

# INVITATION

to the Annual General Meeting  
of RWE Aktiengesellschaft  
on Wednesday, 20 April 2016

**RWE**

# RWE AKTIENGESELLSCHAFT ESSEN

International Securities Identification Number (ISIN):

DE 0007037129

DE 0007037145

## INVITATION TO THE ANNUAL GENERAL MEETING

Dear Shareholders,

We hereby invite you to attend our Ordinary Annual General Meeting, which shall convene at 10:00 a.m. on Wednesday, 20 April 2016 in the Grugahalle on Norbertstraße 2 in Essen, 45131 Essen, Germany.

## AGENDA

1. **Presentation of the approved financial statements of RWE Aktiengesellschaft and the Group for the financial year ended 31 December 2015, with the combined review of operations of RWE Aktiengesellschaft and the Group and the Supervisory Board report for fiscal 2015**

The Supervisory Board approved the financial statements of RWE Aktiengesellschaft and the Group prepared by the Executive Board. The financial statements of RWE Aktiengesellschaft are thus adopted in accordance with Section 172, Sentence 1 of the German Stock Corporation Act. There is thus no need for a resolution to be passed by the Annual General Meeting.

2. **Appropriation of distributable profit**

The Executive Board and the Supervisory Board propose that RWE Aktiengesellschaft's distributable profit for fiscal 2015 be appropriated as follows:

A Payment of a dividend of EUR 0.13 per dividend-bearing preferred share	= EUR	5,070,000.00
No dividend will be paid for common shares.		
Profit carryforward	= EUR	45,553.81
		<hr/>
Distributable profit	= EUR	5,115,553.81

3. **Approval of the Acts of the Executive Board for fiscal 2015**

The Executive Board and the Supervisory Board propose that the Executive Board be granted approval for its acts in fiscal 2015.

**4. Approval of the Acts of the Supervisory Board for fiscal 2015**

The Executive Board and the Supervisory Board propose that the Supervisory Board be granted approval for its acts in fiscal 2015.

**5. Appointment of the auditors for fiscal 2016**

Based on the recommendation of the Audit Committee, the Supervisory Board proposes that

PricewaterhouseCoopers Aktiengesellschaft  
Wirtschaftsprüfungsgesellschaft,  
Frankfurt am Main,  
Zweigniederlassung Essen,

be appointed auditors for fiscal 2016.

**6. Appointment of the auditors for the audit-like review of the financial report for the first half of 2016**

Based on the recommendation of the Audit Committee, the Supervisory Board proposes that

PricewaterhouseCoopers Aktiengesellschaft  
Wirtschaftsprüfungsgesellschaft,  
Frankfurt am Main,  
Zweigniederlassung Essen,

be commissioned to conduct the audit-like review of the condensed financial statements and the interim review of operations, which are part of the financial report for the first half of 2016.

**7. Appointment of the auditors for the audit-like review of the 2016 quarterly financial reports**

Based on the recommendation of the Audit Committee, the Supervisory Board proposes that

PricewaterhouseCoopers Aktiengesellschaft  
Wirtschaftsprüfungsgesellschaft,  
Frankfurt am Main,  
Zweigniederlassung Essen,

be commissioned to conduct the audit-like review of the condensed financial statements and the interim reviews of operations, which are part of the 2016 quarterly financial reports.

**8. New Supervisory Board elections**

The tenure of all of the Supervisory Board members elected by the Annual General Meeting ends on conclusion of the 20 April 2016 Annual General Meeting. Therefore, new elections must be held.

In accordance with Section 96, Paragraph 1 and Section 101, Paragraph 1 of the German Stock Corporation Act, Section 7, Paragraph 1, Sentence 1, Item 3 of the German Co-Determination Act and Section 8, Paragraph (1) of the Articles of Association, the Supervisory Board is composed of ten members elected by the Annual General Meeting and ten members elected by the employees. Pursuant to Section 96, Paragraph 2 of the German Stock Corporation Act, at least 30% of the seats on the Supervisory Board, corresponding to at least six seats, must be staffed with women, and at

least 30%, corresponding to at least six additional seats, must be staffed with men. The shareholder representatives informed the Chairman of the Supervisory Board before the elections that they opposed the fulfilment of the minimum staffing requirements for the Supervisory Board as a corporate body as a whole (overall fulfilment). In consequence, the minimum requirement of 30% women and 30% men applicable to the elections must be fulfilled both by the shareholders and the employees separately. Therefore, at least three seats must be staffed with women and three seats must be staffed with men by both the shareholders and the employees separately.

