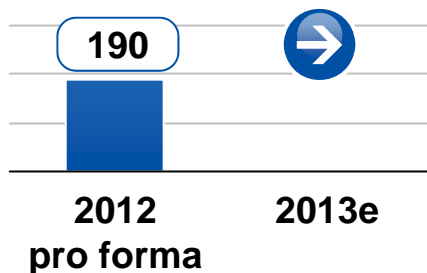
€ million



- ⊕ Weather induced higher gas sales
- ⊕ Absence of one-off costs that occurred in previous year
- ⊕ Efficiency improvements
- ⊖ Competition induced pressure on gas margins
- ⊖ Lower energy consumption of private households

Guidance for fiscal 2013: in the order of last year's level

€ million

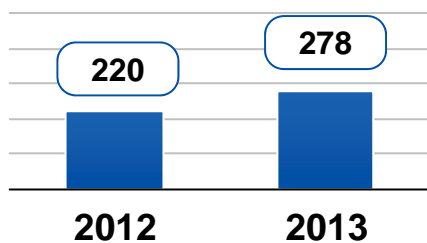


- ⊖ Competition induced pressure on gas margins
- ⊖ Lower energy consumption of private households
- ⊕ Efficiency improvements
- ⊕ Growing customer base in Belgium
- ⊕ Benefit from weather induced strong first quarter

Performance of the Supply United Kingdom Division (RWE npower)

January – March: operating result: +26.4% (+€58 million)

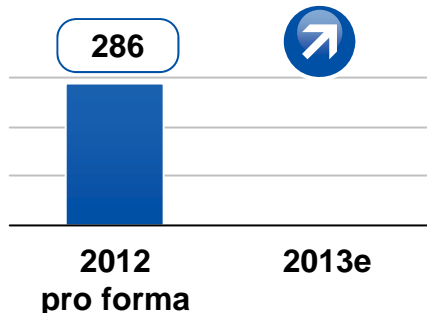
€ million



- + Efficiency improvements
- + Cold weather
- Negative f/x effects
- Lower energy consumption due to energy efficiency improvements
- Higher grid fees

Guidance for fiscal 2013: above last year's level

€ million

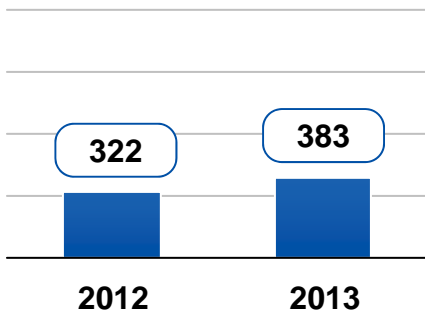


- + Efficiency improvements
- + Benefit from weather induced strong first quarter
- + Growth of business with B2B clients
- Higher burdens from government programmes to promote energy savings in households

Performance of the Central Eastern and South Eastern Europe Division

January – March: operating result: +18.9% (+€61million)

€ million



⊕ Positive effect from derivatives to hedge f/x risks

Czech Republic:

⊖ Increased costs for purchasing gas for our sales business partly offset by improved gas grid margins

Hungary:

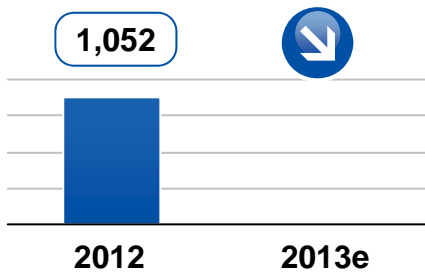
⊖ Government induced burdens for utilities

Poland:

⊕ Improved electricity sales business

Guidance for fiscal 2013: significantly below last year's level

€ million



⊖ Disposal of NET4GAS

⊕ **Czech Republic:** Improved grid margins

⊖ **Hungary:** Government induced burdens for utilities

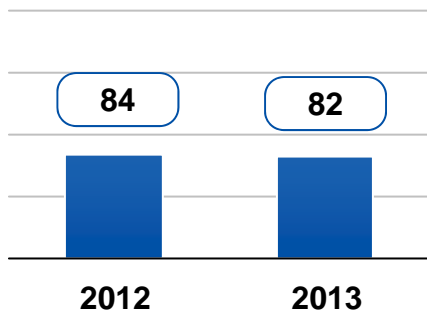
⊖ **Poland:** Absence of positive one-off seen in 2012

