

**Supplement No. 1 dated September 23, 2024  
to the Base Prospectus dated May 15, 2024**

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 September 23, 2024 (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 15, 2024 (together, the *Prospectus*).



**Continental Aktiengesellschaft  
(Hanover, Federal Republic of Germany)**

**as Issuer**

**and, in respect of Notes issued by  
Conti-Gummi Finance B.V. and 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 law relating to prospectuses for securities (*loi relative aux prospectus pour valeurs mobilières*) dated July 16, 2019 (the *Luxembourg Law*).

Each Issuer has requested the CSSF in its capacity as competent authority under the Prospectus Regulation and the Luxembourg 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 September 25, 2024, 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 ADRESSES of the Prospectus on pages 223-224.**

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](http://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, 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.

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

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

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 16 of the Prospectus shall be deleted and replaced by the following:

*"Continental is exposed to warranty and product liability claims.*

Continental is occasionally subject to product liability claims and proceedings alleging violations of due care, violation of warranty obligations, or material defects and claims arising from breaches of contracts due to recalls or government proceedings. Moreover, defective products could result in loss of sales and loss of customer and market acceptance. Additionally, any defect in one of Continental's products (in particular tires and other safety-related products) could also have a material adverse effect on Continental's reputation and market perception. This could in turn have a negative impact on Continental's sales and income. In addition, provisions recognized in this context could prove to be insufficient.

Moreover, vehicle manufacturers are increasingly requiring a contribution from their suppliers for potential product liability, warranty and recall claims. In addition, Continental is subject to continuing efforts by its customers to change contract terms and conditions concerning the contribution to warranty and recall cost.

For example, in 2024, a vehicle manufacturer announced a recall affecting over 1.5 million vehicles equipped with an integrated brake system produced by Continental, which was also supplied in lower quantities to other vehicle manufacturers. Continental is in dialogue with the vehicle manufacturers and conducts its own internal investigations. Based on the systems that have already been replaced and Continental's current knowledge, Continental expects that a small proportion of the brake systems delivered will need to be replaced. In this context, Continental has recognized a mid-double digit million-euro amount as provisions. However, Continental anticipates that sales of the relevant brake system could be adversely affected and it cannot be excluded that provisions recognized to date may need to be increased and that warranty claims or claims for damages associated with the brake system may exceed the provisions recognized by Continental.

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 have conducted 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 notified by Continental. It cannot be excluded that authorities may impose fines, that non-compliant products may not be further marketed and that customers may claim damages. ContiTech is in constant dialogue with relevant customers and authorities."

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 July 8, 2024, Moody's Deutschland GmbH confirmed Continental AG's credit rating of Baa2, outlook stable. On August 12, 2024, S&P Global Ratings Europe Limited confirmed Continental AG's credit rating of a BBB and changed the outlook from stable to developing. On August 21, 2024, Fitch Ratings Ireland Limited confirmed Continental AG's BBB credit rating and changed the outlook from stable to positive."

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 21-22 of the Prospectus, the fourth 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 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 that fine. Customers have since approached Continental to claim damages, in some cases for specific amounts. Mercedes-Benz Group AG 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. In December 2023, Mercedes-Benz Group AG extended the said action by including certain companies of the ZF Group as joint and several debtors and extending the relevant period for which it sought declaratory judgement, changing that to an action for payment in April 2024 specifying the amounts claimed. 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 two 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 served on Continental. In addition, two class action lawsuits have been filed in Canada against Continental AG and several of its subsidiaries. Should the lawsuits result in damages being payable by Continental, such damages could be substantial and exceed the provision set aside for this purpose."