The Supervisory Board proposes to elect the following individuals to the Supervisory Board as shareholder representatives by way of individual elections:

- a) Brandt, Werner, Dr., Bad Homburg,  
Business Consultant
- b) Hoeven, Maria van der, Maastricht,  
Former Executive Director of the International  
Energy Agency
- c) Keitel, Hans-Peter, Prof. Dr., Essen,  
Vice President of the Federation of German Industry
- d) Koederitz, Martina, Stuttgart,  
Chairwoman of the Board of Directors of IBM Central  
Holding GmbH, of IBM Deutschland GmbH and of  
IBM Deutschland Management & Business Support  
GmbH as well as Managing Director of IBM Munich  
Center GmbH

e) Mühlenfeld, Dagmar, Mülheim an der Ruhr,  
Lady Mayor (ret.)

f) Ottmann, Peter, Nettetal,  
Attorney-at-Law, District Administrator (ret.),  
Member of the Board of Management of Gemein-  
nützige Wohnungsgesellschaft für den Kreis Viersen  
AG (until June 2016),  
Managing Director of Verband der kommunalen  
RWE-Aktionäre GmbH (as of May 2016)

g) Scharz, Günther, Wincheringen,  
Administrator of the District of Trier-Saarburg

h) Schipporeit, Erhard, Dr., Hanover,  
Independent Business Consultant

i) Schüssel, Wolfgang, Dr., Vienna,  
Federal Chancellor (ret.)

j) Sierau, Ullrich, Dortmund,  
Lord Mayor of the City of Dortmund

The tenure of the elected members shall commence on conclusion of this Annual General Meeting and end on conclusion of the Annual General Meeting that passes a resolution on the approval of the acts of the Supervisory Board for the fourth fiscal year after the beginning of their tenure. The fiscal year in which their tenure begins shall not be counted.

The aforementioned electoral proposals are based on the recommendations of the Nomination Committee and take account of the goals adopted by the Supervisory Board in respect of its composition. Based on the Supervisory Board's assessment, Dr. Schipporeit fulfils the requirements for being considered an independent financial expert within the meaning of Section 100, Paragraph 5 of the German Stock Corporation Act.

Based on the Supervisory Board's assessment, there are no material personal or business relations as defined by Item 5.4.1 of the German Corporate Governance Code between the proposed candidates and RWE Aktiengesellschaft, its Group companies, the corporate bodies of RWE Aktiengesellschaft or a shareholder with a material stake in RWE Aktiengesellschaft.

By way of precaution, it is pointed out that Mr. Sierau is a member of the Advisory Council of the RWE Group. Furthermore, he is the Chairman of the Supervisory Boards of Dortmunder Stadtwerke AG and KEB Holding AG. These two companies and the City of Dortmund, of which Mr. Sierau is the mayor, each indirectly and/or directly hold a stake, which, however, amounts to less than 10% of RWE Aktiengesellschaft's voting stock. There are individual business relations in the form of joint shareholdings and license agreements between the City of Dortmund, its subsidiaries and RWE Group companies. Some RWE Group companies are headquartered in Dortmund.



Ms. Mühlenfeld is a member of the Advisory Board of the RWE Group. In addition, she is a member of the Supervisory Board of RW Holding AG, which holds an indirect stake, which, however, amounts to less than 10% of RWE Aktiengesellschaft's voting stock.

Both Messrs. Ottmann and Scharz are members of the Supervisory Board of RWE Deutschland Aktiengesellschaft and of the Advisory Board of the RWE Group. Moreover, Mr. Scharz is the Chairman and Mr. Ottmann is a member of the Supervisory Board of RW Holding AG, which holds an indirect stake, which, however, amounts to less than 10% of RWE Aktiengesellschaft's voting stock.

Should Dr. Brandt be elected, it is intended to propose him as a candidate for chairmanship of the Supervisory Board.