⊕ Transfer of Zagreb wastewater business

Performance of the Renewables Division (RWE Innogy)

January – March: operating result: -2.4% (-€2 million)

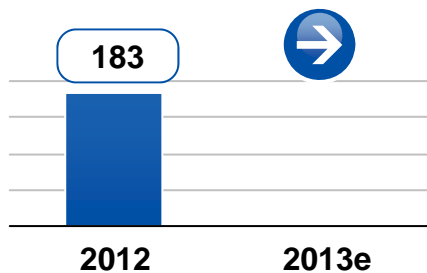
€ million



- Lower market prices (power, green certificates) and lower wind levels
- Impact from new renewables support scheme in Spain and resulting adjustment of book value in Andasol 3
- + Increased earnings contribution from growth investments
- + One-off from compensation payments in Spanish wind business

Guidance for fiscal 2013: in the order of last year's level

€ million

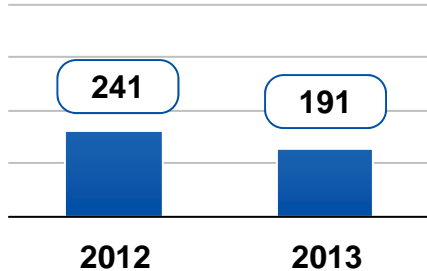


- + Commissioning of new assets
- + One-off from compensation payments in Spanish wind business
- Lower market prices (power, green certificates) and lower wind levels
- Impact from new renewables support scheme in Spain and resulting adjustment of book value in Andasol 3

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

January – March: operating result: -20.7% (-€50 million)

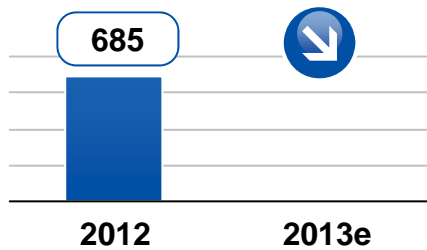
€ million



- Delay of sale of Norwegian oil volumes
- Lower oil and gas production volumes
- Lower realised oil and gas prices
- + Lower production costs
- + Lower royalties in Germany

Guidance for fiscal 2013: below last year's level

€ million

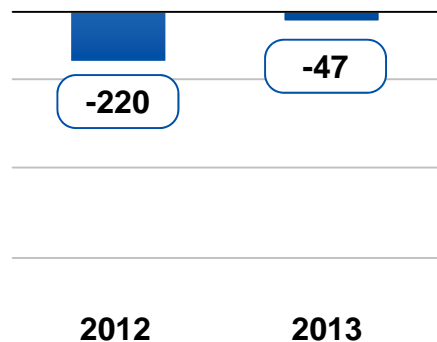


- Lower oil prices
- + Higher gas production volumes

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

January – March: operating result: +78.6% (+€173 million)

€ million



Trading:

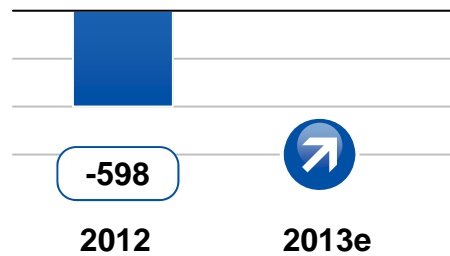
Lower performance in the energy trading business

Supply:

Still burdens from long-term oil-indexed gas contracts but lower after commercial settlements of several contracts in previous years

