

Financial Statements of  
RWE AG for the  
Fiscal Year **1999/2000**



The financial statements and the management report of RWE AG for the fiscal year 1999/2000 are published in the Bundesanzeiger and filed with the Commercial Register at the Essen Local Court, HRB 193. The RWE AG management report is combined with the Group's management report. It is published on pages 28 to 51 in our Annual Report. A collective listing of the investments of the Group and of RWE AG in accordance with section 285, no. 11, and section 313, subsection 2, nos. 1 to 4, of the German Commercial Code is filed with the Commercial Register at the Essen Local Court.



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# Balance Sheet

as at June 30, 2000

## ASSETS

	(cf. notes)	06/30/2000 € million	06/30/1999 € million
<b>Fixed assets</b>	(1)		
Financial assets		<b>9,951</b>	10,104
<b>Current assets</b>			
Accounts receivable and other assets	(2)		
Accounts receivable from subsidiaries		<b>3,791</b>	2,574
Accounts receivable from investees		<b>89</b>	•
Other assets		<b>120</b>	14
Securities	(3)	<b>2,715</b>	388
Cash and cash equivalents	(4)	<b>1,514</b>	1,020
<b>Prepaid expenses</b>	(5)	<b>17</b>	15
		<b>18,197</b>	14,115

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## EQUITY AND LIABILITIES

	(cf. notes)	06/30/2000 € million	06/30/1999 € million
<b>Equity</b>	(6)		
Subscribed capital			
Common shares		<b>1,211</b>	1,210
Preference shares		<b>129</b>	210
		<b>1,340</b>	1,420
(authorized capital € 19 million)			
(contingent capital € 51 million)			
Capital reserve		<b>1,697</b>	1,617
Retained earnings		<b>910</b>	1,850
Distributable profit		<b>523</b>	556
		<b>4,470</b>	5,443
<b>Special reserves with an equity portion</b>	(7)	•	•
<b>Provisions</b>	(8)		
Provisions for pensions and similar obligations		<b>3,634</b>	3,458
Tax provisions		<b>505</b>	1,354
Other provisions		<b>477</b>	500
<b>Liabilities</b>	(9)		
Accounts payable for supplies and services		<b>12</b>	9
Accounts payable to subsidiaries		<b>4,715</b>	3,220
Accounts payable to investees		<b>4,271</b>	—
Other liabilities		<b>113</b>	131
		<b>18,197</b>	14,115

•) negligible amount

# Income Statement

for the year ended June 30, 2000

	(cf. notes)	1999/2000 € million	1998/1999 € million
Net income from financial assets	(12)	1,250	1,276
Net interest	(13)	– 72	– 36
Other operating income	(14)	60	1,285
Staff costs	(15)	– 43	– 31
Amounts written off financial assets and securities held as current assets		– 31	– 7
Other operating expenses	(16)	– 641	– 300
<b>Profit from ordinary activities</b>		<b>523</b>	<b>2,187</b>
Extraordinary result	(17)	0	–
Taxes on income	(18)	0	– 1,167
<b>Net profit for the year</b>		<b>523</b>	<b>1,020</b>
Profit brought forward from the previous year		•	•
Transfer to retained earnings		–	– 464
<b>Distributable profit</b>		<b>523</b>	<b>556</b>

•) negligible amount

## CHANGES IN FIXED ASSETS

in € million	Cost of acquisition or construction				Accumulated depreciation	Carrying amounts		Depreciation for the year
	Balance at 07/01/1999	Additions	Disposals	Balance at 06/30/2000	Balance at 06/30/2000	Balance at 06/30/2000	Balance at 06/30/1999	
<b>Financial assets</b>								
Investments in subsidiaries <sup>1)</sup>	8,572	6,352	– 7,835	<b>7,089</b>	–	<b>7,089</b>	8,498	–
Loans to subsidiaries	856	423	– 130	<b>1,149</b>	–	<b>1,149</b>	856	–
Investments	1	198	– 114	<b>85</b>	•	<b>85</b>	1	–
Loans to investees	•	•	–	•	•	<b>0</b>	0	•
Securities held as fixed assets <sup>2)</sup>	743	879	–	<b>1,622</b>	•	<b>1,622</b>	743	–
Other loans	6	4	– 4	<b>6</b>	–	<b>6</b>	6	–
	10,178	7,856	– 8,083	<b>9,951</b>	•	<b>9,951</b>	10,104	•

1) In the previous year, the accumulated depreciation amounted to € 74 million.

2) In fiscal 1999/2000, the fixed asset securities were written back in the amount of € 0.2 million.

•) negligible amount

**General principles** The financial statements have been prepared in compliance with the provisions of the German Commercial Code and the German Stock Corporation Act. Some individual items of the balance sheet and income statement have been combined in order to improve clarity. These items are stated and explained separately in the notes. The income statement has been prepared using

the nature of expenditure method. The financial statements have been drawn up in euros (€); all amounts are stated in millions of euros (€ million). With effect from July 1, 1999, LAHMEYER AG has been merged into RWE AG pursuant to section 2, no. 1, of the German Transformation Act.

**Accounting policies** The investments in subsidiaries and other enterprises are carried at cost, in individual cases at lower fair values.

The securities held as fixed assets are measured at the lower of cost and quoted market price.

Loans and employer-to-employee loans are recognized at nominal value.

Accounts receivable and other assets are disclosed at nominal value after deduction of necessary value adjustments. All identifiable individual risks are taken into account. The securities held as current assets are carried at the lower of cost and quoted market price.

Provisions for pensions and similar obligations are set up on the basis of actuarial computations taking into account the 1998 guide tables by Prof. Dr. Klaus Heubeck at an interest rate of

6 %. In the course of the transfer to the pension obligations a distribution option was exercised.

All identifiable risks and contingent liabilities are taken into account in the assessment of the other provisions.

Liabilities are generally stated at the amounts repayable.

Contingent liabilities are valued according to the extent of liability existing at the balance sheet date.

