



*Commission de Surveillance  
du Secteur Financier*

**Certificate of Approval of a Prospectus  
in accordance with the Luxembourg Law on Prospectuses for Securities  
(transposing Articles 17 and 18 of Directive 2003/71/EC)**

**To:**

Commission Bancaire, Financière et des Assurances (CBFA) (Belgium)

**From:**

Commission de Surveillance du Secteur Financier

We hereby certify that the Prospectus detailed below has been drawn up in accordance with the Luxembourg Law on Prospectuses for Securities transposing Directive 2003/71/EC and was approved by us on 13 September 2010.

**Name of Issuer(s):**

RWE Aktiengesellschaft

**Registered Office(s)/Seat(s):**

Essen, Germany

**Type of Securities:**

EUR [•] Subordinated Fixed to Floating Rate Notes

**References to the annexes of Commission Regulation (EC) N° 809/2004 according to which the Prospectus was drawn up:**

IV, V

**Guarantor(s) (if any):**

Not applicable

**Attachment(s):**

Prospectus

Dutch translation of the summary

French translation of the summary

Ref.: C-09873

Luxembourg, 16 September 2010

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