Guidance for fiscal 2013: significantly above last year's level

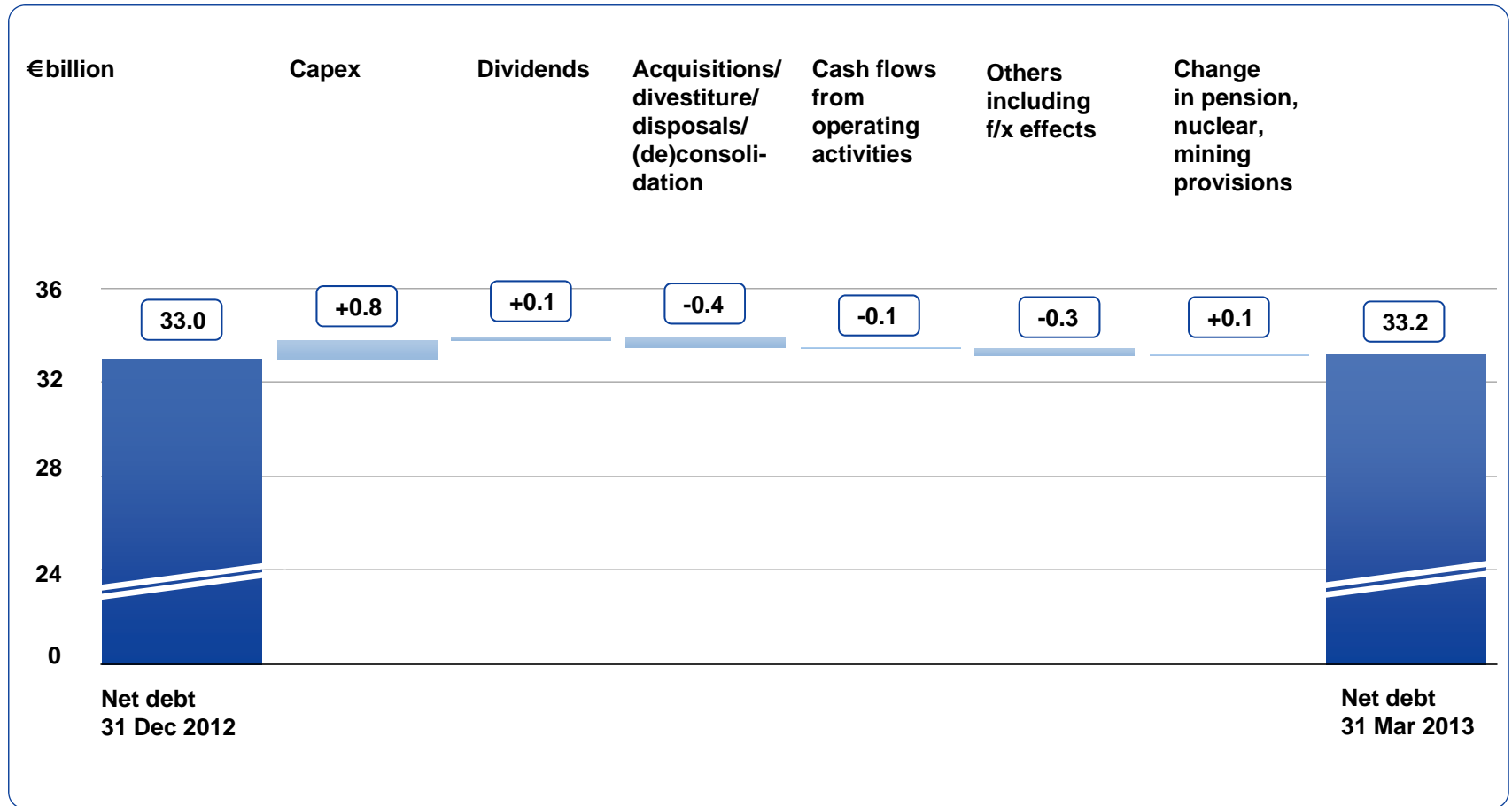
€ million



