

**Supplement No. 1 dated November 22, 2022  
to the Base Prospectus dated May 4, 2022**

Supplement No. 1 pursuant to article 23(1) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017 (as amended, the *Prospectus Regulation*) dated November 22, 2022 (the *Supplement*) to the three base prospectuses (i) the base prospectus of Continental Aktiengesellschaft in respect of non-equity securities within the meaning of article 2(c) of the Prospectus Regulation (*Non-Equity Securities*), (ii) the base prospectus of Conti-Gummi Finance B.V. in respect of Non-Equity Securities and (iii) the base prospectus of Continental Rubber of America, Corp. in respect of Non-Equity Securities, dated May 4, 2022 (together, the *Prospectus*).



**Continental Aktiengesellschaft  
(Hanover, Federal Republic of Germany)  
as Issuer and, in respect of Notes issued by  
Conti-Gummi Finance B.V. or by Continental Rubber of America, Corp., as Guarantor**

**Conti-Gummi Finance B.V.  
(Maastricht, The Netherlands)  
as Issuer**

**Continental Rubber of America, Corp.  
(Wilmington, Delaware, United States of America)  
as Issuer**

**€ 7,500,000,000  
Debt Issuance Programme  
(the *Programme*)**

This Supplement has been approved by the Commission de Surveillance du Secteur Financier (the *CSSF*) of the Grand Duchy of Luxembourg in its capacity as competent authority under the Prospectus Regulation and the Luxembourg act relating to prospectuses for securities (*loi relative aux prospectus pour valeurs mobilières*) dated July 16, 2019 (the *Luxembourg Prospectus Law*).

Each Issuer has requested the CSSF in its capacity as competent authority under the Prospectus Regulation and the Luxembourg Prospectus Law to provide the competent authorities in the Federal Republic of Germany (*Germany*) and The Netherlands with a certificate of approval attesting that the Supplement has been drawn up in accordance with the Prospectus Regulation (*Notification*). Each Issuer may request the CSSF to provide competent authorities in additional Member States within the European Economic Area with a Notification.

**Right to withdraw**

**In accordance with Article 23 paragraph 2a of the Prospectus Regulation, investors who have already agreed to purchase or subscribe for the securities before this Supplement is published have the right, exercisable within a time limit of three working days after the publication of this Supplement, until November 25, 2022, to withdraw their acceptances, provided that the new factor, mistake or inaccuracy referred to in Article 23 paragraph 1 of the Prospectus Regulation arose or was noted before the closing of the offer period or the delivery of the securities, whichever occurs first. A withdrawal, if any, of an order must be communicated in writing to the Issuer at its registered office, specified in the list of NAMES AND ADDRESSES of the Prospectus on page 225.**

Copies of this Supplement, the Prospectus and all documents which are incorporated herein and therein by reference may be inspected in physical form during normal business hours at the registered office of the relevant Issuer and the specified offices of the Paying Agent.

This Supplement, the Prospectus and the documents incorporated by reference herein and therein are also available for viewing on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)).

The purpose of this Supplement is to update several sections of the Prospectus as set forth in detail on the next pages hereof.

This Supplement is supplemental to and should be read and shall only be distributed in connection with the Prospectus. Therefore, with respect to future issues under the Programme of Continental Aktiengesellschaft, Conti-Gummi Finance B.V. and Continental Rubber of America, Corp., references in the Final Terms to the Prospectus are to be read as references to the Prospectus as supplemented by this Supplement.

Terms defined in the Prospectus have the same meaning when used in this Supplement. All references in the Prospectus to "the Base Prospectus", "the Prospectus", "this Prospectus", or any other similar expression, in particular regarding confirmations and representations as to the information contained therein, shall be deemed to also refer to this Supplement.

Continental Aktiengesellschaft, Conti-Gummi Finance B.V. and Continental Rubber of America, Corp. (each an *Issuer* and together the *Issuers*) accept responsibility for the information contained in this Supplement. To the best of the knowledge of each Issuer, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect its importance.

To the extent that there is any inconsistency between (a) any statements in this Supplement or any statement incorporated by reference into the Prospectus by this Supplement and (b) any other statement in or incorporated in the Prospectus, the statements in (a) above will prevail.

The amendments to the Prospectus mentioned in this Supplement shall only apply to an admission to trading of instruments and/or offer to the public of instruments which is ongoing at the time of or commencing after the approval of this Supplement, or where the delivery has not yet taken place.

Page references in this document refer to pages in the Prospectus, unless otherwise indicated.

## **I. Changes relating to the section "Risk Factors"**

In the section headed "Risk Factors – Risks related to Continental AG and the Continental Group – II. Risks related to Continental's Business Operations – Continental is exposed to warranty and product liability claims." on page 15 of the Prospectus, the third paragraph shall be deleted and replaced by the following:

"Furthermore, Continental manufactures many products pursuant to legal requirements or customer specifications and quality requirements. If the products manufactured and delivered by Continental do not meet the requirements stipulated by its customers at the agreed date of delivery or required by law or other regulation, production of the relevant products is generally discontinued until the cause of the product defect has been identified and remedied. Continental's customers could potentially claim damages or fines could be imposed on Continental, even if the cause of the defect is remedied at a later point in time. Besides this, failure to fulfil quality requirements could have an adverse effect on the market acceptance of Continental's other products and its market reputation. Continental AG and ContiTech are currently conducting internal investigations in connection with certain products, manufactured by ContiTech and deployed by several customers, showing deviations from required standards. The relevant customers and initial responsible authorities have been or will be notified by Continental. Given early stages of parts of the investigations, the outcome of the investigations and further risks cannot yet be assessed with any certainty. Depending on the outcome of the relevant investigations, it cannot be excluded that authorities may impose fines, that non-compliant products may not be further marketed, that delivered products must be recalled and that customers may claim damages. The amount of any such fines, claims and the costs associated with any recalls could be significant."

In the section headed "Risk Factors – Risks related to Continental AG and the Continental Group – II. Risks related to Continental's Business Operations – Continental is exposed to information technology risks." on page 15 of the Prospectus, the first paragraph shall be deleted and replaced by the following:

"With regard to its business and production processes, products and its internal and external communication, Continental is highly dependent on centralized and standardized information technology systems and networks. These systems and networks as well as the products themselves are exposed to the risk of various forms of cybercrime as well as damage and disruption that can have a wide range of other causes. In hacker attacks, third parties could attempt to gain unauthorized access to confidential information and data that is stored, processed or communicated in the systems and networks. In addition, data, products and systems could be blocked, damaged, controlled or destroyed as a result of becoming infected with viruses or malware. For instance, in a cyberattack detected in August 2022, attackers infiltrated parts of Continental's IT systems and extracted multiple terabytes of data before the cyberattack could be stopped. Afterwards, a threat actor claiming to be one of the attackers tried to extort ransom by threatening to publish the extracted data. Continental did not comply with the demands. Subsequently, the threat actor leaked logs of his chats with Continental and other data. Continental's business activities have not been affected by the attack and Continental is in full control over its IT systems. With the support of external cybersecurity experts, Continental is conducting an investigation into the incident and the affected data. The incident could result in administrative fines under data privacy laws."

