

**Supplement No. 1 dated August 21, 2023
to the Base Prospectus dated May 16, 2023**

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 August 21, 2023 (the *Supplement*) to the two 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*) and (ii) the base prospectus of Conti-Gummi Finance B.V. in respect of Non-Equity Securities, dated May 16, 2023 (together, the *Prospectus*).



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

**Conti-Gummi Finance B.V.
(Maastricht, The Netherlands)
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 2 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 two working days after the publication of this Supplement, until August 23, 2023, 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 217.

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.LuxSE.com).

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 and Conti-Gummi Finance B.V., 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 and Conti-Gummi Finance B.V. (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 – 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." on pages 11-12 of the Prospectus, the fourth paragraph shall be deleted and replaced by the following:

"Continental is in the process to completely exit the Russian market, including the completed sale of business activities of the tire operations in Kaluga and Moscow, Russia. Continental also temporarily suspended imports and exports of many of its products to and from Russia on a group-wide level. Given the evolving situation, Continental monitors the situation and current legislation regarding sanctions closely. Any non-compliance might lead to (potentially) high financial and reputational damages as well as criminal charges. Moreover, depending on the further development of this war and the Russian legislation, Continental might face expropriations and ultimately be forced to make additional write-offs regarding its assets in Russia."

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 first through fifth paragraph shall be deleted and replaced by the following:

"In May 2005, the Brazilian competition authorities opened investigations against Continental's Brazilian subsidiary Continental Brasil Indústria Automotiva Ltda., Guarulhos, Brazil (**CBIA**) following a complaint of anticompetitive behavior in the area of commercialization of tachographs. On August 18, 2010, the Brazilian antitrust authorities determined an "invitation to cartel" and imposed a fine of BRL 12.0 million (around EUR 2.1 million as of December 31, 2022) on CBIA, which was then reduced to BRL 10.8 million (around EUR 1.9 million as of December 31, 2022). CBIA denies the accusation that it has infringed Brazilian antitrust law. Although the court of first instance appealed to by CBIA upheld the decision on CBIA's further appeal, the next higher court annulled this decision and remanded the matter. In February 2023, the court of first instance rendered a verdict against CBIA and lifted the ban on the enforcement of the fine against CBIA which amounts to BRL 34.2 million (around EUR 6.5 million) as of the date of this Supplement. CBIA filed a motion for clarification requesting that the preliminary injunction against enforcement remain in full force up until a final and unappealable ruling is made. This motion was denied, and CBIA filed an appeal against this decision. In case an infringement of Brazilian antitrust law is found, third parties may, in addition, claim damages from CBIA.

On October 2, 2006, South African antitrust authorities received a complaint from a third party accusing several South African tire manufacturers of alleged antitrust behavior – including Continental Tyre South Africa (Pty.) Ltd., Port Elizabeth, South Africa (**CTSA**), a subsidiary of Continental AG. On August 31, 2010, the South African antitrust authorities came to the conclusion that CTSA had violated South African antitrust law and referred the matter to the responsible antitrust court for a decision. CTSA denies the allegation of infringements of South African antitrust law. However, the tribunal could impose a fine of up to 10% of CTSA's annual sales. In addition, third parties may also claim damages from CTSA in the case of an infringement of South African competition law.

As a result of investigations by the US Department of Justice (**DOJ**) and the Korea Fair Trade Commission (**KFTC**) in connection with the suspected involvement in violations of US and South Korean antitrust law in the instrument cluster business, which came to light in 2012, the KFTC imposed a fine on Continental Automotive Electronics LLC, Bugang-myeon, South Korea (**CAE**), at the end of 2013, the final amount of which was set in 2018 at KRW 32,101 million (around EUR 23.9 million as of December 31, 2022). In the USA, CAE and Continental Automotive Korea Ltd., Seongnam-si, South Korea, agreed to pay a fine of USD 4.0 million (approximately EUR 3.7 million as of December 31, 2022) in 2015. In the proceedings relating to class action lawsuits filed in the USA and Canada for alleged damages resulting from the antitrust violations, settlements totaling USD 5.0 million (around EUR 4.7 million as of December 31, 2022) were concluded in the USA in 2018 and CAD 0.6 million (around EUR 0.4 million as of December 31, 2022) in Canada in 2020. The risk of investigations into this matter by other antitrust authorities and claims for damages by further alleged victims remains unaffected by the fines imposed.