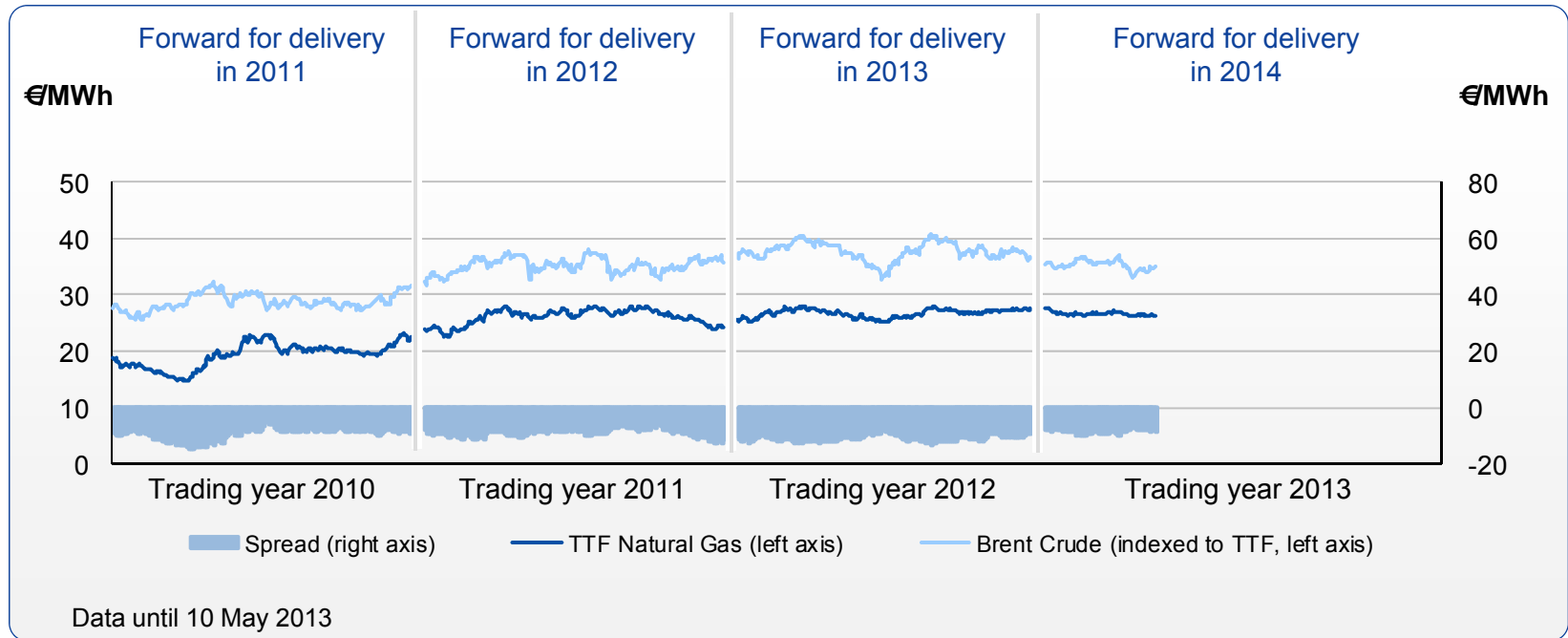
Settlement of oil-indexed gas supply contract review with Gazprom