## NUMBER OF SHARES AND VOTING RIGHTS

At the point in time of the convocation, the company's capital stock was divided among 614,745,499 shares. Of these, 575,745,499 are common shares granting 575,745,499 voting rights, and 39,000,000 are preferred shares without voting rights.

Only holders of common shares are entitled to vote on the aforementioned items of the agenda.

# ATTENDANCE AT THE ANNUAL GENERAL MEETING AND EXERCISE OF VOTING RIGHTS

Shareholders who want to attend the Annual General Meeting and exercise their voting rights must send their registration to the following address no later than 24:00 hours CEST on 13 April 2016

RWE Aktiengesellschaft  
c/o Commerzbank AG  
GS-MO 4.1.1 General Meetings  
60261 Frankfurt am Main  
(Telefax: +49 69 136 26351)

or via e-mail to:

[hv-eintrittskarten@commerzbank.com](mailto:hv-eintrittskarten@commerzbank.com)

The shareholders must also prove that they are authorised to attend the Annual General Meeting and to exercise voting rights. This requires furnishing special proof of their share ownership to the company through a collective security deposit bank, reflecting that they were shareholders of the company at the beginning of the day on 30 March 2016, i.e. at 0:00 hours CEST ("record date"). Analogously to the registration, proof of share ownership in the company must be received at the address listed above no later than 24:00 hours CEST on 13 April 2016. The registration and proof of share ownership must be in text form in German or English.

From the company's perspective, only individuals who have furnished special proof of share ownership by the deadline shall be considered shareholders with respect to attendance at the Annual General Meeting or the exercise of voting rights. Attendance entitlement and the scope of voting rights shall be solely based on the share ownership on the record date. The record date is not equivalent to a ban on the sale of share ownership. Even in the event of a full or partial sale of

share ownership after the record date, attendance entitlement and the scope of voting rights shall only be based on the shareholder's share ownership on the record date; i.e. sales of shares after the record date shall not affect attendance entitlement or the scope of voting rights. The same applies to purchases of shares and increases in share ownership after the record date. Individuals who do not own shares on the record date and only become shareholders thereafter shall not be entitled to attend or exercise voting rights if they have not obtained proxy rights or an authorisation to exercise rights.

Shareholders who request an admission ticket for the Annual General Meeting from a custodian institution on time do not need to do anything else. In such cases, registration and proof of share ownership shall be handled by the custodian bank.

## PROXY VOTING

### Authorising a third party

Shareholders may have their voting and other rights exercised by a proxy such as a bank, a shareholder association or another third party by issuing a corresponding authorisation. A registration and proof of share ownership must be submitted before the appropriate deadline according to the aforementioned provisions in this case as well.

As a rule, the issuance, revocation and proof of authorisations vis-à-vis the company must be in text form. Banks, shareholder associations, and equivalent institutes, companies or individuals as defined by Section 135, Paragraphs 8 and 10 of the German Stock Corporation Act may have different rules governing the form requirements of their own authorisations. According to German law, in these cases, the authorisation must be given to a certain proxy and the proxy must maintain documented proof of the authorisation; in addition, the authorisation must be complete and may only contain statements in relation to the exercise of voting rights. Therefore, in such cases we request shareholders to agree with the intended proxy on the form of the authorisation.

Shareholders who wish to authorise a different proxy are requested to issue the authorisation using the form provided for this by the company. It is on the back of the admission ticket ("Vollmacht an Dritte" ["Proxy to a third party"]) marked with an **A**) which shareholders who request an admission ticket in good time are sent by their depository institution. In this case, we request that the completed proxy form be presented at one of the registration counters by the authorised individual together with the corresponding admission ticket on the day of the Annual General Meeting.

In addition, authorisations may be issued electronically via the internet both before and during the Annual General

Meeting no later than before the beginning of the voting procedure. Shareholders can gain access via the company's website at [www.rwe.com](http://www.rwe.com). By clicking the link "Annual General Meeting 2016" shareholders are directed to the web-based authorisation system. The information included on the admission ticket is required to issue an authorisation electronically. The aforementioned explanations also apply to revocations of authorisations.