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. In September 2022, Mercedes-Benz AG and Mercedes-Benz Group AG filed a civil lawsuit against Continental AG and three other companies of the Continental Group before the High Court in London, United Kingdom. Mercedes-Benz has yet to attach any specific amount to its claim. Continental has challenged the British court's jurisdiction in this case. Mercedes-Benz Group AG subsequently filed for declaratory judgment action with the Hanover District Court (*Landgericht*) against Continental AG and two other companies of the Continental Group in December 2022. The High Court in London, United Kingdom, denied the jurisdiction of the British courts in May 2023 and rejected the plaintiffs' application for legal remedy (leapfrog appeal, appeal from first instance) against this decision in June 2023. The plaintiffs have not appealed this decision. The lawsuit before the High Court in London, United Kingdom, has therefore been resolved. In April 2023, several companies of the Stellantis Group as well as several companies of the Renault Group filed a civil lawsuit in each case against Continental AG and three other companies of the Continental Group before the High Court in London, United Kingdom. Both the Stellantis Group and the Renault Group are yet to attach any specific amount to their claims, and these are also yet to be delivered to Continental. In addition, two class action lawsuits have been filed in Canada against Continental AG and several of its subsidiaries. Should the lawsuits lead to a judgment against Continental, the resulting expenses could be substantial and exceed the provision 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 Supplement, it is possible that this proceeding will end with a fine. 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."

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 39 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, 2023, 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 40-42 of the Prospectus, the following shall be inserted as fourth paragraph and the information and table headed "*Selected Key Financial Data of the Continental Group*:" shall be deleted and replaced by the following:

"The unaudited condensed consolidated interim financial statements of Continental AG as of and for the six-month period ended June 30, 2023, 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, contained in Continental AG's Half-Year Financial Report (*Halbjahresfinanzbericht*) on pages 19 to 38, are 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, 2022 and the unaudited condensed consolidated interim financial statements of Continental AG as presented in Continental AG's Half-Year Financial Report (*Halbjahresfinanzbericht*) as of and for the six-month period ended June 30, 2023. 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, 2022. 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, 2022, (ii) has been taken or derived from Continental AG's accounting records, (iii) has been taken or derived from Continental AG's unaudited condensed consolidated interim financial statements as presented in Continental AG's Half-Year Financial Report (*Halbjahresfinanzbericht*) as of and for the six-month period ended June 30, 2023 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 year ended December 31, 2021. Vitesco Technologies is reported as discontinued operations in the financial year ended December 31, 2021.

In the financial year 2023, the presentation of income and expenses in connection with specific warranties, restructuring measures, severance payments, as well as impairment and reversal of impairment losses on intangible assets and property, plant and equipment was changed. They are now assigned to the relevant functional areas. The assignment of income and expenses from certain business activities within the functional areas has been changed. For more information see paragraph "Adjustment of prior-year figures in the consolidated interim financial statement as at June 30, 2023" of the explanatory notes to the consolidated financial statements in Continental AG's Half-Year Financial Report (*Halbjahresfinanzbericht*) as incorporated by reference into this Prospectus.

In addition, the methodology used in the consolidated financial statements for the recognition of uncertain tax positions has been changed in the financial year 2022. For more information see Note 2 (General information and Accounting Principles) of the notes to the consolidated financial statements in Continental AG's Annual Report (*Geschäftsbericht*) 2022 as incorporated by reference into this Prospectus. The comparative periods have been adjusted accordingly.

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 year ended December 31, 2021.

	<u>Jan. 01 – Dec. 31, 2022</u>	<u>Jan. 01 – Dec. 31, 2021</u>	<u>Jan. 01 – Jun. 30, 2023</u>	<u>Jan. 01 – Jun. 30, 2022</u>
	<u>(audited)</u>	<u>(audited)</u>	<u>(unaudited)</u>	<u>(unaudited)</u>
	(in EUR million)			
Sales	39,408.9	33,765.2	20,732.0	18,722.4
EBITDA ⁽¹⁾	3,966.0	4,104.2	1,990.0	1,780.9
EBIT ⁽²⁾	754.8	1,845.8	907.8	210.7
Financial result ⁽³⁾⁽⁴⁾	-198.0	-156.1	-56.2	-104.9
Earnings before tax from continuing operations ⁽⁴⁾⁽⁵⁾	556.8	1,689.7	851.6	105.8
Cash flow arising from operating activities.....	2,295.5	2,954.4	-195.5	-154.5
Cash flow arising from investing activities	-2,204.9	-1,582.0	-893.5	-716.1
Cash flow arising from financing activities	653.5	-1,156.7	428.4	432.4
Net income ⁽⁴⁾	112.2	1,487.1	613.3	6.3

	<u>Dec. 31,</u> <u>2022</u> <u>(audited, unless</u> <u>otherwise</u> <u>indicated)</u>	<u>Dec. 31,</u> <u>2021</u> <u>(audited, unless</u> <u>otherwise</u> <u>indicated)</u> (in EUR million)	<u>Jun. 30,</u> <u>2023</u> <u>(unaudited)</u>
Total assets ⁽⁴⁾	37,926.7	35,640.1	38,255.6
Total equity ⁽⁴⁾	13,735.0	12,668.5	13,914.5
Net financial debt (long term debt plus short term debt minus cash) ⁽⁶⁾⁽⁷⁾	4,706.7	3,991.4	6.302,6

- (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 Continental Group's and its group sectors' 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.