In the section headed "Risk Factors – Risks related to Continental AG and the Continental Group – III. Risks related to Continental's Financial Position and its Shareholder Structure – Continental's credit rating may be downgraded or withdrawn." on page 19 of the Prospectus, the second paragraph shall be deleted and replaced by the following:

"On August 23, 2022, Moody's Deutschland GmbH confirmed Continental AG's credit rating of Baa2 and changed the outlook from negative to stable. On March 30, 2020, S&P Global Ratings Europe Limited assigned Continental AG a BBB credit rating, outlook negative. On October 17, 2022, Fitch Ratings Ireland Limited, formerly Fitch Ratings España S.A.U., confirmed Continental AG's BBB credit rating, outlook stable."

In the section headed "Risk Factors – Risks related to Continental AG and the Continental Group – IV. Legal, Environmental and Taxation Risks – Continental could be threatened with fines and claims for damages for alleged or actual unlawful behavior." on pages 20-21 of the Prospectus, the fourth to seventh paragraph shall be deleted and replaced by the following:

"As a result of investigations that came to light in 2014, the European Commission imposed a fine of EUR 44.0 million on Continental AG, Continental Teves AG & Co. oHG, Frankfurt am Main, Germany, and Continental Automotive GmbH, Hanover, Germany, on February 21, 2018, for the unlawful exchange of information. This involved specific brake components. Continental paid the said fine. Customers have since approached Continental to claim damages, in some cases for specific amounts. On September 13, 2022, Continental was notified that Mercedes-Benz Group AG and Mercedes-Benz AG had filed a civil lawsuit in England against Continental AG and three of its subsidiaries. The claim was served on Continental Teves UK Limited on November 1, 2022, and on Continental AG, Continental

Automotive Technologies GmbH and Continental Automotive GmbH on November 17, 2022. The claim is made in connection with the European Commission's 2018 decision concerning certain brake components. Separately, two class action lawsuits have been filed in Canada against Continental AG and several of its subsidiaries. Continental is of the view that these claims are without merit. However, if these cases were decided to the detriment of Continental, the resulting cost to Continental could be substantial and could exceed provisions that have been set aside for this purpose.

On March 3, 2021, the Brazilian competition authority (*CADE*), acting on the basis of the issues addressed by the European Commission and described above, formally initiated proceedings against Continental Teves AG & Co. oHG, Frankfurt am Main, Germany, and certain former employees for alleged unlawful exchange of competition-sensitive information concerning hydraulic brake systems. As of the date of this Prospectus, the outcome of the proceedings is uncertain. If Continental is found responsible for any violation, CADE could impose a fine on Continental AG of 0.1% to 20% of its revenue or that of the Continental Group in Brazil in the year prior to when the administrative proceedings were launched (2020). Non-pecuniary penalties may also be possible. Furthermore, customers allegedly affected by the alleged exchange of information could claim for damages if indeed a violation of Brazilian antitrust law is established.

In the context of its compliance routine, Continental has conducted internal investigations of certain business areas. These investigations have revealed anti-competitive behaviour with regard to specific product groups. Continental has taken measures to remedy this behaviour. There is a risk that antitrust authorities may investigate and impose fines for this behaviour and that third parties, in particular customers, may claim damages. The amount of such fines and any subsequent claims is uncertain as of the date of Supplement No. 1 to the Prospectus, but could potentially be significant. Furthermore, it cannot be ruled out that future internal investigations will uncover further actual or potential violations of antitrust law, which in turn could lead to fines and claims for damages. In addition, alleged or actual behaviour in violation of antitrust law could seriously disrupt relations with business partners.

The public prosecutor's office in Hanover is conducting investigative proceedings against current and former employees as well as former board members of Continental AG suspected of having committed, as the case may be, criminal acts and/or violations of supervisory duties in connection with the development and use of illegal defeat devices in VW diesel engines as well as in connection with Continental AG's subsequent investigation of these actions, and as part of these proceedings has conducted multiple searches at locations of Continental AG and individual companies of the Continental Group. Continental AG and individual companies of the Continental Group are ancillary parties to these proceedings. The investigations concern activities of the former Powertrain business area that were transferred within the scope of the spin-off to Vitesco Technologies Group.

In addition, the public prosecutor's office in Frankfurt am Main, in connection with conducting administrative offense proceedings concerning illegal defeat devices in diesel engines of an international automotive manufacturer – proceedings which have meanwhile been legally concluded against this automotive manufacturer with payment of a fine – is conducting separate administrative offense proceedings against Continental AG and two other legal entities within Continental Group on suspicion of negligent breach of supervisory duties. The public prosecutor's office in Frankfurt am Main is also conducting separate investigative proceedings against three former employees of Continental AG for suspected criminal acts carried out in connection with this matter."

In the section headed "Risk Factors – Risks related to Continental AG and the Continental Group – IV. Legal, Environmental and Taxation Risks – There is a risk that Continental infringes industrial property rights of third parties." on page 22 of the Prospectus, the first paragraph shall be deleted and replaced by the following:

"There is a risk that Continental infringes industrial property rights of third parties, since its competitors, suppliers, customers, and other companies hold and submit a large number of industrial property rights. It is not always possible to determine with certainty whether there are effective and enforceable third-party industrial property rights to certain processes, methods or applications. Therefore, third parties could assert infringements of industrial property rights (including illegitimate ones) against Continental. As a result, Continental could be required to cease manufacturing, using or marketing the relevant technologies or products in certain countries or be forced to make changes to manufacturing processes and/or products. In addition, Continental could be liable to pay compensation for infringements or could be forced to purchase licenses to continue using technology from third parties, including software. Continental, for example, supplies telecommunication modules that transmit vehicle data, enable voice and internet functionality, and are compatible with cellular communication standards, especially in the field of telecommunication standards such as 3G, 4G and/or 5G. Such standards are covered by patents (standard essential patents, *SEP*) which have to be licensed by the SEP owners on fair, reasonable and non-discriminatory (*FRAND*) terms and conditions. Who in the supply chain is entitled to a direct license and what constitutes a FRAND royalty rate are questions which are subject of

various ongoing proceedings: Continental has submitted a complaint against Nokia to the European Commission and has filed a breach of contract law suit against Nokia at the Chancery Court of Delaware. In this respect, there is a risk that Continental or its suppliers may be denied their own direct license to use the SEPs, that Continental may become dependent on licenses and the conditions under which they are granted to customers, or that a royalty rate will be imposed on Continental which is higher than what Continental believes is FRAND. Even if only Continental's customers were granted or have taken under duress a direct license for such SEPs, there is a risk that Continental would have to indemnify its customers, of which some have already filed claims against Continental in this respect, for parts or all of the licensing costs relating to products sold by Continental in the past and future, and also that Continental cannot pass some or all of this indemnification obligation on to its suppliers. The licensing costs could be material, irrespective of whether Continental or its customers receive the direct license."