In addition, 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 21-22 of the Prospectus, the sixth paragraph shall be deleted and replaced by the following:

"As part of industry-wide searches, the European Commission began conducting a search of the premises of Continental AG on January 30, 2024, due to alleged antitrust violations. On the same day, the German Federal Cartel Office (*Bundeskartellamt*) searched the premises of TON Tyres Over Night Trading GmbH, Schondra-Schildeck, Germany, a subsidiary of Continental, also due to alleged industry-wide antitrust violations. Both proceedings are at an early stage. In the event that Continental is responsible for any such violation, the European Commission and the German Federal Cartel Office (*Bundeskartellamt*) could each impose substantial fines. Furthermore, customers allegedly affected by the alleged exchange of information could claim for damages. In this context, class action lawsuits have already been filed in the USA and Canada against Continental and other tire manufacturers. The claims filed in the USA have been served in the meantime and have all been consolidated at the Northern District of Ohio court."

In the section headed "Risk Factors – Risks related to Continental AG and the Continental Group – IV. Legal, Environmental and Taxation Risks – Continental could be subject to tax risks attributable to previous tax assessment periods." on page 23 of the Prospectus, the second paragraph shall be deleted and replaced by the following:

"An as yet undetermined number of companies of the Continental Group are being investigated by Italian authorities due to the possible failure to submit tax returns for tax periods from 2016 onwards. Continental AG is cooperating with the investigating authorities and is currently clarifying this matter internally. It is not yet possible to provide any reliable information on possible financial charges."

## 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 – Management and Supervisory Bodies, Board Practices"

In the section headed "General Information on the Issuers – Continental AG – Issuer and Guarantor – Management and Supervisory Bodies, Board Practices" on pages 35-38 of the Prospectus, the sections headed "*Executive Board*" and "*Supervisory Board*" shall be deleted and replaced by the following:

#### ***Executive Board***

The executive board of Continental AG (the ***Executive Board***) comprises six members. The names of the members of the Executive Board, their areas of responsibility and their principal activities outside of the Continental Group are shown in the table below.

<b><u>Name</u></b>	<b><u>Responsibility</u></b>	<b><u>Principal activities outside the Continental Group</u></b>
Nikolai Setzer	Chairman of Executive Board; Group Communications and Public Affairs; Group Strategy; Group Purchasing; Group Information Technology; Contract Manufacturing Group Sector; Chinese Market	None.

<u>Name</u>	<u>Responsibility</u>	<u>Principal activities outside the Continental Group</u>
Philipp von Hirschheydt	Automotive Group Sector	None.
Christian Kötz	Tires Group Sector	None.
Philip Nelles	ContiTech Group Sector	None.
Dr. Ariane Reinhart	Group Human Relations; Director of Labor Relations; Group Sustainability	- Vonovia SE, Bochum, member of the supervisory board  - Evonik Industries AG, Essen, member of the supervisory board
Olaf Schick	Group Finance and Controlling; Group Compliance; Group Internal Audit; Group Law and Intellectual Property; Group Quality, Technical Compliance, Continental Business System and Environment; Group Risks and Controls	None.

The members of the Executive Board can be contacted at Continental AG's business address: Continental-Plaza 1, 30175 Hanover, Germany.

### ***Supervisory Board***

The supervisory board of Continental AG (the ***Supervisory Board***) shall consist of 20 members. Ten members are elected by the shareholders and ten members are elected by the employees of Continental AG and its German subsidiaries according to the German Codetermination Act (Mitbestimmungsgesetz — *MitbestG*). As of September 2, 2024, the Supervisory Board only consists of 19 members as one of the members selected by the employees of Continental AG and its German subsidiaries resigned from office with effect from the end of September 1, 2024 and no new member has yet been determined. A new member will be appointed in due course. The names of the members of the Supervisory Board, their positions and their further offices outside of the Continental Group are shown in the table below:

