

RWE
Aktiengesellschaft
Essen

Countermotion by Rainer Fassnacht, in respect of the Annual General Meeting of RWE AG on 27 April 2017

Countermotion regarding item 5 on the Agenda of the Annual General Meeting of RWE Aktiengesellschaft on Thursday, 27 April 2017

Ladies and Gentlemen,

As a shareholder of RWE AG (see annex for proof of share ownership) I hereby file a countermotion against item 5 on the Agenda of the upcoming AGM and request that the following resolution be passed on this item at the AGM.

Countermotion regarding item 5 on the Agenda – Approval of the system for compensating the members of the Executive Board:

Contrary to the proposal of the Executive Board and the Supervisory Board, I hereby file a motion to supplement the rules as follows:

Compensation of the Supervisory Board

The fixed compensation of the Chairman of the Supervisory Board, his or her Deputy and the other members of the Supervisory Board shall be reduced by 10% in any fiscal year in which no dividend is paid on common shares.

Performance-linked compensation of the Executive Board

The bonus paid to the Executive Board members shall be reduced by 10% for any fiscal year in which no dividend is paid on common shares.

Rationale:

Management's compensation system must be incentivised in order to keep the company's shares attractive and to consider the interests of holders of common shares appropriately.

Sincerely yours,

Signed: Rainer Fassnacht