## **II. Changes relating to the section "General Information on the Issuers"**

### **Change to the section "General Information on the Issuers – Continental AG – Issuer and Guarantor – Auditors"**

In the section headed "General Information on the Issuers – Continental AG – Issuer and Guarantor – Auditors" on page 40 of the Prospectus, the following shall be inserted after the second paragraph:

"PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft has reviewed the condensed consolidated interim financial statements of Continental AG as of and for the six-month period ended June 30, 2022, which were prepared on the basis of International Financial Reporting Standards (IFRS) applicable to interim financial reporting (IAS 34) as adopted by the European Union."

### **Change to the section "General Information on the Issuers – Continental AG – Issuer and Guarantor – Historical Financial Information"**

In the section headed "General Information on the Issuers – Continental AG – Issuer and Guarantor – Historical Financial Information" on pages 41-43 of the Prospectus, the following shall be inserted as third paragraph and the information and table headed "*Selected Key Financial Data of the Continental Group*:" shall be deleted and replaced by the following:

"The Quarterly Statement (*Quartalsmitteilung*) of Continental AG as of and for the nine-month period ended September 30, 2022, on page 6 to page 16, which was prepared pursuant to Section 53 of the Exchange Rules for the Frankfurter Wertpapierbörse (BörsO FWB) as amended on November 18, 2019, and which includes figures prepared on the basis of International Financial Reporting Standards (IFRS) (but which does not constitute a complete set of interim financial statements as defined in International Accounting Standard (IAS) No. 34), is incorporated by reference into this Prospectus.

#### ***Selected Key Financial Data of the Continental Group:***

Unless otherwise indicated, the financial information presented in the following tables has been taken or derived from the audited consolidated financial statements of Continental AG as presented in Continental AG's Annual Report (*Geschäftsbericht*) as of and for the financial year ended December 31, 2021 and from Continental AG's Quarterly Statement (*Quartalsmitteilung*) as at September 30, 2022. Where financial information in the following tables is presented as "audited", it indicates that the financial information has been taken from the audited consolidated financial statements of Continental AG as presented in Continental AG's Annual Report (*Geschäftsbericht*) as of and for the financial year ended December 31, 2021. The label "unaudited" is used in the following tables to indicate financial information that (i) has not been taken but derived from the audited consolidated financial statements as of and for the financial year ended December 31, 2021, (ii) has been taken or derived from Continental AG's accounting records, (iii) has been taken or derived from Continental AG's Quarterly Statement (*Quartalsmitteilung*) as at September 30, 2022 or (iv) has been taken or derived from Continental AG's internal management reporting systems.

The spin-off of Vitesco Technologies on September 15, 2021 resulted in the application of IFRS 5, Non-current Assets Held for Sale and Discontinued Operations in the financial years ended December 31, 2020 and 2021 as well as in the nine-month period ended September 30, 2021. For the nine-month period ended September 30, 2022, discontinued operations do not exist.

The financial information presented in the table below generally shows the financial figures for Continental Group's continuing operations for all reporting periods. However, the figures for cash flow arising from operating activities,

investing activities and financing activities as well as net income refer to continuing and discontinued operations for the financial years ended December 31, 2020 and 2021 as well as for the nine-month period ended September 30, 2021.

	<u>Jan. 01 – Dec. 31, 2021</u>	<u>Jan. 01 – Dec. 31, 2020</u>	<u>Jan. 01 – Sept. 30, 2022</u>	<u>Jan. 01 – Sept. 30, 2021</u>
	<u>(audited)</u>	<u>(audited)</u>	<u>(unaudited)</u>	<u>(unaudited)</u>
	(in EUR million)			
Sales .....	33,765.2	31,864.4	29,118.0	24,970.2
EBITDA <sup>(1)</sup> .....	4,104.2	2,763.5	2,859.6	3,221.1
EBIT <sup>(2)</sup> .....	1,845.8	-428.0	222.9	1,553.8
Financial result <sup>(3)</sup> .....	-136.3	-187.9	-195.1	-113.3
Earnings before tax from continuing operations	1,709.5	-615.9	27.8	1,440.5
Cash flow arising from operating activities.....	2,954.4	2,714.0	-41.4	2,050.1
Cash flow arising from investing activities .....	-1,582.0	-1,835.3	-1,418.1	-1,010.9
Cash flow arising from financing activities .....	-1,156.7	-1,140.6	1,350.2	-768.6
Net income .....	1,506.9	-918.8	-185.7	1,332.9

The financial information presented in the table below as of December 31, 2021 and as of September 30, 2022 shows the figures for Continental Group's continuing operations, whereas the financial information presented in the table below as of December 31, 2020 shows the figures for Continental Group's continuing and discontinued operations.

	<u>Dec. 31, 2021</u>	<u>Dec. 31, 2020</u>	<u>Sept. 30, 2022</u>
	<u>(audited, unless other- wise indicated)</u>	<u>(audited, unless other- wise indicated)</u>	<u>(unaudited)</u>
	(in EUR million)		
Total assets .....	35,840.8	39,638.0	39,384.5
Total equity .....	12,643.2	12,639.1	14,742.8
Net financial debt (long term debt plus short term debt minus cash) <sup>(4) (5)</sup> .....	3,991.4	4,395.7	6,248.3

- (1) Continental AG defines EBITDA (Earnings before interest, tax, depreciation and amortization) as earnings before financial result, tax, depreciation and amortization. It equals the sum of EBIT, depreciation of property, plant and equipment, amortization of intangible assets and impairment, excluding impairment on financial investments. Continental AG reports its EBITDA because it believes it is a helpful figure for evaluating the Continental Group's and its business areas' operating performance. EBITDA is not a performance indicator recognized under International Financial Reporting Standards (IFRS). The EBITDA reported is not necessarily comparable to the performance figures published by other companies as EBITDA or the like.