Foreign currency transactions are measured at the exchange rate applicable at the time of first entry or, when hedged by futures, at the futures' price. In the case of accounts receivable, liabilities and foreign exchange holdings, losses from fluctuations in the exchange rate are included in the results at the balance sheet date.

## Notes to the balance sheet

(1) Fixed assets The breakdown of the fixed asset items summarized in the balance sheet and their changes in the 1999/2000 fiscal year are shown on page 4.

The additions to the investments in subsidiaries essentially involve the shares added in the course of the merger of LAHMEYER into RWE AG as well as the capital increase at RWE Gesellschaft für Beteiligungen mbH, which was newly formed in the reporting period, by contributing the shares in RWE Energie AG, Rheinbraun AG, and Victoria Mathias Verwaltungsgesellschaft mbH. Moreover, the companies of the energy supply business of the former LAHMEYER company have been contributed to RWE Energie AG. Also, a capital increase was effected at RWE International Financial Services Ireland Ltd.

The disposals chiefly refer to the contribution of the shares in RWE Energie AG, Rheinbraun AG

and Victoria Mathias Verwaltungsgesellschaft mbH and the energy supply business of the former LAHMEYER company as well as a distribution by RWE Gesellschaft für Beteiligungen mbH due to the withdrawal of a partial amount from the capital reserve. Moreover, the share capital of RWE International Financial Services Ireland Ltd. was reduced two times.

A genuine repurchase agreement has been concluded between RWE AG and RW Beteiligungsgesellschaft für Bau und Logistik GmbH, Cologne.

The additions to and disposals from the loans to subsidiaries predominantly concern the divisions of Mining and Raw Materials, Petroleum and Chemicals as well as Environmental Services.

The securities held as fixed assets are solely placed in special funds.

## (2) Accounts receivable and other assets

in € million	06/30/2000	thereof RT* > 1 year	06/30/1999	thereof RT* > 1 year
Accounts receivable from subsidiaries	3,791	—	2,574	—
Accounts receivable from investees	89	—	•	—
Other assets	120	1	14	1
	4,000	1	2,588	1

\*) RT = remaining term

•) negligible amount

The accounts receivable from subsidiaries include claims from loans, tax group accounting settlements and ongoing clearing transactions.

The other assets primarily contain interest accruals and receivables, note loans as well as tax refund claims.



### (3) Securities

in € million	06/30/2000	06/30/1999
Investments in subsidiaries	–	42
Own shares	–	2
Other securities	<b>2,715</b>	344
	<b>2,715</b>	388

In the fiscal year 2,541,532 common shares were purchased on the capital market at an average acquisition price of € 38.02 per no-par-value share. These shares account for € 6,506,321.92 of the share capital (0.46 % of the subscribed capital prior to capital reduction). In the course of the merger of LAHMEYER into RWE AG, 1,990,892 common shares of RWE AG were handed over to the trustee in charge of the exchange of shares. These shares account for € 5,096,683.52 of the share capital (0.36 % of the subscribed capital prior to capital reduction).

Employees of RWE AG and its subsidiaries received a total of 565,412 common shares at a

price of € 28.96 per no-par-value share as part of the wealth formation scheme as well as 35,911 common shares at an average price of € 16.85 on the occasion of service anniversaries. A total of 597 common shares not needed were sold on the capital market at a price of € 40.00. The total proceeds amounted to € 21,469,511.54. The respective differences to the acquisition price were recognized by RWE AG and its subsidiaries in results.

The other securities are fixed-interest securities from the placement of liquid funds.

(4) Cash and cash equivalents The cash and cash equivalents refer almost exclusively to balances with banks.

(5) Prepaid expenses This item primarily covers rent prepayments.

## (6) Equity

<b>Changes in equity</b>	Balance at 07/01/1999	Dividend payments	Retirement of acquired preference shares	Net profit for the year	Other changes	Balance at 06/30/2000
<b>in € million</b>						
Subscribed capital of RWE AG	1,420	–	– 82	–	2	<b>1,340</b>
Capital reserve of RWE AG	1,617	–	82	–	– 2	<b>1,697</b>
Retained earnings						
Retained earnings for own shares	2	–	–	–	– 2	–
Other retained earnings	1,848	–	– 940	–	2	<b>910</b>
Distributable profit	556	– 556	–	523	–	<b>523</b>
	<b>5,443</b>	<b>– 556</b>	<b>– 940</b>	<b>523</b>	<b>0</b>	<b>4,470</b>

In accordance with the resolution adopted by the Annual General Meeting on November 18, 1999, to smoothen the share capital in the course of the euro conversion, capital was increased by € 1,966,100.36 from corporate funds to € 1,421,574,144.00 by converting a corresponding portion of the capital reserve.

By resolution of the Annual General Meeting of November 18, 1999, the Executive Board was authorized to acquire up to 55,000,000 preference shares until May 17, 2001. 32,000,000 preference shares were acquired on the capital market at an average acquisition price of € 29.37 per no-par-value share in the course of the financial year. These shares account for € 81,920,000.00 of the share capital (5.76 % of the subscribed capital prior to capital reduction). In the course of the capital reduction which became effective with the Executive Board's resolution of May 29, 2000, calling in the repurchased preference shares, the amount of the share capital attributable to these shares was transferred to the capital reserve while their acquisition cost was offset against the retained earnings of RWE AG. This results in the following subscribed capital structure:

Common shares: 473,012,047 shares with  
473,012,047 votes  
(90.4 % of the subscribed  
capital)

Preference shares: 50,290,353 shares without  
voting rights  
(9.6 % of the subscribed  
capital)

Authorized capital in the amount of  
€ 19,344,728.33 (previous year:  
€ 19,344,728.33) is available for issuing new  
preference shares without voting rights in return  
for cash contributions. The new shares may only  
be issued up to December 14, 2000, in the form  
of employee shares.