### **Authorising a proxy appointed by the company**

Moreover, we are affording shareholders the opportunity to be represented by a proxy appointed by the company – Dr. Astrid Örtel or Ms. Katharina Dreessen – once again this year. Such proxies must be given authorisation and instructions regarding the exercise of voting rights to this end. These proxies are obliged to cast votes in accordance with the instructions they are given.

Authorisations and voting right instructions may be given to a proxy appointed by the company before the Annual General Meeting using the form designed for this purpose ("Vollmacht an von der RWE AG benannte Stimmrechtsvertreter" ["Authorisation given to proxies appointed by RWE AG"]) marked with a **B**) located at the back of the admission ticket. In such cases, the admission ticket and the completed authorisation form B must be sent to the following address no later than the end of the day on 18 April 2016 (the date and time of receipt being decisive):

RWE Aktiengesellschaft  
c/o Computershare Operations Centre  
80249 Munich  
Germany  
E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)  
Facsimile: +49 89 30903-74675

In addition, proxies appointed by the company may also be authorised via the internet and given instructions via the internet both before and during the Annual General Meeting, but no later than when the votes commence. Shareholders can gain access via the company's website at [www.rwe.com](http://www.rwe.com). By clicking the link "Annual General Meeting 2016" shareholders are directed to the web-based authorisation and instruction system. The information included on the admission ticket is required to make use of this system. The aforementioned explanations also apply to revocations of authorisations and instructions.

Shareholders attending the Annual General Meeting in person or by a third party may arrange to be represented by a proxy appointed by the company during votes by giving them authorisation and instructions at the counters marked "Stimmrechtsvertretung" ("Proxy Voting") in the foyer or at the exit. Shareholders may avail themselves of this option regardless of whether they intend to remain at the Annual General Meeting or leave thereafter.

The punctual registration of the shareholder and proof of share ownership in accordance with the preceding provisions are also required in order to give authorisations to a proxy.

## STATEMENT OF SHAREHOLDER RIGHTS PURSUANT TO SECTION 122, PARAGRAPH 2; SECTION 126, PARAGRAPH 1; SECTION 127 AND SECTION 131, PARAGRAPH 1 OF THE GERMAN STOCK CORPORATION ACT

### Requests for supplements (Section 122, Paragraph 2 of the German Stock Corporation Act)

Shareholders with a total share ownership accounting for one twentieth of the company's capital stock or EUR 500,000 may request the inclusion and announcement of items on the Agenda. Every item added must be accompanied with grounds or a draft resolution.

Requests for supplements must be addressed to the company's Executive Board and received by the company in writing at least 30 days before the Annual General Meeting, not including the date of receipt or the day of the Annual General Meeting. The last admissible date of receipt is thus 24:00 hours CET on Sunday, 20 March 2016. Requests for supplements received after this deadline shall not be considered.

Requests for supplements shall only be considered if applicants prove that they have owned the number of shares needed to meet the minimum share ownership requirement at least three months before the day of the Annual General Meeting (cf. Section 122, Paragraph 2, Sentence 1 in conjunction with Section 122, Paragraph 1, Sentence 3 of the German Stock Corporation Act in the version valid until 30 December 2015 and Section 26h, Paragraph 4 of the Introductory Act to the German Stock Corporation Act).

We kindly request that requests for supplements be communicated to the following address:

RWE Aktiengesellschaft  
Group Legal & Compliance  
Opernplatz 1  
45128 Essen  
Germany



or in electronic form pursuant to Section 126a of the German Civil Code via e-mail to:  
HV2016.Ergaenzungsantraege@rwe.com

### **Shareholder motions (Section 126, Paragraph 1 of the German Stock Corporation Act)**

Every shareholder has the right to file reasoned countermotions against proposals made by the Executive Board and/or the Supervisory Board on any item on the Agenda. Countermotions received by the company at the address indicated below at least 14 days before the Annual General Meeting, not including the date of receipt or the day of the Annual General Meeting, namely no later than 24:00 hours CEST on Tuesday, 5 April 2016, shall be made accessible via the [www.rwe.com](http://www.rwe.com) website ("Annual General Meeting 2016") along with the shareholder's name, the grounds, and possibly a statement by management (cf. Section 126, Paragraph 1, Sentence 3 of the German Stock Corporation Act).