	<u>Jan. 01 – Dec. 31, 2021</u>	<u>Jan. 01 – Dec. 31, 2020</u>	<u>Jan. 01 – Sept. 30, 2022</u>	<u>Jan. 01 – Sept. 30, 2021</u>
	<u>(audited)</u>	<u>(audited)</u>	<u>(unaudited)</u>	<u>(unaudited)</u>
	(in EUR million)			
EBITDA	4,104.2	2,763.5	2,859.6	3,221.1
Depreciation and amortization <sup>(a)</sup>	-2,258.4	-3,191.5	-2,636.7	-1,667.3
Earnings before interest and tax (EBIT)	1,845.8	-428.0	222.9	1,553.8

(a) Excluding impairment on financial investments.

- (2) Continental AG defines EBIT (Earnings before interest and tax) as earnings before financial result and tax. It is the result of ordinary business activities. Continental AG reports its EBIT because it believes it is a helpful figure for evaluating the Continental Group's and its business areas' operating performance. EBIT is not a performance indicator recognized under IFRS. The EBIT reported is not necessarily comparable to the performance figures published by other companies as EBIT or the like.

- (3) Continental AG defines financial result as the sum of interest income, interest expense, the effects from currency translation (resulting from financial transactions), the effects from changes in the fair value of derivative instruments, and other valuation effects. The financial result is the result of financial activities. Continental AG reports its financial result because it believes it is a helpful figure for evaluating the Continental Group's result of financial activities. Financial result is not a performance indicator recognized under IFRS. The financial result reported is not necessarily comparable to the performance figures published by other companies as financial result or the like.
- (4) Unaudited.
- (5) Net financial debt is calculated as the net amount of long-term indebtedness, short-term indebtedness and cash and cash equivalents as recognized in the statement of financial position in Continental Group's annual reports and half-year financial reports or quarterly statements. Net financial debt is not comparable to net indebtedness as shown in Continental Group's annual reports and half-year financial reports or quarterly statements. Continental AG defines net indebtedness as the net amount of interest-bearing financial liabilities as recognized in the statement of financial position, the fair values of the derivative instruments, cash and cash equivalents, as well as other interest-bearing investments. Continental AG reports its net indebtedness in its annual reports and its half-year financial reports or quarterly statements because it believes it is a helpful figure for evaluating the Continental Group's capital structure. Net indebtedness is not a performance indicator recognized under IFRS. The net indebtedness reported is not necessarily comparable to the performance figures published by other companies as net indebtedness or the like."

**Change to the section "General Information on the Issuers – Continental AG – Issuer and Guarantor – Trend Information and Significant Changes"**

In the section headed "General Information on the Issuers – Continental AG – Issuer and Guarantor – Trend Information" on page 43 of the Prospectus, the first and second paragraph shall be deleted and replaced by the following:

"There has been no material adverse change in the prospects of Continental AG since December 31, 2021.

There has been no significant change in the financial performance or financial position of Continental Group since September 30, 2022."

**Change to the section "General Information on the Issuers – Continental AG – Issuer and Guarantor – Borrowing and Funding"**

In the section headed "General Information on the Issuers – Continental AG – Issuer and Guarantor – Borrowing and Funding" on page 43 of the Prospectus, the first and second paragraph shall be deleted and replaced by the following:

"On April 29, 2022 and May 2, 2022, Continental AG repaid two promissory note bank loans with a nominal value of EUR 264 million which were both issued in April 2019 and matured on April 30, 2022. Repayment was funded by available cash.

During the first nine months of 2022, Continental AG increased the total amount of outstanding commercial papers under its Commercial Paper Programme to EUR 1,289.6 million as of September 30, 2022. The proceeds were mainly used to finance the negative effects of cash flow arising from operating activities of EUR -41.4 million and cash flow arising from investing activities of EUR -1,418.1 million for this period and dividends paid of EUR 440.0 million in May 2022.

Other than that, there have been no material changes in the borrowing and funding structure of Continental AG since December 31, 2021."

### **Change to the section "General Information on the Issuers – Continental AG – Issuer and Guarantor – Rating"**

The section headed "General Information on the Issuers – Continental AG – Issuer and Guarantor – Rating" on page 44 of the Prospectus shall be deleted and replaced by the following:

#### **"Rating"**

S&P Global Ratings Europe Limited<sup>1, 2</sup> has assigned a solicited long-term credit rating of BBB<sup>3</sup>, negative outlook, to Continental AG.<sup>4</sup>

Fitch Ratings Ireland Limited, formerly Fitch Ratings España S.A.U.,<sup>5</sup> has assigned a solicited long-term credit rating of BBB<sup>6</sup>, stable outlook, to Continental AG.<sup>4</sup>

Moody's Deutschland GmbH<sup>7</sup> has assigned a solicited rating of Baa2<sup>8</sup>, stable outlook, to Continental AG.<sup>4</sup>

### **Change to the section "General Information on the Issuers – Conti-Gummi Finance – Issuer– Administrative, Management and Supervisory Bodies"**

In the section headed "General Information on the Issuers – Conti-Gummi Finance – Issuer – Administrative, Management and Supervisory Bodies" on pages 45-46 of the Prospectus, the sixth paragraph shall be deleted and replaced by the following:

"CGF has a supervisory board which is comprised of the following members:

Gabriele Reisewitz;

Holger Siebenthaler; and

Dr. Christoph Willeke."

### **Change to the section "General Information on the Issuers – Conti-Gummi Finance – Issuer– Historical Financial Information"**

In the section headed "General Information on the Issuers – Conti-Gummi Finance – Issuer – Historical Financial Information" on page 47 of the Prospectus, the following shall be inserted as third paragraph and the information and table headed "*Selected Key Financial Data of CGF*:" shall be deleted and replaced by the following:

"The unaudited interim financial statements of CGF for the six-month period ending June 30, 2022, prepared on the basis of accounting principles generally accepted in the Netherlands (*Dutch GAAP*) (containing, *inter alia*, the balance sheet, the profit and loss account and the notes to the financial statements of CGF) are incorporated by reference into this Prospectus.

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<sup>1</sup> S&P Global Ratings Europe Limited is established in Ireland and is registered under Regulation (EC) No 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies, as amended (the "**CRA Regulation**").

<sup>2</sup> The European Securities and Markets Authority publishes on its website (<http://www.esma.europa.eu/page/List-registered-and-certified-CRAs>) a list of credit rating agencies registered in accordance with the CRA Regulation. That list is updated within five working days following the adoption of a decision under article 16, 17 or 20 CRA Regulation. The European Commission shall publish that updated list in the Official Journal of the European Union within 30 days following such update.

<sup>3</sup> According to the definition published by S&P Global Ratings Europe Limited on its homepage BBB means "An obligation rated 'BBB' exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to lead to a weakened capacity of the obligor to meet its financial commitment on the obligation. The ratings from 'AA' to 'CCC' may be modified by the addition of a plus (+) or minus (-) sign to show relative standing within the major rating categories."