Pursuant to section 218 of the German Stock  
Corporation Act, the Annual General Meeting,  
on November 18, 1999, adopted the resolution  
to increase the contingent capital of €  
51,129,188.12 to € 51,200,000.00 to grant  
stock options for common bearer shares to mem-  
bers of the Executive Board as well as other  
executives of RWE AG and second-tier  
subsidiaries in order to smoothen euro amounts.

In the course of the stock option scheme adopted,  
the Executive Board has been authorized to  
issue non-transferable stock options for up to  
20,000,000 common shares to the persons men-  
tioned above up until March 9, 2004. There is a  
three-year waiting period for the stock options,  
which will have a term of five years after their  
respective issue.

The following stock options have been issued so far:

	Originally issued	Balance at 06/30/1999	Lapsed in 1999/2000	Balance at 06/30/2000
Tranche 1999	1,935,800	1,928,300	– 184,300	<b>1,744,000</b>
Tranche 2000	4,336,500	–	– 144,000	<b>4,192,500</b>
	6,272,300	1,928,300	– 328,300	<b>5,936,500</b>

The stock options can only be exercised if the quoted market price of the common share – calculated on the basis of the total return approach – has increased by at least 6 % annually on average (absolute performance) until exercised and in the same period has not lagged more than 10 percentage points behind the Dow Jones STOXX share index (relative performance). The four-week exercise periods start with the 21st trading day after the publication of the provisional sales and earnings figures of the completed fiscal year and after publication of the half-yearly results.

The stock options can only be exercised against payment of the exercise price. The exercise price corresponds to the quoted market price of the common share on the first trading day after

expiry of the relevant exercise period, minus a markdown, which is composed of the absolute and relative performance components. The markdown is limited to 40 percentage points.

The exercise conditions stipulate that the stock options can be used for already existing common shares instead of new shares from the contingent capital or that, in the place of common shares, the markdown is paid in cash. If the persons holding stock options are not employed by RWE AG, the expenses connected with the exercise are borne by the respective Group company.

The retained earnings for own shares in the amount of € 2 million were reversed in the fiscal year and reclassified as other retained earnings.

(7) Special reserves with an equity portion The special reserves with an equity portion amounting to € 0.1 million have been released in

accordance with section 52, subsection 16, of the Income Tax Act.

## (8) Provisions

in € million	06/30/2000	06/30/1999
Provisions for pensions and similar obligations	<b>3,634</b>	3,458
Tax provisions	<b>505</b>	1,354
Other provisions	<b>477</b>	500
	<b>4,616</b>	5,312

The pension obligations disclosed also include the claims of current and former employees of RWE Energie and the employees of the independent lignite power generation operations which have been transferred to Rheinbraun in the course of the spin-off pursuant to section 123, subsection 2, no. 1, of the German Transformation Act. Also reported in the balance sheet are the pension obligations for the former employees of LAHMEYER, which has been merged into RWE AG in the period under review, as well as of Aktiengesellschaft für Energieversorgung (AfE).

The expenses incurred for the retirement benefits of RWE Energie, Rheinbraun and AfE are reimbursed by the companies.

The tax provisions predominantly concern the reporting year as well as tax auditing periods which are still open.

The other provisions primarily concern interest payment obligations, outstanding invoices received as well as risks for investments.

## (9) Liabilities

in € million	06/30/2000	thereof		06/30/1999	thereof RT* < 1 y.
		RT* < 1 y.	RT* > 5 y.		
Accounts payable for supplies and services	<b>12</b>	12	–	9	9
Accounts payable to subsidiaries	<b>4,715</b>	4,715	–	3,220	3,220
Accounts payable to investees	<b>4,271</b>	4,271	–	–	–
Other liabilities	<b>113</b>	6	105	131	29
of which tax	<b>(1)</b>	(1)	–	(24)	(24)
of which under social security	<b>•</b>	•	–	•	•
	<b>9,111</b>	9,004	105	3,360	3,258

\*) RT = remaining term

•) negligible amount

The accounts payable to subsidiaries contain the transfer of financial resources as well as ongoing clearing transactions.

#### (10) Contingent liabilities, other financial obligations

The contingent liabilities contain liabilities from guarantees and warranty agreements. The guarantees are performance and warranty guarantees totaling € 43 million (previous year: € 2 million) from the current business of subsidiaries. Four guarantees and one warranty agreement are not recorded in figures.

Additionally, there are joint and several liabilities from the transfer of pension obligations to a subsidiary in the amount of € 5 million (previous year: € 5 million) and to an investment of RWE Energie in the amount of € 6 million (previous year: € 6 million).

The future – undiscounted – other financial obligations from leases and rents amount to € 235 million (previous year: € 246 million) at June 30, 2000. They solely exist towards subsidiaries.

In the context of the debate about the tax recognition of certain elements of the nuclear waste management obligations under public law, the tax authorities of North Rhine-Westphalia have disputed some partial amounts in the form of the operating and financing costs of final repositories. Until the fiscal courts reach a decision in the representative proceedings, which are either pending or have been agreed throughout the industry, the relevant taxes are not being levied.

**(11) Derivative financial instruments** We use derivative financial instruments to hedge currency, interest rate and price risks from foreign currency items, cash investments and financing transactions. The nominal volume of the derivatives used is € 506 million (previous year: € 256 million) at the balance sheet date. Interest rate hedging on balance results in a positive market value of € 6 million at June 30, 2000. Of the total volume of derivatives, 43 % have a remaining term of less than one year.

Binding internal directives define the range of action, responsibilities and controls for RWE AG and its Group companies. In particular, with the exception of arbitrage deals in energy trading, derivative financial instruments must only be used to hedge risks arising from underlying transactions and the associated liquidity investment and financing procedures. The counterparties are exclusively top-rated banks.

