

**RWE**  
Aktiengesellschaft  
**Essen**

Countermotions by Ulrich Dillmann, Chemnitz, 30 March 2015

**“Countermotion in respect of items on the Agenda of the 2015 AGM of RWE AG**

A. Countermotion concerning Item 4 (Approval of the acts of the Supervisory Board).

I hereby file a motion:

to hold a vote for each of the Supervisory Board members individually and not to approve the acts of Dr. Manfred Schneider.

Rationale:

**I.**

**Failure to fulfil:**

- 1. his asset management duties while abusing his powers as Chairman of the General Meeting;**
- 2. his duty to fight corruption and comply with the rules of RWE’s Code of Conduct; and**
- 3. his supervisory and monitoring duties vis-à-vis the Executive Board.**

Dr. Schneider **refused** to answer **the question I posed** at the 2014 AGM as to whether he had knowledge of a Group audit report on the property transactions conducted by the Group’s Chemnitz-based subsidiary enviaM AG dated before 2 June 2009. After I had challenged all of the resolutions of the 2014 AGM immediately thereafter, following a consultation that lasted approximately three-quarters of an hour, he upheld his decision against answering my question. He dismissed my motion to have the transactions forming the basis for the Group audit report (damages could total several million euros) examined by Oberhausen-based Dr. Schulte Wirtschaftsprüfung GmbH on commission from the Supervisory Board without providing a reason for this.

The property transaction can be googled by entering the search expression “Ulrich Dillmann Gegenantrag 2010.”

In his capacity as Supervisory Board member, it was improper for him to have refused to investigate the matters at enviaM (key words: asset management duty, fighting corruption). In my opinion, he abused and instrumentalised his powers as Chairman of the General Meeting to conceal the transactions and his failure to act, which was in violation of his duties.

By remaining silent, he is covering up the false statements made by Dr. Großmann (2009 AGM) and Dr. Pohlig (2010 AGM) regarding the date and contents of the Group audit report as well as the purposively evasive statement made by Mr. Terium (2014 AGM) (“he was informed that”) which was made with the intent to mislead.

Dr. Schneider violated his duties because he failed to fulfil his monitoring and supervisory duties vis-à-vis the members of the Executive Board and to ensure transparency for the shareholders.

In February 2012, StA Essen had **confiscated** the original version of the Group audit report dated **2 June 2009** at RWE AG.

Dr. Schneider should have taken a clear stance on this vis-à-vis the shareholders in order to inform them of the matter at hand and the breaches of duty committed by the aforementioned individuals. And on the possibility that criminal acts might have been committed by the people responsible at enviaM AG and RWE AG and that the damage could amount to several million euros. This has a bearing on the interests of the shareholders as regards both assets and integrity.

I am of the opinion that Dr. Manfred Schneider, who has been the Chairman since 2010, failed to fulfil his fiduciary duties, thus violating his duties.

**Conclusion:**

**Due to this clear failure to take action (audit, information of the shareholders and compensation for damages) which must be considered a breach of duty, I hereby file a motion not to approve the acts of Dr. Schneider.**

**II. Partial responsibility for the significant errors in management at RWE AG**

In his capacity as member of the Supervisory Board, Dr. Schneider was involved in very erroneous decisions taken by management, including the acquisition of Essent.

Instead giving priority to reducing debt and beginning to generate renewable energy, he allowed billions of euros to be spent on conventional energy facilities, the best before dates of which were already apparent. In consequence, the Group’s main success drivers – the most recent of which was DEA – had to be divested in a fire sale. Even the tower.

This could be interpreted as a severe case of short-sightedness. Dr. Schneider had failed to notice the changes on the energy market, which were becoming blatantly obvious.

The same could apply to some personnel decisions as well. For instance, Mr. Terium, who became Chairman of the Executive Board because Dr.

Schneider had his way, has not managed to present a forward-looking strategy for the Group so far.

Given all of the aforementioned issues, one must fear that Dr. Schneider may adopt a backward approach, which could have a negative impact on RWE AG.

This is yet another reason why I am filing a motion **not** to approve the acts of Dr. Schneider.

**B. Countermotion concerning Item 3 – Approval of the acts of the Executive Board –**

1. I hereby file a motion to hold a vote for the approval of the acts of each of the Executive Board members individually
2. Not to approve the acts of Mr. Peter Terium.

**Rationale:**

Mr. Terium has extensive knowledge of the transactions at enviaM AG (documents and indications).

Like Dr. Schneider, he had refused to answer the question I posed at the 2014 AGM with respect to the Group audit report. After a consultation which lasted three-quarters of an hour, he provided me with a purely evasive and misleading response and declared that he had thus closed the case.

Before that, he had stated in writing that compliance was “of special importance to him.”

Instead of bringing about cultural change in the RWE Group, investigating the transactions at enviaM and RWE, demanding compensation for damages and naming those responsible, he tried to sweep the transactions under the rug vis-à-vis the shareholders even at the 2014 AGM through pure lip service.

None of this strengthens the credibility or integrity of RWE AG or Mr. Terium. The announcements he made at the beginning of his tenure were not followed by actions. Say what you do and do what you say is not what is happening in the aforementioned matter.

Instead, without conducting an audit, he appointed the former Chairman of the Board of Management of enviaM, who is probably involved in the aforementioned property matters, Chairman of the Executive Board of RWE Vertrieb AG.

It is safe to say that an executive board chairman who condones illegal transfers of assets disqualifies him or herself from filling this position.

I thus file a motion not to approve the acts of Mr. Peter Terium.

(signed) Ulrich Dillmann”