Efficiency improvements

Development of net debt



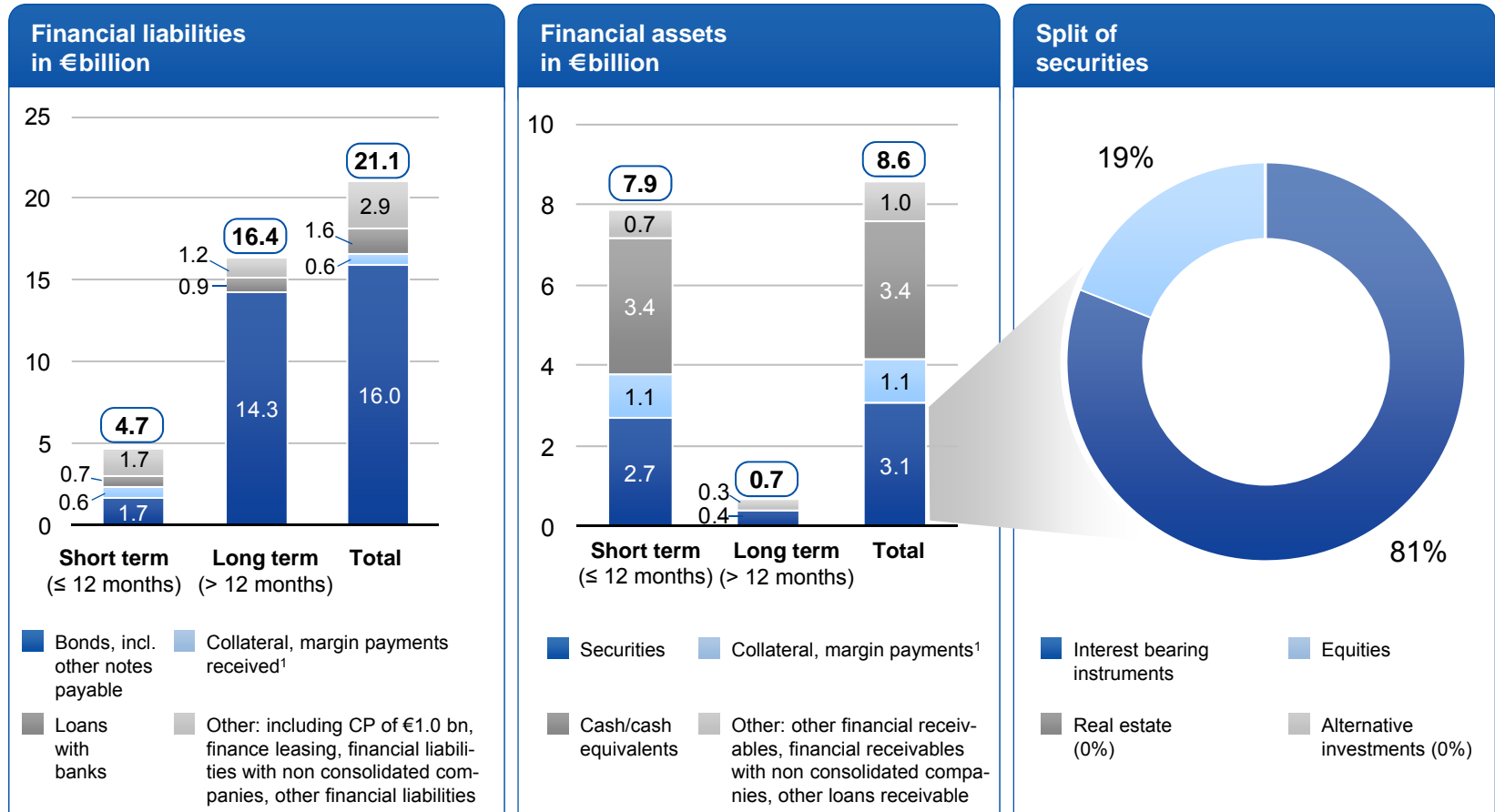
Development of TTF gas price and brent oil price



- Relative development of the TTF and brent forwards for the years 2010, 2011, 2012 and 2013 since 1 January 2009. To compare both, the brent oil price is based to the TTF gas price as of 1 January 2009. The curves simply illustrate the development of the market prices which should give a rough indication on 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.

Financial liabilities and assets

(excluding hybrid capital, as of 31 March 2013)