<u>Name</u>	<u>Position</u>	<u>Further offices held outside the Continental Group</u>
Prof. Dr. Ing. Wolfgang Reitzle	Chairman of the Supervisory Board	- HAWESKO Holding AG, Hamburg, member of the supervisory board  - Axel Springer SE, Berlin, member of the supervisory board  - Ivoclar Vivadent AG, Schaan, Liechtenstein, member of the supervisory board
Christiane Benner*	Vice Chairwoman of the Supervisory Board;  First Chairwoman of IG Metall (Metalworkers' Union)	- BMW AG, Munich, member of the supervisory board

<u>Name</u>	<u>Position</u>	<u>Further offices held outside the Continental Group</u>
Hasan Allak*	Member of the Supervisory Board; Chairman of the Corporate Works Council of Continental AG; Chairman of the Works Council of Continental Reifen Deutschland GmbH, Stöcken, Hanover	None.
Dorothea von Boxberg	Member of the Supervisory Board	- Brussels Airlines SA/NV, Brussels, Belgium, Chief Executive Officer
Stefan E. Buchner	Member of the Supervisory Board	- thyssenkrupp AG, Essen, member of the supervisory board - Mosolf SE & Co. KG, Kirchheim unter Teck, member of the supervisory board - HÖRMANN Holding GmbH & Co. KG, Kirchseeon, member of the supervisory board
Dr. Gunter Dunkel	Member of the Supervisory Board	- Muzinich & Co., London, United Kingdom, chairman of European Private Debt - DEVnet AG, Munich, member of the supervisory board
Dr. Matthias Ebenau*	Member of the Supervisory Board;  Regional Secretary for the Frankfurt Office of IG Metall (Metalworkers' Union)	- C. + H. Winter GmbH, Stadtallendorf, member of the supervisory board
Francesco Grioli*	Member of the Supervisory Board;  Member of the Central Board of Executive Directors ( <i>geschäftsführender Hauptvorstand</i> ) of IG Bergbau, Chemie, Energie (Mining, Chemical and Energy Industries Union)	- Gerresheimer AG, Dusseldorf, Vice Chairman of the supervisory board - Bayer AG, Leverkusen, member of the supervisory board
Michael Iglhaut*	Member of the Supervisory Board; Chairman of the works council for the Frankfurt location	None.

<u>Name</u>	<u>Position</u>	<u>Further offices held outside the Continental Group</u>
Satish Khatu	Member of the Supervisory Board	None.
Isabel Corinna Knauf	Member of the Supervisory Board	- Skillet Fork Farms LLP, Wayne City, Illinois, USA, chairwoman of the supervisory board - Compagnie Marocaine de Plâtre et d'Enduits S.A., Safi, Morocco, member of the supervisory board - Knauf Group, member of the shareholders' committee - Knauf S.r.l., Castellina, Italy
Carmen Löffler*	Member of the Supervisory Board; Chairwoman of the Works Council for the Ingolstadt Location	None.
Sabine Neuß	Member of the Supervisory Board	- JULI Motorenwerk s.r.o., Moravany, Czech Republic, member of the supervisory board - Jungheinrich AG, member of the executive board (CTO)
Prof. Dr. Rolf Nonnenmacher	Member of the Supervisory Board	- ProSiebenSat.1 Media SE, Unterföhring, member of the supervisory board
Anne Nothing*	Member of the Supervisory Board; Chairwoman of the Works Council for the Babenhausen Location	None.
Klaus Rosenfeld	Member of the Supervisory Board	- Schaeffler AG, Herzogenaurach, Chief Executive Officer - Vitesco Technologies Group AG, Regensburg, member of the supervisory board
Georg F.W. Schaeffler	Member of the Supervisory Board	- INA-Holding Schaeffler GmbH & Co. KG, Herzogenaurach, co-owner - IHO Verwaltungs GmbH, Herzogenaurach, managing director - Schaeffler AG, Herzogenaurach, chairman of the supervisory board

<u>Name</u>	<u>Position</u>	<u>Further offices held outside the Continental Group</u>
		- ATESTEO Management GmbH, Herzogenaurach, member of the advisory board - Vitesco Technologies Group AG, Regensburg, member of the supervisory board
Jörg Schönfelder*	Member of the Supervisory Board; Chairman of the Works Council for the Korbach plant; Chairman of the European Works Council	None.
Matthias Tote*	Member of the Supervisory Board; Chairman of the Works Council of Benecke-Kaliko AG, Hanover-Vinnhorst; Chairman of the Central Works Council Rubber Group	None.