<sup>4</sup> A credit rating assesses the creditworthiness of an entity and informs an investor therefore about the probability of the entity being able to redeem invested capital. It is not a recommendation to buy, sell or hold securities and may be revised or withdrawn by the rating agency at any time.

<sup>5</sup> Fitch Ratings España S.A.U. was merged into Fitch Ratings Ireland Limited on 30 November 2020. Fitch Ratings Ireland Limited is established in Ireland and is registered under the CRA Regulation.

<sup>6</sup> According to the definition published by Fitch Ratings Ireland Limited on its homepage, "'BBB' ratings indicate that expectations of default risk are currently low. The capacity for payment of financial commitments is considered adequate but adverse business or economic conditions are more likely to impair this capacity. The modifiers "+" or "-" may be appended to a rating to denote relative status within major rating categories."

<sup>7</sup> Moody's Deutschland GmbH is established in Germany and is registered under the CRA Regulation.

<sup>8</sup> According to the definition published by Moody's Investors Service, Inc., Moody's Analytics, Inc. and/or their affiliates and licensors on its homepage: "Obligations rated Baa are subject to moderate credit risk. They are judged to be medium-grade and as such may possess certain speculative characteristics. Moody's appends numerical modifiers 1, 2, and 3 to each generic rating classification from Aa through Caa. The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category."



**Selected Key Financial Data of CGF:**

The following selected financial information has been extracted without material adjustment from the financial statements 2021 of CGF (audited), and from the interim financial statements of CGF for the six-month period ending June 30, 2022 (unaudited), unless otherwise indicated:

	<u>Jan. 01 – Dec. 31, 2021</u> <u>(audited)</u>	<u>Jan. 01 – Dec. 31, 2020</u> <u>(audited)</u>	<u>Jan.01. – Jun. 30, 2022</u> <u>(unaudited)</u>	<u>Jan.01. – Jun. 30, 2021</u> <u>(unaudited)</u>
			(in EUR thousand)	
Result for the period.....	2,952	1,379	5,946	497
Net cash flows from operating activities.....	2,843	2,005	7,884 <sup>(1)</sup>	6,397 <sup>(1)</sup>
Net cash flows from investing activities.....	7,000	-1,364,681	0 <sup>(1)</sup>	7,000 <sup>(1)</sup>
Net cash flows from financing activities.....	0	1,364,692	-9,750 <sup>(1)</sup>	0 <sup>(1)</sup>

	<u>Dec. 31, 2021</u>	<u>Dec. 31, 2020</u> <u>(unaudited)</u>	<u>Jun. 30, 2022</u>
		(in EUR thousand)	
Net financial debt (long term debt plus short term debt minus cash) <sup>(2)</sup> .....	1,360,579	1,367,585	1,387,915

(1) Taken from the accounting systems of CGF.

(2) Net financial debt is calculated as long-term liabilities (EUR 1,368,775 thousand as of December 31, 2021, EUR 1,366,064 thousand as of December 31, 2020 and EUR 1,381,547 as of June 30, 2022) plus current liabilities (EUR 4,118 thousand as of December 31, 2021, EUR 3,992 thousand as of December 31, 2020 and EUR 16,817 as of June 30, 2022) minus current account with ultimate shareholder (EUR 12,314 thousand as of December 31, 2021, EUR 2,471 thousand as of December 31, 2020 and EUR 10,448 as of June 30, 2022) as included in CGF's financial statements."

**Change to the section "General Information on the Issuers – Conti-Gummi Finance – Issuer – Trend Information and Significant Changes"**

The section headed "General Information on the Issuers – Conti-Gummi Finance – Issuer – Trend Information and Significant Changes" on page 47 of the Prospectus shall be deleted and replaced by the following:

**"Trend Information and Significant Changes**

There has been no material adverse change in the prospects of CGF since December 31, 2021.

There has been no significant change in the financial performance or financial position of CGF since June 30, 2022."

**Change to the section "General Information on the Issuers – Conti-Gummi Finance – Issuer – Borrowing and Funding"**

The section headed "General Information on the Issuers – Conti-Gummi Finance – Issuer – Borrowing and Funding" on page 47 of the Prospectus shall be deleted and replaced by the following:

**"Borrowing and Funding**

There have been no material changes in the borrowing and funding structure of CGF since December 31, 2021."

**Change to the section "General Information on the Issuers – Continental Rubber of America – Issuer– Historical Financial Information"**

In the section headed "General Information on the Issuers – Continental Rubber of America – Issuer – Historical Financial Information" on pages 51-52 of the Prospectus, the following shall be inserted as third paragraph and the information and table headed "Selected Key Financial Data of CRoA:" shall be deleted and replaced by the following:

"The unaudited interim financial statements of CRoA for the six-month period ending June 30, 2022, prepared on the basis of accounting principles generally accepted in the USA (*U.S. GAAP*) (containing, *inter alia*, the balance sheets

and the statements of operations and comprehensive income and the notes to the financial statements of CRoA) are incorporated by reference into this Prospectus.

**Selected Key Financial Data of CRoA:**

Where financial information in the following tables is presented as "audited", it indicates that the financial information has been taken from the audited financial statements as of and for the financial year ended December 31, 2021 or CRoA. The label "unaudited" is used in the following tables to indicate that the financial information (i) has been taken from the interim financial statements of CRoA for the six-month period ending June 30, 2022 (unaudited) or (ii) has not been taken directly from the audited financial statements of CRoA as of and for the financial year ended December 31, 2021 or the interim financial statements of CRoA for the six-month period ending June 30, 2022 but are derived from them, unless otherwise indicated:

	<u>Jan. 01 – Dec. 31,</u> <u>2021</u> <u>(audited)</u>	<u>2020</u> <u>(audited)</u>	<u>Jan. 01 – Jun. 30,</u> <u>2022</u> <u>(unaudited)</u>	<u>2021</u> <u>(unaudited)</u>
	(in USD thousand)			
Net income.....	2,981	3,948	2,210	(7,528)
Net cash provided by (used in) operating activities ....	2,624	2,631	1,222	(4,905)
Net cash (used in) provided by investing activities.....	(87,177)	1,061,071	(312,526)	75,527
Net cash provided by (used in) financing activities ....	318,815	(862,910)	16,379	82

  

	<u>Dec. 31,</u> <u>2021</u> <u>(unaudited)</u>	<u>Dec. 31,</u> <u>2020</u> <u>(unaudited)</u>	<u>Jun. 30,</u> <u>2022</u> <u>(unaudited)</u>
	(in USD thousand)		
Net financial debt (long term debt plus short term debt minus cash) <sup>(1)</sup> .....	(217,515)	(223,727)	(33,064)

(1) Net financial debt is calculated as debt (USD 240,474 thousand as of December 31, 2021, USD 0 thousand as of December 31, 2020 and USD 130,000 thousand as of June 30, 2022) minus cash and cash equivalents (USD 457,989 thousand as of December 31, 2021, USD 223,727 thousand as of December 31, 2020 and USD 163,064 thousand as of June 30, 2022) as included in CRoA's financial statements. A negative amount of net financial debt indicates a net cash position of USD 217,515 thousand as of December 31, 2021, of USD 223,727 thousand as of December 31, 2020 and USD 33,064 thousand as of June 30, 2022."