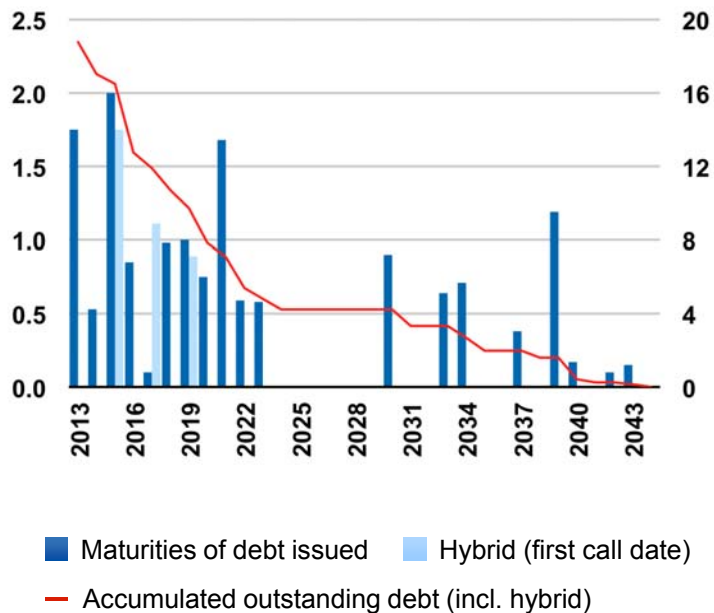


¹ Excluding variation margins which are netted against the fair values of the respective derivatives.

Capital market debt maturities and sources of financing

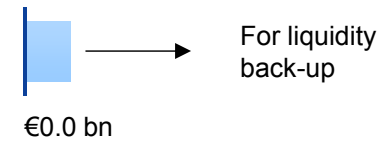
Capital market debt maturities¹

in € billion

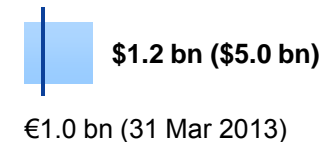


Strong sources of financing

Fully committed syndicated loan
(€4.0 bn up to Nov 2017)



Commercial paper
(up to 1 year)



MTN programme
(up to 30 years)