## Notes to the Income Statement

### (12) Net income from financial assets

in € million	1999/2000	1998/1999
Income under profit transfer agreements with subsidiaries	631	1,039
other enterprises	5	–
	636	1,039
Income from investments in subsidiaries	535	183
other enterprises	4	–
	539	183
Expenses from loss transfers of subsidiaries	– 3	– 10
Income from other financial-asset securities and loans	78	64
	1,250	1,276

The income from profit transfer agreements comprises the following net transfer amounts:

in € million	1999/2000	1998/1999
RWE Energie AG	515	441
Rheinbraun AG	73	220
Aktiengesellschaft für Energiewirtschaft	11	–
RWE-DEA AG für Mineralöl und Chemie	10	178
RWE Umwelt AG	7	28
RWE Telliance AG	5	169
Others	15	3
	636	1,039

### (13) Net interest

in € million	1999/2000	1998/1999
Interest income	175	96
of which from subsidiaries	(43)	(19)
Interest expenses	– 247	– 132
of which for subsidiaries	(– 159)	(– 112)
	– 72	– 36

(14) Other operating income The other operating income disclosed mainly consists of income from the disposal of financial assets, from the sale of

securities and from the release of provisions.

(15) Staff costs

in € million	1999/2000	1998/1999
Wages and salaries	– 37	– 22
Cost of social security, retirement and other benefits	– 6	– 9
of which for retirement benefits	(– 3)	(– 7)
	– 43	– 31

Average number of employees for the year	1999/2000	1998/1999
Wage earners	13	15
Salary earners	273	236
	286	251
of which part-time and fixed-term employees	(30)	(26)
Apprentices	4	4
	290	255

(16) Other operating expenses The other operating expenses predominantly concern the interest share to be credited to RWE Energie and Rheinbraun AG for the pension provisions reported on

RWE AG's balance sheet, expenses from tax allocations, from repurchase agreements, and from rent and maintenance for the administrative building as well as consulting fees.

(17) Extraordinary result The extraordinary result comprises an extraordinary expense from the merger of LAHMEYER of € 961 million as well

as an equal amount of extraordinary income from an increase in the carrying amounts of assets in connection with the LAHMEYER merger.

(18) Taxes on income The taxes on income primarily contain the reduction in corporate tax and the

allocation to the provision for corporate tax and trade income tax risks.



## Other disclosures

The information on the members of the Supervisory Board and the Executive Board pursuant to section 285, no. 10, of the German Commercial Code is provided on pages 21 to 24.

Effects on the net profit for the year due to tax regulations resulted from the release of special reserves with an equity portion of € 0.1 million.

Provided that the Annual General Meeting passes the proposed dividend and taking into account the merger of LAHMEYER, the remuneration paid to the Executive Board for the 1999/2000 fiscal year shall total € 3,737,422.14 and that of the Supervisory Board € 1,374,291.67.

Former members of the Executive Board of RWE AG and their surviving dependants received € 9,456,793.49. € 41,310,886.42 have been accrued for pension obligations to former members of the Executive Board and their surviving dependants.

The Economic Advisory Board received € 370,708.33.

Under the stock option scheme, the Executive Board and former members of the Executive Board hold non-transferable stock options on 400,000 and 800,000 common shares of RWE AG respectively at the balance sheet date. The details of the stock option scheme are explained under equity.





# Proposal for the Appropriation of Profit



The distributable profit developed as follows:

Net profit for the year	<b>€ 523,030,862.82</b>
Profit carried forward from the previous year	<b>€ 443,024.63</b>
Distributable profit	<b>€ 523,473,887.45</b>

We suggest to the Annual General Meeting that the distributable profit of RWE AG be used as follows:

Payout of a dividend of € 1.00 per no-par-value share on the share capital of € 1,339,654,144	<b>€ 523,302,400.00</b>
Profit carried forward	<b>€ 171,487.45</b>
Distributable profit	<b>€ 523,473,887.45</b>

The amount payable to shareholders is reduced and the profit carried forward is increased by the partial amount which would have had to be paid for the own shares held by the company at the time of the profit appropriation resolution and not entitled to dividend payments pursuant to section 71b of the German Stock Corporation Act.

The tax credit for shareholders entitled to an imputation credit is € 0.43 per share.

Essen, September 22, 2000

The Executive Board


Kuhnt                      Klein                      Rimmel                      Sturany                      Zilius



## Auditors' Report

We have audited the financial statements, including the accounting records, and the management report of RWE Aktiengesellschaft, Essen, which is included in the Group management report, for the fiscal year ended June 30, 2000. The accounting records and the preparation of the financial statements and the management report in compliance with the German regulations under commercial law and the additional rules laid down in the Articles of Incorporation are the responsibility of the company's Executive Board. Based on the audit we have performed, it is our task to give an opinion on the financial statements, including the accounting records, and on the combined management report.

We have audited the financial statements pursuant to section 317 of the German Commercial Code in line with the German principles of proper auditing as laid down by the Institute of German Certified Public Accountants (IDW). These principles require that we plan and perform the audit so as to identify with sufficient reliability any errors and infringements which have a material effect on the financial position and performance as presented in the financial statements in line with the principles of proper accounting and in the management report. In determining the audit activities, the knowledge about the business activities and the economic and legal environment of the company as well as the expectations regarding possible errors are



taken into consideration. In the course of the audit, the effectiveness of the internal control system as well as evidence relevant to the disclosures in the accounting records, financial statements and the management report are chiefly examined on the basis of random samples. The audit includes an assessment of the accounting principles used and of the significant estimates made by the Executive Board as well as an evaluation of the overall presentation of the financial statements and the combined management report. We believe that our audit provides a sufficiently reliable basis for our opinion.

Our audit did not result in any objections.

In our opinion the financial statements, with due regard to the principles of proper accounting, give a true and fair view of the financial position and performance of the enterprise. The combined management report overall gives an adequate impression of the position of the enterprise and adequately describes the risks of future development.