	Jan. 01 – Dec. 31, 2022 (audited)	Jan. 01 – Dec. 31, 2021 (audited)	Jan. 01 – Jun. 30, 2023 (unaudited)	Jan. 01 – Jun. 30, 2022 (unaudited)
	(in EUR million)			
EBITDA	3,966.0	4,104.2	1,990.0	1,780.9
Depreciation and amortization ^(a)	-3,211.2	-2,258.4	-1,082.1	-1,570.2
Earnings before interest and tax (EBIT)	754.8	1,845.8	907.8	210.7

(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 group sectors' 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) In the financial year 2022, Continental changed the methodology used for the recognition of uncertain tax positions. The figures for the financial year 2021 and the six-month period ended June 30, 2022 have been adjusted accordingly.
- (5) In the Half-Year Financial Report 2023 referred to as Earnings before tax.
- (6) Unaudited.
- (7) 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 and Significant Changes" on page 42 of the Prospectus, the second paragraph shall be deleted and replaced by the following:

"There has been no significant change in the financial performance or financial position of Continental Group since June 30, 2023."

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

The section headed "General Information on the Issuers – Continental AG – Issuer and Guarantor – Borrowing and Funding" on page 42 of the Prospectus shall be deleted and replaced by the following:

"Borrowing and Funding"

Under the Programme, Continental AG issued a bond on June 1, 2023, with an interest coupon of 4.000% p.a. and a term of five years. The nominal volume of the bond was set at EUR 750.0 million. The issue price amounted to 99.445%.

Other than that, there have been no material changes in the borrowing and funding structure of Continental AG since December 31, 2022."

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 54-56 of the Prospectus, the first through fifth paragraph shall be deleted and replaced by the following:

"In May 2005, the Brazilian competition authorities opened investigations against Continental's Brazilian subsidiary Continental Brasil Indústria Automotiva Ltda., Guarulhos, Brazil (*CBIA*) following a complaint of anticompetitive behavior in the area of commercialization of tachographs. On August 18, 2010, the Brazilian antitrust authorities determined an "invitation to cartel" and imposed a fine of BRL 12.0 million (around EUR 2.1 million as of December 31, 2022) on CBIA, which was then reduced to BRL 10.8 million (around EUR 1.9 million as of December 31, 2022). CBIA denies the accusation that it has infringed Brazilian antitrust law. Although the court of first instance appealed to by CBIA upheld the decision on CBIA's further appeal, the next higher court annulled this decision and remanded the matter. In February 2023, the court of first instance rendered a verdict against CBIA and lifted the ban on the enforcement of the fine against CBIA which amounts to BRL 34.2 million (around EUR 6.5 million) as of the date of this Supplement. CBIA filed a motion for clarification requesting that the preliminary injunction against enforcement remain in full force up until a final and unappealable ruling is made. This motion was denied, and CBIA filed an appeal against this decision. In case an infringement of Brazilian antitrust law is found, third parties may, in addition, claim damages from CBIA.

On October 2, 2006, South African antitrust authorities received a complaint from a third party accusing several South African tire manufacturers of alleged antitrust behavior – including Continental Tyre South Africa (Pty.) Ltd., Port Elizabeth, South Africa (*CTSA*), a subsidiary of Continental AG. On August 31, 2010, the South African antitrust authorities came to the conclusion that CTSA had violated South African antitrust law and referred the matter to the responsible antitrust court for a decision. CTSA denies the allegation of infringements of South African antitrust law. However, the tribunal could impose a fine of up to 10% of CTSA's annual sales. In addition, third parties may also claim damages from CTSA in the case of an infringement of South African competition law.

As a result of investigations by the US Department of Justice (*DOJ*) and the Korea Fair Trade Commission (*KFTC*) in connection with the suspected involvement in violations of US and South Korean antitrust law in the instrument cluster business, which came to light in 2012, the KFTC imposed a fine on Continental Automotive Electronics LLC, Bugang-myeon, South Korea (*CAE*), at the end of 2013, the final amount of which was set in 2018 at KRW 32,101 million (around EUR 23.9 million as of December 31, 2022). In the USA, CAE and Continental Automotive Korea Ltd., Seongnam-si, South Korea, agreed to pay a fine of USD 4.0 million (approximately EUR 3.7 million as of December 31, 2022) in 2015. In the proceedings relating to class action lawsuits filed in the USA and Canada for alleged damages resulting from the antitrust violations, settlements totaling USD 5.0 million (around EUR 4.7 million

as of December 31, 2022) were concluded in the USA in 2018 and CAD 0.6 million (around EUR 0.4 million as of December 31, 2022) in Canada in 2020. The risk of investigations into this matter by other antitrust authorities and claims for damages by further alleged victims remains unaffected by the fines imposed.