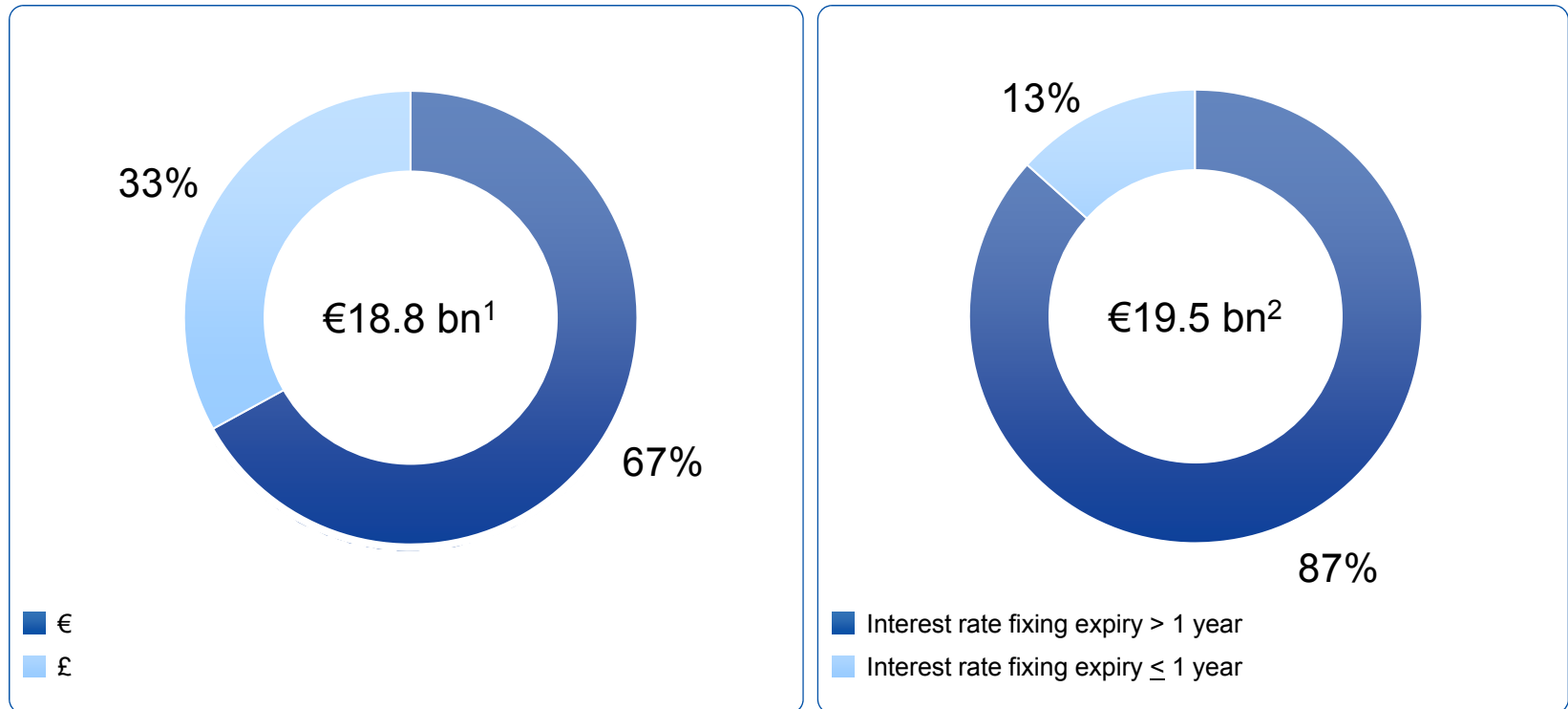


Balanced profile with limited maturities up to end of 2014 (~€2.3 billion)

¹ RWE AG and RWE Finance B.V., as of 31 March 2013

² Bonds outstanding under the MTN-programme, i.e. excluding hybrids. Including hybrids: €18.8 bn













Capital market debt currency and interest exposure (as of 31 March 2013)



¹ Capital market debt = bonds of €15.1 bn and hybrids of €3.7 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 major investment projects

| | | RWE share | Capex (€bn) | 2013 | 2014 | 2015 | 2016 | 2017 | 2018 |
|--|---|--------------------|-------------|-------------|------|------|------|------|------|
| Conventional power plant new build programme (capex at 100% share) | | | | | | | | | |
|  | Hamm (hard coal, 1,528 MW) | 77% | 2.4 | Units D & E | | | | | |
|  | Eemshaven (hard coal/biomass, 1,560 MW) | 100% | 2.9 | Units A & B | | | | | |
|  | Denizli (gas, 775 MW) | 70% | 0.5 | | | | | | |
| RWE Dea's largest field developments (RWE's share in capex) ■ Bars indicate expected start of production. | | | | | | | | | |
|  | West Nile Delta (Egypt) | NA 40% WMDW 20% | 2.9 | | | | | | |
|  | Disouq (Egypt) | 100% (operator) | 0.2 | | | | | | |
|  | Breagh Phase 1 (GB) | 70% (operator) | 0.4 | | | | | | |
|  | Reggane (Algeria) | 19.5% | 0.4 | | | | | | |
|  | Knarr (formerly "Jordbær") (Norway) | 10% | 0.2 | | | | | | |
|  | NC 193/195 (Libya) | 100% (operator) | 0.5 | | | | | | |
| RWE Innogy major projects under construction (capex at 100% share; UK offshore includes investment for grid connections) | | | | | | | | | |
|  | Markinch (biomass CHP, 46 MW _e , 88 MW _{th}) | 100% | 0.3 | | | | | | |
|  | Gwynt y Môr (wind offshore, 576 MW) | 60% | 2.5 | | | | | | |
|  | Nordsee Ost ¹ (wind offshore, 295 MW) | 100% | 1.1 | | | | | | |

¹ The construction schedule was revised several times in 2012 due to the delay in the offshore grid connection by TenneT. The first feed-in of electricity is now only expected by Mid 2014 and the commissioning of the wind farm is delayed at least until Q4 2014.

Always be informed about RWE ...



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Annual and Interim Reports

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Investor and Analyst Conferences

<http://www.rwe.com/web/cms/en/1460144/rwe/investor-relations/events/investor-and-analyst-conferences/>



Facts & Figures - The Guide to RWE and the Utility Sector – as well as further fact books

<http://www.rwe.com/web/cms/en/114404/rwe/investor-relations/factbook/>



Consensus of analysts' estimates of RWE's key performance indicators

<http://www.rwe.com/web/cms/en/345802/rwe/investor-relations/shares/analyst-consensus-estimates/>