Essen, September 14, 2000

PwC Deutsche Revision  
Aktiengesellschaft  
Wirtschaftsprüfungsgesellschaft

P. Albrecht  
Wirtschaftsprüfer  
(Auditor)

H. Suhrbier  
Wirtschaftsprüfer  
(Auditor)

# Principal Investments

at June 30, 2000

I. Consolidated subsidiaries	Investment in acc. with sec- tion 16 of the German Stock Corporation Act %	Equity of the last fiscal year € '000	Net profit/ loss of the last fiscal year € '000	Net sales 1999/2000 € million	Annual average number of employees 1999/2000
RWE Aktiengesellschaft, Essen		4,470,539	523,031	–	290
<b>Energy</b>					
RWE Energie Aktiengesellschaft, Essen	100	1,556,036	– <sup>1)</sup>	6,736	16,659
Rheinbraun Aktiengesellschaft, Cologne	100	1,068,885	– <sup>1)</sup>	1,383	12,499
Budapesti Elektromos Művek Rt. (ELMÜ), Budapest/Hungary	54	270,887	31,500	500	3,480
Consol Energy Inc., Wilmington/Delaware/USA; Consol Energy group <sup>2)</sup> with 56 subsidiaries in the USA, Belgium and Canada	72	265,515	107,832	2,110	7,115
Emscher Lippe Energie GmbH, Gelsenkirchen	79	79,484	9,938	307	858
envia Energie Sachsen Brandenburg AG, Chemnitz	63	678,350	69,621	1,148	3,624
Észak-magyarországi Áramszolgáltató Rt. (ÉMÁSZ), Miskolc/Hungary	54	114,546	7,687	244	2,069
EWV Energie- und Wasser-Versorgung GmbH, Stolberg	54	29,427	2,185	218	712
Kernkraftwerke Gundremmingen Betriebsgesellschaft mbH, Gundremmingen	75	1,245	31	165	821
Koblenzer Elektrizitätswerk und Verkehrs-AG, Koblenz	57	76,437	8,766	190	789
Kraftwerk Altwürttemberg AG, Ludwigsburg	80	42,924	3,417	175	400
Lausitzer Braunkohle AG (LAUBAG), Senftenberg	55	796,038	120	703	5,992
Lech-Elektrizitätswerke AG, Augsburg	90	181,667	21,822	579	1,460
Main-Kraftwerke AG, Frankfurt/Main	72	132,352	22,729	436	1,049
Mátrai Erőmű Rt. (MÁTRA), Visonta/Hungary	50	167,426	19,503	132	3,653
RBB Vermögensverwaltungs GmbH, Cologne	100	56,295	10,527	2	–
Rheinbraun Engineering und Wasser GmbH, Cologne	100	22,782	1,697	9	–
Rheinische Baustoffwerke GmbH, Bergheim	100	8,016	– <sup>1)</sup>	69	158
rhenag Rheinische Energie AG, Cologne	54	228,840	27,737	154	517
RV Rheinbraun Handel und Dienstleistungen GmbH, Cologne	100	76,694	– <sup>1)</sup>	6	8
Société Luxembourgeoise de Centrales Nucléaires S.A., Luxembourg/Luxembourg	100	30,998	1,087	37	1
<b>Petroleum and Chemicals</b>					
RWE-DEA Aktiengesellschaft für Mineraloel und Chemie, Hamburg	99	1,411,589	– <sup>1)</sup>	1,705	3,234
CONDEA Augusta S.p.A., Palermo/Italy	100	90,675	– 24,429	775	1,074
CONDEA Chemie GmbH, Hamburg	100	511	– <sup>1)</sup>	–	–
CONDEA Vista Company, Houston/Texas/USA <sup>2)</sup>	100	120,329	41,463	916	962
DEA Mineraloel AG, Hamburg	100	360,972	– <sup>1)</sup>	13,375	2,751
DEA petroleum marketing companies <sup>3)</sup> 20 companies in Germany, 2 companies abroad	100	106,959	– <sup>1)</sup>	2,549	992

I. Consolidated subsidiaries	Investment in acc. with section 16 of the German Stock Corporation Act	Equity of the last fiscal year	Net profit/ loss of the last fiscal year	Net sales 1999/2000	Annual average number of employees
	%	€ '000	€ '000	€ million	1999/2000
<b>Environmental Services</b>					
RWE Umwelt Aktiengesellschaft, Essen	100	383,469	— <sup>1)</sup>	—	102
RWE Umwelt Aqua GmbH, Berlin	100	15,975	— 2,689	5	120
RWE Umwelt Services Deutschland GmbH, Essen	100	230,601	2,293	—	26
RWE Umwelt Services International GmbH, Essen	100	60	— <sup>1)</sup>	—	12
Trienekens AG, Viersen	50	190,575	17,727	499	1,950
<b>Industrial Systems</b>					
TESSAG Technische Systeme & Services AG, Frankfurt/Main	100	180,405	16,424	276	2,218
Angewandte Solarenergie – ASE GmbH, Alzenau	100	13,830	— <sup>1)</sup>	43	242
Heidelberger Druckmaschinen AG, Heidelberg	56	1,541,528	167,385	2,029	11,465
Heidelberger Druckmaschinen Vertrieb Deutschland GmbH, Heidelberg	100	40,337	— <sup>1)</sup>	676	1,129
Heidelberg USA, Inc., Kennesaw, Georgia/USA <sup>2)</sup>	100	204,342	28,807	811	1,305
Heidelberg Web Systems, Inc., Dover/New Hampshire/USA <sup>2)</sup>	100	144,112	— 9,741	423	1,477
MAQUET AG, Rastatt	100	36,825	2,325	148	840
Piller-GmbH, Osterode am Harz	100	24,296	3,914	132	984
Rheinelektra Technik GmbH, Mannheim	100	11,692	— 9,265	242	1,817
Starkstrom-Gerätebau GmbH, Regensburg	100	9,247	64	60	418
TESSAG Industrie-Anlagen GmbH, Duisburg <sup>3)</sup> ; INA group with 2 subsidiaries in France and Canada	100	9,152	— 9,314	660	495
<b>Construction and Civil Engineering</b>					
HOCHTIEF Aktiengesellschaft, Essen	62	1,194,998	72,000	2,386	11,974
HOCHTIEF AirPort GmbH, Essen	100	109,310	— <sup>1)</sup>	32	52
HOCHTIEF Verkehrswegebau GmbH, Essen	100	12,792	— <sup>1)</sup>	1	28
PRÜM-Türenwerk GmbH, Weinsheim	100	9,203	— <sup>1)</sup>	61	448
STREIF AG, Weinsheim	100	11,486	— <sup>1)</sup>	66	552
The Turner Corporation, Wilmington/Delaware/USA; Turner group <sup>2)</sup> with 35 subsidiaries in the USA and in Brazil, Great Britain and Singapore	100	353,738	4,080	4,124	2,607
<b>Other subsidiaries</b>					
RWE Telliance Aktiengesellschaft, Essen	100	154,678	— <sup>1)</sup>	—	57
RWE International Financial Services Ireland Ltd., Dublin/Ireland	100	265,077	10,304	—	3
Victoria Mathias Verwaltungsgesellschaft mbH, Essen	100	542,176	— <sup>1)</sup>	35	148