**Change to the section "General Information on the Issuers – Continental Rubber of America – Issuer – Trend Information and Significant Changes"**

The section headed "General Information on the Issuers – Continental Rubber of America – Issuer – Trend Information and Significant Changes" on page 52 of the Prospectus shall be deleted and replaced by the following:

**"Trend Information and Significant Changes"**

There has been no material adverse change in the prospects of CRoA since December 31, 2021.

There has been no significant change in the financial performance or financial position of CRoA since June 30, 2022."

**Change to the section "General Information on the Issuers – Continental Rubber of America – Issuer – Borrowing and Funding"**

The section headed "General Information on the Issuers – Continental Rubber of America – Issuer – Borrowing and Funding" on page 52 of the Prospectus shall be deleted and replaced by the following:

**"Borrowing and Funding"**

During the first nine months of 2022, Continental Rubber of America, Corp. increased the total amount of outstanding commercial papers under its US Commercial Paper Programme to USD 225 million (EUR 230 million) as of September 30, 2022. The proceeds were partly used to support operational cash flows of the European entities within the Continental Group as well as the liquidity situation of the US entities of the Continental Group.

Other than that, there have been no material changes in the borrowing and funding structure of CRoA since December 31, 2021."

### **III. Changes relating to the section "Business of the Continental Group"**

#### **Change to the section "Business of the Continental Group – Legal and arbitration proceedings"**

In the section "Business of the Continental Group – Legal and arbitration proceedings – Regulatory proceedings" on pages 59-61 of the Prospectus, the fourth through twelfth paragraph shall be deleted and replaced by the following:

"As a result of investigations that came to light in 2014, the European Commission imposed a fine of EUR 44.0 million on Continental AG, Continental Teves AG & Co. oHG, Frankfurt am Main, Germany, and Continental Automotive GmbH, Hanover, Germany, on February 21, 2018, for the unlawful exchange of information. This involved specific brake components. Continental paid the said fine. Customers have since approached Continental to claim damages, in some cases for specific amounts. On September 13, 2022, Continental was notified that Mercedes-Benz Group AG and Mercedes-Benz AG had filed a civil lawsuit in England against Continental AG and three of its subsidiaries. The claim was served on Continental Teves UK Limited on November 1, 2022, and on Continental AG, Continental Automotive Technologies GmbH and Continental Automotive GmbH on November 17, 2022. The claim is made in connection with the European Commission's 2018 decision concerning certain brake components. Separately, two class action lawsuits have been filed in Canada against Continental AG and several of its subsidiaries. Continental is of the view that these claims are without merit. However, if these cases were decided to the detriment of Continental, the resulting cost to Continental could be substantial and could exceed provisions that have been set aside for this purpose.

On March 3, 2021, the Brazilian competition authority (*CADE*), acting on the basis of the issues addressed by the European Commission and described above, formally initiated proceedings against Continental Teves AG & Co oHG, Frankfurt am Main, Germany, and certain former employees for alleged unlawful exchange of competition-sensitive information concerning hydraulic brake systems. As of the date of this Prospectus, the outcome of the proceedings is uncertain. If Continental is found responsible for any violation, CADE could impose a fine on Continental AG of 0.1% to 20% of its revenue or that of the Continental Group in Brazil in the year prior to when the administrative proceedings were launched (2020). Non-pecuniary penalties may also be possible. Furthermore, customers allegedly affected by the alleged exchange of information could claim for damages if indeed a violation of Brazilian antitrust law is established.

In the context of its compliance routine, Continental has conducted internal investigations of certain business areas. These investigations have revealed anti-competitive behaviour with regard to specific product groups. Continental has taken measures to remedy this behaviour. There is a risk that antitrust authorities may investigate and impose fines for this behaviour and that third parties, in particular customers, may claim damages. The amount of such fines and any subsequent claims is uncertain as of the date of Supplement No. 1 to the Prospectus, but could potentially be significant. Furthermore, it cannot be ruled out that future internal investigations will uncover further actual or potential violations of antitrust law, which in turn could lead to fines and claims for damages. In addition, alleged or actual behaviour in violation of antitrust law could seriously disrupt relations with business partners.

The public prosecutor's office in Hanover is conducting investigative proceedings against current and former employees as well as former board members of Continental AG suspected of having committed, as the case may be, criminal acts and/or violations of supervisory duties in connection with the development and use of illegal defeat devices in VW diesel engines as well as in connection with Continental AG's subsequent investigation of these actions, and as part of these proceedings has conducted multiple searches at locations of Continental AG and individual companies of the Continental Group. Continental AG and individual companies of the Continental Group are ancillary parties to these proceedings. The investigations concern activities of the former Powertrain business area that were transferred within the scope of the spin-off to Vitesco Technologies Group.

In addition, the public prosecutor's office in Frankfurt am Main, in connection with conducting administrative offense proceedings concerning illegal defeat devices in diesel engines of an international automotive manufacturer – proceedings which have meanwhile been legally concluded against this automotive manufacturer with payment of a fine – is conducting separate administrative offense proceedings against Continental AG and two other legal entities within Continental Group on suspicion of negligent breach of supervisory duties. The public prosecutor's office in Frankfurt

am Main is also conducting separate investigative proceedings against three former employees of Continental AG for suspected criminal acts carried out in connection with this matter.

Both the investigations by the public prosecutor's office and the Continental AG's internal investigation into the matters covered by these proceedings, which involve considerable costs and effort, are ongoing. Continental AG and the companies of the Continental Group are cooperating fully with the public prosecutor's offices in Hanover and Frankfurt am Main. There is a risk that fines will be imposed as a result of the investigations. The amount of such fines, which could comprise a levy and a penalty component, is currently unknown but collectively could be significant. Furthermore, the risk of damage to Continental AG's reputation cannot be ruled out.

To cover risks and costs arising from the proceedings conducted by the public prosecutor's offices in Hanover and Frankfurt am Main, a provision amounting to a high eight-figure sum has been set aside, which was adjusted to reflect expected defense costs.

