

RWE
Aktiengesellschaft
Essen

Counter motions by Ulrich Dillmann, in respect of the Annual General Meeting of RWE AG on 20 April 2016

“C o u n t e r m o t i o n s

**regarding items 3 and 4 on the Agenda of
RWE AG’s 2016 AGM on 20 April 2016**

I. Counter motion regarding items 3 and 4 on the Agenda (approval of the acts of the Executive Board and Supervisory Board)

I hereby file a motion:

1. To hold a vote on the approval of the acts of the Executive Board and Supervisory Board at a later point in time at a General Meeting convened specifically for this purpose, until the real estate affair at enviaM AG dating back to 2006/2007 has been resolved and the conceivable shared responsibility for the damage caused by potential breaches of monitoring and supervisory duties has been reviewed and clarified by the corporate bodies of RWE AG. In this respect, I would like to refer to a similar approach currently pursued at Bilfinger AG, the Chairman of the Board of Management of which suggested to the AGM in connection with a bribery affair dating back more than a decade that the approval of the acts of the entire former Board of Management be “adjourned” until the required clarification has been obtained. The sum in question at Bilfinger is about €1 million. A sum that will probably be exceeded by the aforementioned transactions conducted by enviaM AG.

2. Not to pass a resolution on the approval of the acts of the Supervisory Board until the effects of the gifts given to the members of the Supervisory Board by Dr. Großmann (as presented by Dr. Schneider at the 2015 AGM) on their votes cast regarding audit inquiries (enviaM, Essent N.V.) as well as on decisions to make acquisitions (Essent N.V.) have been reviewed and ascertained.

3. As an auxiliary motion, in the event that a vote be held on the approval of the acts of the corporate bodies on 20 April 2016 nevertheless, I hereby file a motion to vote on the approval of the acts of each individual member of the Executive Board and Supervisory Board separately and not to approve the acts of the Executive Board and Supervisory Board – in particular those of the Chairman of the Supervisory Board, Dr. Schneider, those of the Chairman of the Executive Board, Mr. Terium, and those of the member of the Executive Board, Dr. Schmitz.

[...]

II) To round off the aforementioned motions in respect of items 3 and 4 on the Agenda, I hereby again file a motion to wait for the findings of an external, independent audit before a resolution is passed on the approval of the acts of the Executive Board and Supervisory Board. Otherwise, I request that the course of action for which an auxiliary motion has been filed in item I.3 be taken.

Signed: Ulrich Dillmann