RWE

Aktiengesellschaft

Essen

Countermotions by Martin Degener, Bochum, 31 March 2014

“Countermotion in respect of Item 2 on the Agenda in accordance with Section 126 of the German Stock Corporation Act

The appropriation of distributable profit proposed by the Executive Board and the Supervisory Board which envisages payment of a dividend of €1 per share is an exaggerated outflow of capital. This would prevent necessary capital expenditure and weaken RWE AG’s long-term value, which cannot be in the interests of its shareholders.

The Federal Republic of Germany has assumed the binding obligation to reduce carbon dioxide emissions by 80% by 2050 (reference year: 1990) and it has been proven that CCS technology cannot be implemented. As a consequence, most of the coal-fired power stations in the FRG will have to be shut down within the next 25 to 30 years. Unless countermeasures are taken, this will make major elements of RWE AG’s current business model obsolete in the future!

RWE AG has to position itself to deal with this framework condition, which can basically not be changed, and invest in new business fields.

For example, a market for energy storage and network stability is being created. Services relating to energy savings and micro power plants fired with alternative fuels using combined heat and power technology are examples of such business fields.

Therefore, I propose that a dividend of €0.50 per share be paid and that the arithmetically remaining €0.50 per share be invested directly in new, sustainable fields of business.”