\* Employee Representative.

The members of the Supervisory Board can be contacted at Continental AG's business address: Continental-Plaza 1, 30175 Hanover, Germany."

**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 pages 39-40 of the Prospectus, the following shall be inserted after the first paragraph:

"PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft has reviewed the unaudited condensed consolidated interim financial statements of Continental AG as of and for the six-month period ended June 30, 2024, 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 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, 2024, 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*) as of June 30, 2024 on pages 19-39, 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, 2023 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, 2024. 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, 2023. 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, 2023, (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, 2024 or (iv) has been taken or derived from Continental AG's internal management reporting systems.

In the financial year ended December 31, 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 comparative period has been adjusted accordingly. The assignment of income and expenses from certain business activities within the functional areas has been adjusted and the comparative period has been adjusted accordingly. For more information, see Note 2 "General Information and Accounting Principles" of the notes to the audited consolidated financial statements of Continental AG in Continental AG's Annual Report (*Geschäftsbericht*) as of and for the financial year ended December 31, 2023, as incorporated by reference into this Prospectus.

From the 2024 reporting year onward, due to a clarification of the classification of current and non-current liabilities by amendments to IAS 1 "Presentation of Financial Statements", Continental AG changed the presentation of long-term and short-term indebtedness. The respective comparative figures have been adjusted accordingly in Continental AG's unaudited condensed consolidated interim financial statements presented in the Half-Year Financial Report (*Halbjahresfinanzbericht*) as of and for the six-month period ended June 30, 2024, as incorporated by reference into this Prospectus.

	<u>Jan. 01 –</u> <u>Dec. 31, 2023</u>  (audited)	<u>Jan. 01 –</u> <u>Dec. 31, 2022</u>  (audited)	<u>Jan. 01 –</u> <u>Jun. 30,</u> <u>2024</u>  (unaudited)	<u>Jan. 01 –</u> <u>Jun. 30,</u> <u>2023</u>  (unaudited)
		(in EUR million)		
Sales .....	41,420.5	39,408.9	19,791	20,732
EBITDA <sup>(1)</sup> .....	4,078.9	3,966.1	1,756	1,990
EBIT <sup>(2)</sup> .....	1,853.8	754.8	663	908
Financial result <sup>(3)</sup> .....	-235.8	-198.0	-194	-56
Earnings before tax <sup>(4)</sup> .....	1,618.0	556.8	469	852
Net income .....	1,193.9	112.2	262	613
Cash flow arising from operating activities.....	3,327.6	2,295.5	-155	-195
Cash flow arising from investing activities .....	-2,168.6	-2,204.9	-785	-894
Cash flow arising from financing activities .....	-1,129.4	653.5	211	428
	<u>Dec. 31,</u> <u>2023</u>  (audited, unless otherwise indicated)	<u>Dec. 31,</u> <u>2022</u>  (audited, unless otherwise indicated)	<u>Jun. 30,</u> <u>2024</u>  (unaudited)	
		(in EUR million)		
Total assets .....	37,752.8	37,926.7		37,224
Total equity .....	14,125.1	13,735.0		14,141
Net financial debt (long term debt plus short term debt minus cash) <sup>(5)(6)</sup> .....	4,247.0	4,706.7		5,825

- (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 group sectors' operational profitability. 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, 2023	Jan. 01 – Dec. 31, 2022	Jan. 01 – Jun. 30, 2024	Jan. 01 – Jun. 30, 2023
	(audited)	(audited)	(unaudited)	(unaudited)
	(in EUR million)			
EBITDA	4,078.9	3,966.1	1,756	1,990
Depreciation and amortization <sup>(a)</sup>	-2,225.2	-3,211.2	-1,093	-1,082
Earnings before interest and tax (EBIT)	1,853.8	754.8	663	908

(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' operational profitability. 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) Referred to as "Earnings before tax from continuing operations" in the audited consolidated financial statements of Continental AG as of and for the financial year ended December 31, 2022.
- (5) Unaudited.
- (6) 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 the 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 the 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 43 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 the Continental Group since June 30, 2024."