1) Profit and loss transfer agreement

2) Data from the enterprise's consolidated financial statements

3) Financial data summarized from the enterprises' separate financial statements

# Principal Investments

at June 30, 2000



II. Associates accounted for using the equity method	Investment in acc. with section 16 of the German Stock Corporation Act %	Equity of the last fiscal year € '000	Net profit/loss of the last fiscal year € '000
<b>Energy</b>			
Motor-Columbus AG, Baden/Switzerland <sup>1)</sup>	20	319,733	30,659
Niederrheinische Versorgung und Verkehr AG, Mönchengladbach <sup>1)</sup>	50	369,618	77
Stadtwerke Essen AG, Essen	29	121,602	8,149
TCP Petcoke Corporation, Dover/Delaware/USA	50	8,746	7,019
Thyssengas GmbH, Duisburg	75	125,905	23,008
TIGÁZ Tiszántúli Gázszolgáltató Rt., Hajdúszoboszló/Hungary	30	130,750	15,656
VEAG Vereinigte Energiewerke AG, Berlin <sup>1)</sup>	26	1,144,834	– 954,429
<b>Petroleum and Chemicals</b>			
FUCHS DEA Schmierstoffe GmbH & Co. KG, Mannheim	50	47,574	11,337
Oberrheinische Mineralölwerke GmbH, Karlsruhe	42	79,747	3,915
PCK Raffinerie GmbH, Schwedt/Oder	38	444,292	8,827
<b>Environmental Services</b>			
AVE Beteiligungsgesellschaft mbH, Hörsching/Austria	50	52,147	997
RWE/VIVENDI Berlinwasser Beteiligungs AG, Berlin	50	8,055	– 2,732 <sup>2)</sup>
<b>Construction and Civil Engineering</b>			
Athens International Airport S.A., Spata/Greece	40	936,930	–
Ballast Nedam N.V., Amstelveen/Netherlands <sup>1)</sup>	48	255,374	9,393
Flughafen Düsseldorf GmbH, Düsseldorf	50	25,565	17,298
KITCHELL CORPORATION, Phoenix/Arizona/USA <sup>1)</sup>	35	54,715	7,930
Leighton Holdings Limited, Sydney/Australia <sup>1)</sup>	50	391,511	74,067
<b>Others</b>			
VR Telecommunications GmbH & Co., Norderfriedrichskoog <sup>3)</sup>	48.75	2,346,279	834,689

1) Data from the enterprise's consolidated financial statements

2) Short fiscal year

3) In the previous year joint venture company, proportionately consolidated



## Dr. h.c. Friedel Neuber

Duisburg  
Chairman  
President and CEO,  
Westdeutsche Landesbank Girozentrale

- Babcock Borsig AG (Chair)
- Deutsche Bahn AG
- Douglas Holding AG
- Preussag AG (Chair)
- ThyssenKrupp AG
- TUI Group GmbH
- AXA S.A.
- Bank Austria AG

## Erwin Winkel\*

Niederzier  
Deputy Chairman since  
September 23, 2000  
Power systems electronics engineer

- RWE Aktiengesellschaft für Beteiligungen

## Alwin Fitting\*

Westhofen  
– until September 22, 2000 –  
Deputy Chairman  
Power plant engineer

- NCO Vermögens-AG

## Dr. Paul Achleitner

Frankfurt/Main  
– since March 16, 2000 –  
Executive Vice President, Allianz AG

- ConSors Discount-Broker AG
- RWE Aktiengesellschaft für Beteiligungen (Chair)
- Österreichische Industrieholding AG

## Dr. Klaus Peter Balthasar

Klotten  
– until March 28, 2000 –  
Chief Administrative Officer,  
Cochem-Zell rural district, until April 26, 2000  
Executive Vice President, NCO Vermögens-AG,  
from May 1, 2000

- RW Holding AG
- Hunsrück Touristik GmbH
- Kreissparkasse Cochem-Zell (Chair)
- Moselland-Touristik GmbH

## Carl-Ludwig von Boehm-Bezing

Bad Soden  
Executive Vice President, Deutsche Bank AG

- Deutsche Grundbesitz-Anlagen-gesellschaft mbH (Chair)
- Deutsche Grundbesitz-Investment-gesellschaft mbH (Chair)
- Eurohypo AG (Chair)
- Messer Griesheim GmbH
- Rütgers AG
- Schiffshypothekenbank zu Lübeck AG (Chair)
- Steigenberger Hotels AG
- ThyssenKrupp AG
- AKA Ausfuhrkredit-Gesellschaft mbH (Chair)
- Deutsche Bank S.A.E. (Chair)
- Deutsche Bank S.A./N.V. (Chair)
- Deutsche Bank S.p.A.
- Deutsche Grundbesitz Management GmbH (Chair)
- Deutsche Immobilien Leasing GmbH (Chair)
- FIAT S.p.A.
- Messer Industrie GmbH (Chair)