Section 126, Paragraph 2 of the German Stock Corporation Act states reasons why certain countermotions and the grounds therefore need not be made accessible. These reasons are described on the company's website at [www.rwe.com](http://www.rwe.com) ("Annual General Meeting 2016").

Countermotions (along with their grounds) must be sent to the following address:

RWE Aktiengesellschaft  
Group Legal & Compliance  
Opernplatz 1  
45128 Essen  
Germany

or via facsimile: +49 201 12-16 640

or via e-mail to:

HV2016.Antraege@rwe.com

Countermotions sent to other addresses shall not be considered.

The right of every shareholder to file countermotions against any of the items on the Agenda during the Annual General Meeting without having sent them to the company in advance or before the deadline shall remain unaffected by this.

#### **Nomination of candidates by shareholders (Section 127 of the German Stock Corporation Act)**

Every shareholder has the right to nominate candidates for the election of the Supervisory Board members (Item 8) or of the auditors (Items 5, 6 and 7 of the Agenda) during the Annual General Meeting.

Candidate nominations by shareholders received by the company at the address indicated below at least 14 days before the Annual General Meeting, not including the date of receipt and the day of the Annual General Meeting, namely no later than 24:00 hours CEST on Tuesday, 5 April 2016, shall be made accessible via the [www.rwe.com](http://www.rwe.com) website ("Annual General Meeting 2016") along with the shareholder's name, the grounds, and possibly a statement by management. Candidate nominations shall only be made accessible if they include the name, current profession and domicile of the nominated candidate and, in case of nominations for the Supervisory Board, information on their membership in other mandatory supervisory boards and in comparable domestic

and foreign supervisory committees of commercial enterprises (cf. Section 127, Sentence 3 in conjunction with Section 124, Paragraph 3, Sentence 4 and Section 125, Paragraph 1, Sentence 5 of the German Stock Corporation Act). Unlike counter motions as defined by Section 126, Paragraph 1 of the German Stock Corporation Act, candidate nominations need not be reasoned.

Pursuant to Section 127, Paragraph 1 in conjunction with Section 126, Paragraph 2 of the German Stock Corporation Act, there are additional reasons why candidate nominations need not be made accessible in certain cases. These reasons are described on the company's website at [www.rwe.com](http://www.rwe.com) ("Annual General Meeting 2016").

Candidate nominations must be sent to the following address:

RWE Aktiengesellschaft  
Group Legal & Compliance  
Opernplatz 1  
45128 Essen  
Germany

or via facsimile: +49 201 12-16 640

or per e-mail to:  
[HV2016.Antraege@rwe.com](mailto:HV2016.Antraege@rwe.com)

Candidate nominations sent to other addresses shall not be considered.

The right of every shareholder to nominate candidates for the election of members of the Supervisory Board or of the auditors during the Annual General Meeting without having informed the company of the nomination in advance or before the deadline shall remain unaffected by this.

### **Shareholder right to information (Section 131, Paragraph 1 of the German Stock Corporation Act)**

Pursuant to Section 131, Paragraph 1 of the German Stock Corporation Act, every shareholder must be informed by the Executive Board of the company's affairs on request at the Annual General Meeting to the extent necessary to objectively assess the subject matter of items on the Agenda. The Executive Board's obligation to provide information also includes the legal and business relations between the company and its affiliates as well as the state of the Group and its consolidated companies (cf. Section 131, Paragraph 1, Sentence 2 and Sentence 4 of the German Stock Corporation Act).

Under certain conditions, set forth in more detail in Section 131, Paragraph 3 of the German Stock Corporation Act, the Executive Board is entitled to refuse providing information. A presentation of the prerequisites allowing the Executive Board to refuse providing information can be found on the company's website at [www.rwe.com](http://www.rwe.com) ("Annual General Meeting 2016").

## REFERENCE TO THE COMPANY'S WEBSITE

This invitation to the Annual General Meeting, the documents that are to be made available to the Annual General Meeting, and other information relating to the Annual General Meeting are accessible on the company's website at [www.rwe.com](http://www.rwe.com) ("Annual General Meeting 2016").

