

RWE
Aktiengesellschaft
Essen

Counter-motion by **Dachverband der Kritischen Aktionärinnen und Aktionäre e. V.**, Cologne,
29 March 2006

Re agenda item 3: Approval of the Acts of the Executive Board for fiscal 2005

Approval of the acts of the Executive Board for fiscal 2005 is denied.

Reasons:

In "Planet Water", a publication by RWE's water supply company Thames Water, the Executive Board proclaimed: "It is indispensable that all interested groups be involved to ensure water reserves can be used appropriately and with wide public support. A joint forum should be created in which all affected parties can participate and have the opportunity to voice their concerns, hopes and suggestions regarding important decisions and future water supply."

Neither RWE, Thames Water, American Water nor any of their regional subsidiaries have followed this model to date. On the contrary, the RWE Executive Board is offering the globally operating water division of the Group to the public for sale, without taking customer needs into consideration. Bids from cities and local authorities for their local water supplies have been ignored by the Executive Board, despite the fact that there are no other parties in sight that are interested in this heavy loss-making branch of business.

Many people in Bangkok, Berlin, Budapest, Jakarta, London, Shanghai, in Australia, India, Japan, Singapore, Malaysia, in 27 federal states of the USA and in three Canadian provinces have had to swallow what were in many cases significant increases in price and/or considerable deteriorations in service since their water supply was taken over by RWE.

For example, under the management of RWE, Illinois American Water has already had to ask its customers five times to boil their tap-water before using it because it contained, or could have

contained, bacteria that was detrimental to health. In Lexington, Kentucky, promises made by subsidiary Kentucky American Water were proven to be lies. Instead of “ensuring that the water resources (...) will be managed (...) with wide public support” as it had announced, it fought before the highest court in the state against a planned public vote on the issue of who the water supply company should belong to in future.

As long as the RWE Executive Board refuses to negotiate with the affected cities and local authorities on the subject of buying back their drinking water networks, the Board has no moral right to expect its acts to be approved.

Re agenda item 4: Approval of the Acts of the Supervisory Board for fiscal 2005

Approval of the acts of the Supervisory Board for fiscal 2005 is denied. In the event of individual approval of the acts of each Board member, approval shall be denied to the stockholders' representatives and approval shall be issued to the employee-elected representatives.

Reasons:

The majority of the members of the Supervisory Board have failed to act! They have failed to induce the Executive Board to immediately shut down all RWE nuclear power stations, which are threatening the lives and health of millions of people. They have failed to induce the Executive Board to phase out power generation from lignite, which is decisively contributing towards global warming. They have failed to induce the Executive Board to primarily make use of renewable energy sources, which could prevent the climate catastrophe and other environmental damage.

The majority of the Supervisory Board is endangering the public interest and thus in the long term the jobs of RWE employees and the assets of RWE shareholders as long the Board continues to ignore the warnings, which are, for example, publicly accessible on the Internet at www.kritischeaktionaeere.de/Konzernkritik/RWE/rwe.html and www.s-wasserforum.de/index.php?idcatside=230&sid=0c47c638577a5195e01322c9f232dbb9&mod40_1=print and www.foodandwaterwatch.org/water/communities-and-privatization-1 and www.wasser-in-buergerhand.de/index.php?cat=109&id=211 and www.bluegrassflow.org and www.citizen.org/cmep/Water/general/majorwater/rwe/.

Re agenda item 6: Election of new shareholder representatives to the Supervisory Board

The proposed Messrs Achleitner, von Boehm-Bezing, Fischer, Schneider and Schulz be not elected to the Supervisory Board.

Reasons:

Women continue to be placed at a disadvantage in the world of work and are barely represented in management positions – this is also the case at RWE. Shareholders should reject the proposed list of candidates as 90 per cent of candidates are male. Equal opportunities must start at the highest body of a public limited company, as was critically demanded by shareholders as far back as 1994 (see [www.kritischeaktionaere.de /Kampagnen/Frauen/frauen.html](http://www.kritischeaktionaere.de/Kampagnen/Frauen/frauen.html)) and again in 2002 (see www.kritischeaktionaere.de/Kampagnen/Gleichstellung/gleichstellung.html).

The Executive Board and the present Supervisory Board of RWE AG are urged to nominate qualified women for election to the Supervisory Board. The members of the General Meeting are urged to elect qualified women to the Supervisory Board.

The proposed Mayor Mühlenfeld, Mayor Langemeyer and Mayor Reiniger have been democratically authorised to represent the interests of citizens on the Supervisory Board in the areas supplied by RWE AG.

The contrary applies to candidates Achleitner (Allianz AG), von Boehm-Bezing (Deutsche Bank AG), Fischer (WestLB AG), Schneider (Bayer AG) and Schulz (ThyssenKrupp AG). They are prime representatives of the internationally criticised “Deutschland AG”, in which executive boards and supervisory boards from different companies mutually control each other.