## Dr. Diethart Breipohl

Icking  
– until March 15, 2000 –  
Supervisory Board

- Allianz AG
- Bayerische Hypo- und Vereinsbank AG
- Beiersdorf AG
- Continental AG
- KarstadtQuelle AG
- mg technologies ag
- KM Europa Metal AG
- Crédit Lyonnais
- Les Assurances Générales de France (AGF)

## Dr. Friedhelm Giese

Essen  
Former President and CEO of RWE AG

- KarstadtQuelle AG
- MAN AG
- Nationalbank AG

## Erwin Hahn\*

Bettingen  
Electrician

## Johann Heiß\*

Landshut  
Electrician

- TESSAG Technische Systeme & Services AG



\*) Employee representative on the Supervisory Board

■) Member of other mandatory Supervisory Boards

■) Member of comparable domestic and foreign supervisory bodies of business enterprises



## Heinz-Eberhard Holl

Osnabrück  
 – since April 3, 2000 –  
 Chief Administrative Officer,  
 Osnabrück rural district  
 ■ Georgsmarienhütte GmbH  
 ■ Georgsmarienhütte Holding GmbH  
 ■ RWE Aktiengesellschaft für Beteiligungen

## Rudolf Kersting

Kleve  
 Chief Administrative Officer, Kleve district  
 ■ GVV-Kommunal Versicherung VVaG (Chair)  
 ■ GVV-Privatversicherung AG (Chair)

## Berthold Krell\*

Wenden/Hünsborn  
 Chief fitter  
 ■ RWE Energie AG

## Dr. Walter Mende

Leverkusen  
 Attorney-at-Law  
 First Mayor of the city of Leverkusen  
 ■ Kraftverkehr Wupper-Sieg AG  
 ■ RW Holding AG (Chair)  
 ■ Wirtschaftsförderung Leverkusen GmbH

## Wilhelm Nowack

Essen  
 Managing Director of Büro Nowack Gesellschaft  
 für Projektplanungs GmbH  
 ■ Messe Essen GmbH  
 ■ Essener Entsorgungsbetriebe GmbH (Chair)  
 ■ VEKS-Verwertung und Entsorgung Karnap-  
 Städte Holding GmbH (Chair)

## Branko Rakidzija\*

Ludwigsburg  
 – since August 22, 2000 –  
 Managing Director of Federal Supply and  
 Disposal Division at the Central Executive Board  
 of ÖTV Trade Union  
 ■ E.ON Energie AG  
 ■ E.ON Kernkraft GmbH  
 ■ RWE Energie AG

## Bernhard von Rothkirch\*

Frechen  
 Chief engineer

## Klaus Schmid\*

Bischofswiesen  
 Coordinating Department Head,  
 Executive Board of IGM Trade Union, ret.

## Dr. Manfred Schneider

Leverkusen  
 President and CEO, Bayer AG  
 ■ Allianz AG  
 ■ DaimlerChrysler AG  
 ■ Metro AG

## Ernst-W. Stuckert\*

Hamburg  
 Commercial officer

## Klaus-Dieter Südhofer\*

Recklinghausen  
 Trade Union Secretary  
 Deputy Chairman, IG Bergbau, Chemie und  
 Energie Trade Union  
 ■ BHW Holding AG  
 ■ Rheinbraun AG  
 ■ RAG AG  
 ■ RAG Immobilien AG  
 ■ RWE-DEA AG für Mineralöl und Chemie

## Dr. Alfons Friedrich Titzrath

Cologne  
 Chairman of the Supervisory Board,  
 Dresdner Bank AG  
 ■ Allianz AG  
 ■ Celanese AG  
 ■ Dresdner Bank AG (Chair)  
 ■ Münchener Rückversicherungs-Gesellschaft AG  
 ■ VAW aluminium AG

## Ralf Zimmermann\*

Rüsselsheim  
 – until July 31, 2000 –  
 Member of the Central Executive Board, ÖTV  
 Trade Union, until July 31, 2000  
 Executive Vice President, RWE Umwelt AG,  
 from August 1, 2000  
 ■ BGAG Beteiligungsgesellschaft der  
 Gewerkschaften AG  
 ■ LSG Lufthansa Service Holding AG  
 ■ LSG Lufthansa Service Deutschland GmbH



## Dr. Dietmar Kuhnt

Essen

President and CEO, RWE AG

- AfE Aktiengesellschaft für Energiewirtschaft
- Allianz Versicherungs-AG
- Dresdner Bank AG
- Hapag-Lloyd AG
- Heidelberger Druckmaschinen AG (Chair)
- HOCHTIEF AG (Chair)
- mg technologies ag
- Preussag AG
- Rheinbraun AG (Chair)
- RWE-DEA AG für Mineraloel und Chemie (Chair)
- RWE Energie AG (Chair)
- RWE Umwelt AG (Chair)
- TESSAG Technische Systeme & Services AG (Chair)

## Prof. Dr. Clemens Börsig

Frankfurt/Main

Executive Vice President, Deutsche Bank AG, from January 1, 2001

Executive Vice President, RWE AG – until December 15, 1999 –

- Gerling-Konzern Spezielle Kreditversicherungs-AG
- Heidelberger Druckmaschinen AG
- Lucent Technologies Holding GmbH
- Foreign & Colonial Eurotrust plc.

## Dr. Dieter Dräger

Rellingen

President and CEO, RWE-DEA AG für Mineraloel und Chemie

President and CEO, DEA Mineraloel AG

Executive Vice President, RWE AG – until September 30, 1999 –

- rhenag Rheinische Energie AG
- CONDEA Augusta S.p.A.
- CONDEA Vista Company

## Thomas Geitner

Cologne

Executive Board Director, Vodafone Airtouch

Executive Vice President, Mannesmann AG

Executive Vice President, RWE AG – until September 30, 1999 –

- Babcock Borsig AG
- Singulus Technologies AG
- Telecel Comunicações Pessoais, S.A.
- Omnitel Pronto Italia S.p.A.