Essen, March 2016

Sincerely yours,

**RWE Aktiengesellschaft**  
**The Executive Board**

The invitation to the Annual General Meeting was published in the 8 March 2016 edition of the German Federal Gazette ([www.bundesanzeiger.de](http://www.bundesanzeiger.de)).

## SUPPLEMENTARY INFORMATIONS ON ITEM 8 OF THE AGENDA: ELECTION OF THE NEW SUPERVISORY BOARD

**Dr. Werner Brandt, Bad Homburg**



Born in 1954 in Herne

Nationality: German

Member of the Supervisory Board of RWE AG since:  
18 April 2013

Business Consultant

Education: Obtained an MBA-equivalent at the University of Erlangen-Nuremberg; obtained a doctorate from Darmstadt Technical University

Careerpath:

- 1981 – 1992 Price Waterhouse Aktiengesellschaft  
(today: PricewaterhouseCoopers Aktiengesellschaft)
- 1992 – 1999 Member of the Board of Directors and  
Vice President European Operations of  
Baxter Deutschland GmbH
- 1999 – 2001 CFO and Labour Director of Fresenius  
Medical Care AG
- 2001 – 2014 CFO of SAP SE
- Since 2014 Business Consultant

Memberships in other mandatory supervisory boards and comparable domestic and foreign supervisory committees of commercial enterprises:

- Deutsche Lufthansa AG
- OSRAM Licht AG
- ProSiebenSat.1 Media SE (Chairman)
- QIAGEN N.V. (Chairman), (until June 2016)

- Member of other mandatory supervisory boards
- Member of comparable domestic and foreign supervisory committees of commercial enterprises

**Maria van der Hoeven, Maastricht**

Born in 1949 in Meerssen

Nationality: Dutch

Former Executive Director of the International Energy Agency

Education: Obtained teaching credentials for English and geography; obtained an MBA-equivalent at the Open Universiteit, the Netherlands

**Careerpath:**

- Until 1991 Various positions in the fields of business, education and technology
- 1991 – 2002 Member of the Parliament of the Netherlands
- 2002 – 2007 Dutch Minister of Education and Science
- 2007 – 2010 Dutch Minister of Economics and Energy
- 2011 – 2015 Executive Director of the International Energy Agency

Membership in other mandatory supervisory boards and comparable domestic and foreign supervisory committees of commercial enterprises:

- Total S.A. (as of May 2016)



**Prof. Dr.-Ing. Dr.-Ing. E. h. Hans-Peter Keitel, Essen**



Born in 1947 in Kusel

Nationality: German

Member of the Supervisory Board of RWE AG since:  
18 April 2013

Vice President of the Federation of German Industry

Education: Obtained a degree in mechanical engineering from the University of Stuttgart (technical university); obtained a degree in occupational science and economics from TU München; obtained a doctorate from TU München

Careerpath:

- 1975 – 1987 Lahmeyer International GmbH, Consulting Engineers
- 1988 – 2007 Hochtief AG
- 1990 – 1992 Member of the Board of Management of Hochtief AG
- 1992 – 2007 Chairman of the Board of Management of Hochtief AG

- Member of other mandatory supervisory boards
- Member of comparable domestic and foreign supervisory committees of commercial enterprises

- 1992 – 1999 Member of the Executive Board of  
RWE AG
- 2009 – 2012 President of the Federation of German  
Industry
- Since 2013 Vice President of the Federation of  
German Industry

Membership in other mandatory supervisory boards and comparable domestic and foreign supervisory committees of commercial enterprises:

- Airbus Defence and Space GmbH
- National-Bank AG
- ThyssenKrupp AG
- Voith GmbH (Chairman)
- Airbus Group SE

**Martina Koederitz, Stuttgart**



Born in 1964 in Sindelfingen

Nationality: German

Chairwoman of the Board of Directors of IBM Central Holding GmbH, of IBM Deutschland GmbH and of IBM Deutschland Management & Business Support GmbH as well as Managing Director of IBM Munich Center GmbH

Education: Bachelor in business administration

**Careerpath:**

- 1987 – 1999 IBM Sales Division System Consultant and then Executive
- 1999 – 2003 IBM Business Unit Executive for the Cooperative Financial Services Network (genossenschaftlicher FinanzVerbund), IBM Deutschland
- 2003 – 2006 IBM Vice President zSeries Sales, IBM EMEA (Europe, Middle East and Africa)
- 2006 – 2007 IBM Vice President System z Sales, IBM Deutschland