### **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 43 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>, developing outlook<sup>(4)</sup>, to Continental AG.<sup>(5)</sup>

Fitch Ratings Ireland Limited<sup>(6)</sup> has assigned a solicited long-term credit rating of BBB<sup>(7)</sup>, positive outlook to Continental AG.<sup>(5)</sup>

Moody's Deutschland GmbH<sup>(8)</sup> has assigned a solicited rating of Baa2<sup>(9)</sup>, stable outlook, to Continental AG.<sup>(5)</sup>

- (1) 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*).
- (2) The European Securities and Markets Authority publishes on its website (<https://www.esma.europa.eu/credit-rating-agencies/cra-authorisation>) 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.
- (3) According to the definition published by S&P Global Ratings Europe Limited on its homepage BBB means "An obligor rated 'BBB' has adequate capacity to meet its financial commitments. However, adverse economic conditions or changing circumstances are more likely to weaken the obligor's capacity to meet its financial commitments. 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."
- (4) An S&P Global Ratings outlook assesses the potential direction of a long-term credit rating over the intermediate term, which is generally up to two years for investment grade and generally up to one year for speculative grade. In determining a rating outlook, consideration is given to any changes in economic and/or fundamental business conditions. According to the definition published by S&P Global Ratings Europe Limited on its homepage, a developing outlook means that a rating may be raised, lowered, or affirmed.
- (5) 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.
- (6) Fitch Ratings Ireland Limited is established in the European Union and is registered under the CRA Regulation.
- (7) 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."
- (8) Moody's Deutschland GmbH is established in Germany and is registered under the CRA Regulation.
- (9) 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 judged to be medium-grade and subject to moderate credit risk 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 2 indicates a mid-range ranking."

### **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 46 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 ended June 30, 2024, prepared on the basis of Dutch GAAP (containing, *inter alia*, the balance sheet, the profit and loss account, the cash flow statement and the notes to the financial statements of CGF) are incorporated by reference into this Prospectus.

#### ***Selected Key Financial Data of CGF:***

The following selected financial information has been extracted without material adjustment from the financial statements 2023 of CGF (audited), and from the interim financial statements of CGF for the six-month period ending June 30, 2024 (unaudited), unless otherwise indicated:

	<u>Jan. 01 – Dec. 31, 2023</u> <u>(audited)</u>	<u>Jan. 01 – Dec. 31, 2022</u> <u>(audited)</u>	<u>Jan. 01. – Jun. 30, 2024</u> <u>(unaudited)</u>	<u>Jan. 01. – Jun. 30, 2023</u> <u>(unaudited)</u>
	(in EUR thousand)			
Result for the period.....	-3,279	2,127	415	-1,584
Net cash flows from operating activities .....	865	3,253	9,935	9,460
Net cash flows from investing activities.....	744,000	0	0	0
Net cash flows from financing activities .....	-750,000	-9,750	0	0

	<u>Dec. 31,</u> <u>2023</u>	<u>Dec. 31,</u> <u>2022</u> <u>(unaudited)</u> <u>(in EUR thousand)</u>	<u>Jun. 30,</u> <u>2024</u>
Net financial debt (long term debt plus short term debt minus cash) <sup>(1)</sup> .....	625,418	1,377,878	620,405