## Dr. Dr. E.h. Dieter Henning

Düren

Former President and CEO of Rheinbraun AG

Executive Vice President, RWE AG – until September 30, 1999 –

- Thyssen Krupp Engineering AG

## Dr. Hans-Peter Keitel

Essen

President and CEO, HOCHTIEF AG

Executive Vice President, RWE AG – until September 30, 1999 –

- DEA Mineraloel AG
- IVECO MAGIRUS AG
- Nationalbank AG
- TESSAG Technische Systeme & Services AG
- Viterro AG

- Ballast Nedam B.V.
- Leighton Holdings Limited
- Pilkington plc
- The Turner Corporation

## Dr. Richard R. Klein

Essen

Executive Vice President, RWE AG

- Berlinwasser Holding AG
- DEA Mineraloel AG
- Maquet AG (Chair)
- Rheinbraun AG
- RWE Systems AG (Chair)
- RWE Telliance AG

## Hartmut Mehdorn

Heidelberg

President and CEO, Deutsche Bahn AG

Executive Vice President, RWE AG – until September 30, 1999 –

- DB Cargo AG (Chair)
- DB Netz AG (Chair)
- DB Regio AG (Chair)
- DB Reise & Touristik AG (Chair)
- DB Station & Service AG (Chair)
- Lufthansa Technik AG
- SAP AG



## Manfred Remmel

Essen

President and CEO, RWE Energie AG

Executive Vice President, RWE AG

- AXA Colonia Lebensversicherungs AG
- DEA Mineraloel AG
- Kraftwerk Altwürttemberg AG (Chair)
- Lech-Elektrizitätswerke AG (Chair)
- Main-Kraftwerke AG (Chair)
- Rheinbraun AG
- rhenag Rheinische Energie AG (Chair)
- TESSAG Technische Systeme & Services AG
- VEW AG
- VEW Energie AG
- VSE AG
- Theater und Philharmonie GmbH
- Thyssengas GmbH

## Rudolf Schwan

Essen

Executive Vice President, RWE AG  
– until September 30, 1999 –

## Dr. Klaus Sturany

Dortmund

Executive Vice President, RWE AG  
– since December 1, 1999 –

- AfE Aktiengesellschaft für Energiewirtschaft (Chair)
- Commerzbank AG
- DEA Mineraloel AG (Chair)
- Hannover Rückversicherungs-AG
- Heidelberger Druckmaschinen AG
- HOCHTIEF AG
- Rheinbraun AG
- RWE-DEA Aktiengesellschaft für Mineraloel und Chemie
- RWE Energie AG
- RWE Umwelt AG
- TESSAG Technische Systeme & Services AG

## Jan Zilius

Essen

Executive Vice President, RWE AG

- Anhaltinische Braunkohlesanierungsgesellschaft mbH
- Energieversorgung Oberhausen AG
- Rheinbraun AG
- Rheinkraftwerk Albbbruck-Dogern AG
- rhenag Rheinische Energie AG
- RWE Systems AG
- Schluchseewerk AG
- VEW Energie AG
- VSE AG

**Edmond Alphandéry**

Paris  
Président du Conseil de Surveillance  
de CNP

**Dr. F. Wilhelm Christians**

Düsseldorf

**Erwin Conradi**

Baar  
Delegate of the Administrative Board,  
METRO Holding AG

**Dr. Gerhard Cromme**

Düsseldorf  
President and CEO,  
ThyssenKrupp AG

**Jürgen Dormann**

Schiltigheim  
President and CEO, Aventis

**Dr. Michael Frenzel**

Hanover  
President and CEO, PREUSSAG AG

**Dr. Dr. h.c. Joachim Funk**

Düsseldorf

**Dieter Kauffmann**

Esslingen  
President and CEO,  
Schutzgemeinschaft der  
Kleinaktionäre e.V.

**Dr. Dr. E.h. Günther Klätte**

Essen  
Former Executive Vice President of  
Rheinisch-Westfälisches  
Elektrizitätswerk AG

**Professor Dr. E.h. Berthold Leibinger**

Ditzingen  
Managing Partner,  
Trumpf GmbH & Co. KG

**Professor Dr. Hubert Markl**

Munich  
President, Max-Planck-Gesellschaft  
zur Förderung der Wissenschaften e.V.

**Jérôme Monod**

Paris  
– until May 31, 2000 –  
Président du Conseil de Surveillance,  
Suez-Lyonnaise des Eaux S.A.

**Dr. h.c. Tyll Necker**

Cologne  
Vice President, Bundesverband der  
Deutschen Industrie e.V.

**Alfred Freiherr von Oppenheim**

Cologne  
Chairman of the Supervisory Board,  
Sal. Oppenheim jr. & Cie. KGaA

**Dr. Heinrich von Pierer**

Munich  
President and CEO, Siemens AG

**Dr. Wolfgang Röllner**

Neu-Isenburg  
Honorary Chairman of the Super-  
visory Board, Dresdner Bank AG

**Hans Peter Schreib**

Düsseldorf  
Attorney-at-Law, Executive Vice  
President, Deutsche Schutzvereinigung  
für Wertpapierbesitz e.V.

**Dr. Walter Seipp**

Frankfurt am Main  
Honorary Chairman of the Super-  
visory Board, Commerzbank AG

**Prof. Dr. Jürgen Strube**

Ludwigshafen  
President and CEO, BASF AG

**Marcus Wallenberg**

Stockholm  
Executive Vice President, Investor AB

**Wilhelm Werhahn**

Neuss  
Executive Vice President, Messrs.  
Wilh. Werhahn

**Dr. Jürgen Wilhelm**

Cologne  
First Deputy Chairman of  
Landschaftsversammlung and First  
Deputy Chairman of Landschaftsaus-  
schuss of Landwirtschaftsverband  
Rheinland

**Dr. Mark Wössner**

Gütersloh  
Chairman of the Supervisory Board,  
Bertelsmann AG

**Dr. h.c. Wolfgang Ziemann**

Essen  
Former Executive Vice President of  
RWE AG





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