- Member of other mandatory supervisory boards
- Member of comparable domestic and foreign supervisory committees of commercial enterprises

- 2007 – 2008 Client Advocacy Executive on the staff of the IBM Chairman, President und CEO, Samuel J. Palmisano in Armonk, USA
- 2008 – 2009 IBM Vice President Systems and Technology Group, IBM Deutschland
- 2009 – 2010 IBM Vice President Sales Medium-Sized Enterprises and Business Partners, IBM Deutschland, Member of the Board of Directors
- 2010 – 2011 Director Sales of IBM Deutschland, Member of the Board of Directors
- Since 2011 Chairwoman of the Board of Directors of IBM Deutschland
- Since 2013 General Manager IBM Deutschland, Österreich, Schweiz

Membership in other mandatory supervisory boards and comparable domestic and foreign supervisory committees of commercial enterprises:

- BWI Systeme GmbH
- IBM Deutschland Research & Development GmbH
- IBM Österreich Internationale Büromaschinen GmbH
- IBM Schweiz AG

**Dagmar Mühlenfeld, Mülheim an der Ruhr**



Born in 1951 in Mülheim an der Ruhr

Nationality: German

Member of the Supervisory Board of RWE AG since:  
4 January 2005

Lady Mayor (ret.)

Education: Teaching credentials for German and history

Careerpath:

Until	Director of Luisenschule
April 2003	(high school) Mülheim an der Ruhr
April 2003 –	Lady Mayor of the City of
Oct. 2015	Mülheim an der Ruhr

Membership in other mandatory supervisory boards and comparable domestic and foreign supervisory committees of commercial enterprises:

- RW Holding AG

- Member of other mandatory supervisory boards
- Member of comparable domestic and foreign supervisory committees of commercial enterprises

**Peter Ottmann, Nettetal**

Born in 1951 in Warendorf

Nationality: German

Attorney-at-Law, District Administrator (ret.),  
Member of the Board of Management of Gemeinnützige  
Wohnungsgesellschaft für den Kreis Viersen AG (until June  
2016), Managing Director of Verband der kommunalen  
RWE-Aktionäre GmbH (as of May 2016)

Education: Fully qualified lawyer

**Careerpath:**

- 1977 – 1981 Legal Counsel to the City of Ahaus
- 1981 – 1984 Department Head, Gütersloh County
- 1984 – 1990 City Manager, City of Cloppenburg
- 1990 – 1999 City Manager, City of Nettetal
- 1999 – 2004 Mayor of the City of Nettetal
- 2004 – 2015 Administrator of the District of Viersen

Membership in other mandatory supervisory boards and  
comparable domestic and foreign supervisory committees of  
commercial enterprises:

- RWE Deutschland AG
- RW Holding AG

## Günther Schartz, Wincheringen



Born in 1962 in Onsdorf

Nationality: German

Administrator of the District of Trier-Saarburg

Education: Obtained a degree in law in Trier; legal clerkship at Hochschule für Verwaltungswissenschaften, Speyer, European Parliament, Luxembourg

Careerpath:

- 1991 – 1994 Senior Civil Servant in the Koblenz and Trier district administrations; Policy Advisor to the district administrations of Koblenz and Trier for construction, land and planning law as well as for personnel and school legislation
- 1994 – 2005 Mayor of the Community of Saarburg
- Since 2005 Administrator of the District of Trier-Saarburg

- Member of other mandatory supervisory boards
- Member of comparable domestic and foreign supervisory committees of commercial enterprises

Membership in other mandatory supervisory boards and comparable domestic and foreign supervisory committees of commercial enterprises:

- RW Holding AG (Chairman)
- RWE Deutschland AG
- Kreiskrankenhaus St. Franziskus Saarburg GmbH (Chairman)
- A.R.T. Abfallberatungs- und Verwertungsgesellschaft mbH (Chairman)
- Trierer Hafengesellschaft mbH
- Sparkasse Trier (Chairman)
- Sparkassenverband Rheinland-Pfalz
- Zweckverband Abfallwirtschaft Region Trier