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. In September 2022, Mercedes-Benz AG and Mercedes-Benz Group AG filed a civil lawsuit against Continental AG and three other companies of the Continental Group before the High Court in London, United Kingdom. Mercedes-Benz has yet to attach any specific amount to its claim. Continental has challenged the British court's jurisdiction in this case. Mercedes-Benz Group AG subsequently filed for declaratory judgment action with the Hanover District Court (*Landgericht*) against Continental AG and two other companies of the Continental Group in December 2022. The High Court in London, United Kingdom, denied the jurisdiction of the British courts in May 2023 and rejected the plaintiffs' application for legal remedy (leapfrog appeal, appeal from first instance) against this decision in June 2023. The plaintiffs have not appealed this decision. The lawsuit before the High Court in London, United Kingdom, has therefore been resolved. In April 2023, several companies of the Stellantis Group as well as several companies of the Renault Group filed a civil lawsuit in each case against Continental AG and three other companies of the Continental Group before the High Court in London, United Kingdom. Both the Stellantis Group and the Renault Group are yet to attach any specific amount to their claims, and these are also yet to be delivered to Continental. In addition, two class action lawsuits have been filed in Canada against Continental AG and several of its subsidiaries. Should the lawsuits lead to a judgment against Continental, the resulting expenses could be substantial and exceed the provision 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 Supplement, it is possible that this proceeding will end with a fine. 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."

Change to the section "Business of the Continental Group – Description of other Indebtedness"

In the section "Business of the Continental Group – Description of other Indebtedness – Existing Notes" on page 58 of the Prospectus, the first paragraph shall be deleted and replaced by the following:

"Under the Programme, the following series of notes are outstanding at the date of this Prospectus:

- EUR 500.0 million 0.00% fixed-rate notes issued by Continental AG and due on September 12, 2023;
- EUR 750.0 million 2.125% fixed-rate notes issued by Conti-Gummi Finance B.V. and due on November 27, 2023;
- EUR 625.0 million 1.125% fixed-rate notes issued by Conti-Gummi Finance B.V. and due on September 25, 2024;
- EUR 100.0 million 0.231% fixed-rate notes issued by Continental AG and due on October 16, 2024;
- EUR 600.0 million 0.375% fixed-rate notes issued by Continental AG and due on June 27, 2025;
- EUR 750.0 million 2.500% fixed-rate notes issued by Continental AG and due on August 27, 2026;
- EUR 625.0 million 3.625% fixed-rate notes issued by Continental AG and due on November 30, 2027; and
- EUR 750.0 million 4.000% fixed-rate notes issued by Continental AG and due on June 1, 2028."

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 60 of the Prospectus, the first paragraph shall be deleted and replaced by the following:

"Continental is in the process to completely exit the Russian market. The sale of business activities of the tire operations in Kaluga and Moscow, Russia, has been completed with the approval of the relevant authorities. Following the sale, only immaterial operations of Continental remain in Russia as at the date of this Supplement."

In the section headed "Business of the Continental Group – Recent Events and Outlook – Outlook" on page 60 of the Prospectus, the first paragraph shall be deleted and replaced by the following:

"Continental expects global production of passenger cars and light commercial vehicles to increase by between 3% and 5% year-on-year in 2023. For the replacement tire business, Continental expects demand to develop by -2% to 0% year-on-year in 2023."

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 215 of the Prospectus at the end of this section:

"Unaudited condensed consolidated interim financial statements of Continental AG as of and for the six-month period ended June 30, 2023 (English language version)"

Consolidated Statement of Income	page 19
Consolidated Statement of Comprehensive Income	page 20
Consolidated Statement of Financial Position	pages 21-22
Consolidated Statement of Cash Flows	page 23
Consolidated Statement of Changes in Equity	page 24
Explanatory Notes to the Consolidated Financial Statements	pages 25-38
Review Report	page 40"

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 216 of the Prospectus at the end of this section:

6. "Continental AG Half-Year Financial Report 2023:
["https://dl.luxse.com/dlp/100f75e6fd6d284e8e813b29fde805d038"](https://dl.luxse.com/dlp/100f75e6fd6d284e8e813b29fde805d038)"

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.