In the event that fines or other measures are imposed on Continental AG and/or individual companies of the Continental Group that concern the transferred business, Vitesco Technologies is obligated on the basis of and in accordance with contractual provisions arising in particular from the corporate separation agreement concluded in the context of the spin-off to indemnify Continental AG and any individual companies of the Continental Group against the ensuing costs and liabilities. This is consistent with the agreement between the parties that all opportunities as well as all risks arising from the transferred business shall pass to Vitesco Technologies and the companies of Vitesco Technologies Group.

Continental AG and ContiTech are currently conducting internal investigations in connection with certain products, manufactured by ContiTech and deployed by several customers, showing deviations from required standards. The relevant customers and initial responsible authorities have been or will be notified by Continental. Given early stages of parts of the investigations, the outcome of the investigations and further risks cannot yet be assessed with any certainty. Depending on the outcome of the relevant investigations, it cannot be excluded that authorities may impose fines, that non-compliant products may not be further marketed, that delivered products must be recalled and that customers may claim damages. The amount of any such fines, claims and the costs associated with any recalls could be significant.

In view of the scope of these national and international investigations against automotive manufacturers and suppliers, further proceedings by public authorities, civil legal proceedings, and claims by third parties along with the related financial risks cannot be ruled out.

## **Patents**

Continental supplies telecommunication modules that transmit vehicle data, enable voice and internet functionality, and are compatible with cellular communication standards, especially in the field of telecommunication standards such as 3G, 4G and/or 5G. Such standards are covered by patents (standard essential patents, *SEP*) which have to be licensed by the SEP owners on fair, reasonable and non-discriminatory (*FRAND*) terms and conditions. Who in the supply chain is entitled to a direct license and what constitutes a FRAND royalty rate are questions which are subject of various ongoing proceedings: Continental has submitted a complaint against Nokia to the European Commission and has filed a breach of contract law suit against Nokia at the Chancery Court of Delaware. In this respect, there is a risk that Continental or its suppliers may be denied their own direct license to use the SEPs, that Continental may become dependent on licenses and the conditions under which they are granted to customers, or that a royalty rate will be imposed on Continental which is higher than what Continental believes is FRAND. Even if only Continental's customers were granted or have taken under duress a direct license for such SEPs, there is a risk that Continental would have to indemnify its customers, of which some have already filed claims against Continental in this respect, for parts or all of the licensing costs relating to products sold by Continental in the past and future, and also that Continental cannot pass some or all of this indemnification obligation on to its suppliers. The licensing costs could be material, irrespective of whether Continental or its customers receive the direct license."

## **Change to the section "Business of the Continental Group – Material Contracts"**

The section headed "Business of the Continental Group – Material Contracts – Share Purchase and Transfer Agreement with Continental Pension Trust e.V." on pages 62-63 of the Prospectus, shall be deleted and replaced by the following:

## **"Share Purchase and Transfer Agreement with Continental Pension Trust e.V.**

On August 19, 2009, Continental AG, ContiTech Universe Verwaltungs-GmbH (a 100% subsidiary of Continental AG, *ContiTech Universe*), ContiTech AG and Continental Pension Trust e.V. (the trustee of contractual trust arrangements (*CTA*) relating to Continental AG, Continental Reifen Deutschland GmbH and Continental Teves AG & Co. oHG or *Continental Pension*) entered into a share purchase and transfer agreement (*Aktienkauf- und Übertragungsvertrag*) (the *ContiTech SPA*) concerning the sale and transfer of 22,148,273 shares (representing 24.9% in the capital of ContiTech AG) by ContiTech Universe to Continental Pension against payment of a purchase price of EUR 475.6 million.

On June 29, 2022, amongst others, the Continental AG, Continental Pension, ContiTech Universe, Continental Reifen Deutschland GmbH and Continental Teves AG & Co. oHG entered into a new share purchase agreement (*Aktienkaufvertrag 2022*) agreeing on the repurchase of the shares in ContiTech AG by Continental AG from Continental Pension against payment of a purchase price of EUR 475.6 million. The purchase price will be due on January 31, 2023. However, Continental AG may pay the purchase price in up to three tranches each with a minimum amount of EUR 100 million prior to the due date. From the date of the signing of the agreement until full payment of the purchase price, Continental AG will pay 5.5 per cent p.a. interest on the outstanding purchase price. Furthermore, an additional purchase price of EUR 20.7 million was agreed for the sale of the former compensation payment by ContiTech AG, Hanover, based on a profit-and-loss-transfer agreement between ContiTech Universe and ContiTech AG and Continental Pension's resulting position as external shareholder."

## **Change to the section "Business of the Continental Group – Recent Events and Outlook"**

In the section headed "Business of the Continental Group – Recent Events and Outlook – Recent Events" on page 65 of the Prospectus, the following shall be added after the last paragraph:

"Owing to the current sanctions made against or by Russia, intangible assets and property, plant and equipment were reviewed at the Russian companies. In the nine-month period ended September 30, 2022, this led to a full impairment of all intangible assets and property, plant and equipment. In total, this resulted in impairment on property, plant and equipment of EUR 82.5 million (Automotive EUR 0.1 million; Tires EUR 76.7 million; ContiTech EUR 5.7 million) and on intangible assets of EUR 0.4 million in the Tires group sector.

In the nine-month period ended September 30, 2022, higher interest rates and other valuation-related effects led to an impairment of goodwill totaling EUR 555.3 million and further impairment<sup>9</sup>, especially of property, plant and equipment, totaling EUR 310.1 million in the Automotive group sector.

In light of the threatened gas supply shortage, the Group is preparing for any shortfall of natural gas supply. Therefore, the Group has reduced its use of natural gas through technical and organizational solutions or replaced it with other energy sources such as oil, electricity, or liquid gas from LNG supplies, in order to reduce the impact on its production. The length of time that the locations can be supplied with energy from alternative energy sources varies depending on the location. In the event of a complete failure of the natural gas supply, the supply of energy from alternative energy sources could last from a few days up to providing a permanent replacement at some locations. Further, the indirect effects of a massive gas shortage would be significantly higher (than the direct effects at Continental production sites), since such a shortage in the Group's upstream supply chain would lead to production outages in sectors that are particularly dependent on gas, such as the chemical industry, and thus to a supply bottleneck in the automotive industry. Given that production in the Tires and ContiTech group sectors are more energy-intensive than production in the Automotive group sector, these group sectors would be more affected by gas restrictions imposed by the government. See also "*Risk factors – Risks related to Continental AG and the Continental Group - I. Risks related to the markets in which Continental operates - Continental is exposed to significant risks in connection with the global economy. Russia's invasion of Ukraine as well as reactions of the majority of nations have caused and may continue to cause severe disruptions in the European and global economy and financial markets and could potentially create widespread business continuity issues.*"

In July 2022, Continental has strengthened its conveyor belt system for the agricultural and mining industry by acquiring (i) the conveyor belt systems and services specialist Norrvulk AB, based in Gällivare, Sweden, as announced on July 4, 2022 and (ii) belting manufacturer WCCO Belting headquartered in Wahpeton, North Dakota, USA.