**Dr. Erhard Schipporeit, Hanover**



Born in 1949 in Bitterfeld

Nationality: German

Independent Business Consultant

Education: Obtained a degree in business management and a doctorate (Dr. rer. pol.) from Georg-August-Universität Göttingen

Careerpath:

- 1979 – 1981 Bosch Group
- 1981 – 1990 VARTA Batterie AG
- 1990 – 1997 VARTA AG and VARTA Batterie AG
- 1990 – 1993 Member of the Board of Management and CFO
- 1993 – 1997 Chairman of the Board of Management
- 1997 – 2000 Member of the Board of Management and CFO of VIAG AG
- 2000 – 2006 Member of the Board of Management and CFO of E.ON AG

- Member of other mandatory supervisory boards
- Member of comparable domestic and foreign supervisory committees of commercial enterprises

Membership in other mandatory supervisory boards and comparable domestic and foreign supervisory committees of commercial enterprises:

- BDO AG
- Deutsche Börse AG
- Fuchs Petroclub SE
- Hannover Rück SE (group mandate of Talanx AG)
- SAP SE
- Talanx AG

**Dr. Wolfgang Schüssel, Vienna, Austria**



Born in 1945 in Vienna

Nationality: Austrian

Member of the Supervisory Board of RWE AG since:  
1 March 2010

Federal Chancellor (ret.)

Education: Obtained a degree in economics and law at the University of Vienna; obtained a doctorate

**Careerpath:**

1975 – 1991	Secretary General of the Austrian Economic Association
1979 – 2011	Member of the Austrian National Council
1989 – 1995	Minister of Economics
1995 – 2007	Chairman of the Austrian People's Party
1995 – 1999	Vice Chancellor and Foreign Minister
2nd half of '98	Chairman of the EU Council for General and Foreign Affairs

- Member of other mandatory supervisory boards
- Member of comparable domestic and foreign supervisory committees of commercial enterprises

2000 – 2007	Chancellor of the Federal Republic of Austria
1st half of '06	Chairman of the EU Council
Since 2008	President of the Foreign Policy and United Nations Association of Austria (UNA-AUSTRIA)

Membership in other mandatory supervisory boards and comparable domestic and foreign supervisory committees of commercial enterprises:

- Bertelsmann Foundation

## Ullrich Sierau, Dortmund



Born in 1956 in Halle/Saale

Nationality: German

Member of the Supervisory Board of RWE AG since:  
20 April 2011

Lord Mayor of the City of Dortmund

Education: Obtained a degree in spatial planning in  
Dortmund and planning in Oxford

### Careerpath:

- 1983 – 1985 Internship in the field of urban development with the State of North Rhine-Westphalia
- 1986 – 1994 Ministry of Urban Development, Housing and Transportation, State of North Rhine-Westphalia
- 1994 – 1999 Director at the Institute of State and Urban Development Research, State of North Rhine-Westphalia

- Member of other mandatory supervisory boards
- Member of comparable domestic and foreign supervisory committees of commercial enterprises

- May 1999 – Head of the Environmental and Planning
- March 2005 Department of the City of Dortmund
- April 2005 – Head of the Planning Department
- Feb. 2007 of the City of Dortmund
- Feb. 2007 – Manager of the City of Dortmund and
- Oct. 2009 Head of the Planning, Urban Development and Infrastructure Department
- August 2009 Elected Lord Mayor of the City of Dortmund
- May 2010 Re-elected Lord Mayor of the City of Dortmund

Membership in other mandatory supervisory boards and comparable domestic and foreign supervisory committees of commercial enterprises:

- Dortmunder Energie- und Wasserversorgung GmbH (Chairman)
- Dortmunder Stadtwerke AG (Chairman)
- KEB Holding AG (Chairman)
- Klinikum Dortmund gGmbH (Chairman)
- KSBG Kommunale Verwaltungsgesellschaft GmbH
- Schüchtermann-Schiller'sche Kliniken Bad Rothenfelde GmbH & Co. KG
- Sparkasse Dortmund (Chairman)

**RWE Aktiengesellschaft**

Opernplatz 1

45128 Essen

Germany

T +49 201 12-00

F +49 201 12-15199

I [www.rwe.com](http://www.rwe.com)