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<sup>9</sup> Impairment also includes necessary reversals of impairment losses. It does not include impairment that arose in connection with a restructuring and impairment on financial investments and goodwill.

NorrVulk AB employs 16 people in Gällivare, Sweden and as one of the key suppliers for the sale of conveyor belts and associated services in the mining business. The company offers the full range of services in this field in the north of the country, which has a strong mining tradition. This includes the sale of individual conveyor belts and their installation on site, as well as maintenance and other services. Completion of the acquisition is subject to approval by the competent antitrust authorities.

WCCO Belting has more than 300 employees. It manufactures and distributes farm machinery applications such as draper belts, baler belts, pickup belts, tube conveyor belts, merger belts, as well as industrial belt applications for material and package handling, recycling, forestry, and aggregates. The preliminary purchase price is around EUR 77 million.

In September 2022, Continental acquired Vulk & Montage, a materials handling and maintenance group headquartered in Karlstad, Sweden. Vulk & Montage also has locations in Örebro, Mora and Stockholm, Sweden. The company is one of the leading service providers for the materials handling industry in central Sweden and offers ancillary products such as belts, belt scrapers, industrial hoses, screens, wear rubber, lightweight conveyor belts and engineering plastics, as well as additional services such as coating (cold and hot), polyurethane spraying, sandblasting and painting.

In a cyberattack detected in August 2022, attackers infiltrated parts of Continental's IT systems and extracted multiple terabytes of data before the cyberattack could be stopped. Afterwards, a threat actor claiming to be one of the attackers tried to extort ransom by threatening to publish the extracted data. Continental did not comply with the demands. Subsequently, the threat actor leaked logs of his chats with Continental and other data. Continental's business activities have not been affected by the attack and Continental is in full control over its IT systems. With the support of external cybersecurity experts, Continental is conducting an investigation into the incident and the affected data."

The section headed "Business of the Continental Group – Recent Events and Outlook – Outlook" on pages 65-66 of the Prospectus shall be deleted and replaced by the following:

#### **"Outlook**

Continental expects global production of passenger cars and light commercial vehicles to increase by between 4% and 6% year-on-year in 2022. For the replacement tire business, Continental expects demand to weaken by between 1% and 3% year-on-year in 2022. Although the industrial business is showing signs of weakening, particularly in Europe, Continental expects year-on-year growth for 2022 as a whole, especially in North America and China.

Negative effects from cost inflation for key input materials, as well as for energy and logistics, are expected to continue in the fourth quarter of 2022. Significantly higher costs for the procurement of materials, energy and logistics are likely to weigh heavily on Continental's earnings position in the financial year 2022.

In the event the geopolitical situation, in particular in Eastern Europe, remains tense or worsens, it could result in further lasting consequences for production, supply chains and demand. In addition, further negative effects may result from the ongoing COVID-19 pandemic, as well as possible disruption to the energy supply in Europe, particularly Germany, and the associated supply situation."

#### **IV. Changes relating to the section "Documents Incorporated by Reference"**

##### **Change to the section "Documents Incorporated by Reference – Continental AG"**

The following content shall be added to the section headed "Documents Incorporated by Reference – Continental AG" on page 222 of the Prospectus at the end of this section:

*"Quarterly Statement (Quartalsmitteilung) pursuant to section 53 of the Exchange Rules for the Frankfurter Wertpapierbörse (BörsO FWB) (which does not constitute a complete set of interim financial statements as defined in International Accounting Standard (IAS) No. 34) as at September 30, 2022 (English language version)*

Consolidated Statement of Income	page 6
Consolidated Statement of Comprehensive Income	page 7
Consolidated Statement of Financial Position	pages 8-9
Consolidated Statement of Cash Flows	pages 10-11
Consolidated Statement of Changes in Equity	page 12

Segment Reporting pages 13-16

***Unaudited condensed consolidated interim financial statements of Continental AG as of and for the six-month period ended June 30, 2022 (English language version)***

Consolidated Statement of Income	page 20
Consolidated Statement of Comprehensive Income	page 21
Consolidated Statement of Financial Position	pages 22-23
Consolidated Statement of Cash Flows	pages 24-25
Consolidated Statement of Changes in Equity	page 26
Explanatory Notes to the Consolidated Financial Statements	pages 27-40
Review Report	page 42"

**Change to the section "Documents Incorporated by Reference – Conti-Gummi Finance B.V."**

The following content shall be added to the section headed "Documents Incorporated by Reference – Conti-Gummi Finance B.V." on pages 222-223 of the Prospectus at the end of this section:

***"Unaudited interim financial statements of Conti-Gummi Finance B.V. as of and for the six-month ended June 30, 2022 (English language version)***

Balance sheet	page 6
Profit and Loss Account	page 7
Notes to the Financial Statements	pages 8-19"

**Change to the section "Documents Incorporated by Reference – Continental Rubber of America, Corp."**

The following content shall be added to the section headed "Documents Incorporated by Reference – Continental Rubber of America, Corp." on page 223 of the Prospectus at the end of this section:

***"Unaudited interim financial statements of Continental Rubber of America, Corp. as of and for the six-month ended June 30, 2022 (English language version)***

Balance Sheets	page 4
Statements of Operations	page 5
Statements of Shareholder's Equity	page 6
Statements of Cash Flows	page 7
Notes to Financial Statements	page 8-15"

**Change to the section "Documents Incorporated by Reference – Availability of documents incorporated by reference"**

The following content shall be added to the section headed "Documents Incorporated by Reference – Availability of documents incorporated by reference" on page 224 of the Prospectus at the end of this section:

7. "Continental AG Quarterly Statement (*Quartalsmitteilung*) as at September 30, 2022:  
"<https://dl.bourse.lu/dlp/106ccb8cbe36094b1e945a163b6eedf66a>"
8. Continental AG Half-Year Financial Report 2022:  
"<https://dl.bourse.lu/dlp/101624528d15ec4cd8877b634d06408ce0>"

9. Conti-Gummi Finance B.V. Half-Year Financial Report 2022:  
"<https://dl.bourse.lu/dlp/10012b5c553efa496389cf52e1738ca538>"
10. Continental Rubber of America, Corp. Half-Year Financial Report 2022:  
"<https://dl.bourse.lu/dlp/10b19a21cee3954612b5a0991ba7679a5e>"

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to the information included in the Prospectus, which is capable of affecting the assessment of the Notes issued under the Programme since the publication of the Prospectus.