- (1) Net financial debt is calculated as long-term liabilities (EUR 0 thousand as of December 31, 2023, EUR 623,101 thousand as of December 31, 2022 and EUR 0 thousand as of June 30, 2024) plus current liabilities (EUR 626,099 thousand as of December 31, 2023, EUR 760,593 thousand as of December 31, 2022 and EUR 631,021 as of June 30, 2024) minus current account with ultimate shareholder (EUR 681 thousand as of December 31, 2023, EUR 5,816 thousand as of December 31, 2022 and EUR 10,616 as of June 30, 2024) 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"**

In the section headed "General Information on the Issuers – Conti-Gummi Finance – Issuer – Trend Information and Significant Changes" on page 46 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 CGF since June 30, 2024."

**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 page 50 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 ended June 30, 2024, prepared on the basis of 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 years ended December 31, 2023 and 2022 of 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, 2024 (unaudited) or (ii) has not been taken directly from the audited financial statements of CRoA as of and for the financial years ended December 31, 2023 and 2022 but are derived from them:

	<u>Jan. 01 – Dec. 31,</u> <u>2023</u> <u>(audited)</u>	<u>2022</u> <u>(audited)</u>	<u>Jan. 01 – Jun. 30,</u> <u>2024</u> <u>(unaudited)</u>	<u>2023</u> <u>(unaudited)</u>
	<u>(in USD thousand)</u>			
Net income .....	26,114	12,416	5,897	15,689
Net cash provided by operating activities .....	21,749	7,906	2,857	12,875
Net cash (used in) provided by investing activities .....	1,234	(360,189)	(126,967)	(399,616)
Net cash provided by (used in) financing activities .....	(206,225)	290,070	(82,485)	48,624

	<u>Dec. 31,</u> <u>2023</u> <u>(unaudited)</u>	<u>Dec. 31,</u> <u>2022</u> <u>(unaudited)</u> <u>(in USD thousand)</u>	<u>Jun. 30,</u> <u>2024</u> <u>(unaudited)</u>
Net financial debt (long term debt plus short term debt minus cash) <sup>(1)</sup> .....	333,932	(395,775)	500,485

(1) Net financial debt is calculated as debt (USD 546,466 thousand as of December 31, 2023, USD 0 thousand as of December 31, 2022 and 506,424 thousand as of June 30, 2024) minus cash and cash equivalents (USD 212,534 thousand as of December 31, 2023, USD 395,775 thousand as of December 31, 2022 and 5,939 thousand as of June 30, 2024) as included in CRoA's financial statements. A negative amount of net financial debt indicates a positive net cash position."

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

In the section headed "General Information on the Issuers – Continental Rubber of America – Issuer – Trend Information and Significant Changes" on page 50 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 CRoA since June 30, 2024."

### **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 headed "Business of the Continental Group – Legal and Arbitration Proceedings – Regulatory Proceedings" on pages 58-59 of the Prospectus, the fourth paragraph of this section 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 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 that fine. Customers have since approached Continental to claim damages, in some cases for specific amounts. Mercedes-Benz Group AG 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. In December 2023, Mercedes-Benz Group AG extended the said action by including certain companies of the ZF Group as joint and several debtors and extending the relevant period for which it sought declaratory judgement, changing that to an action for payment in April 2024 specifying the amounts claimed. 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 two 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 served on Continental. In addition, two class action lawsuits have been filed in Canada against Continental AG and several of its subsidiaries. Continental believes that these claims and lawsuits are without merit. Should the lawsuits result in damages being payable by Continental, such damages could be substantial and exceed the provision set aside for this purpose."

In the section headed "Business of the Continental Group – Legal and Arbitration Proceedings – Regulatory Proceedings" on pages 58-59 of the Prospectus, the sixth paragraph of this section shall be deleted and replaced by the following:

"As part of industry-wide searches, the European Commission began conducting a search of the premises of Continental AG on January 30, 2024, due to alleged antitrust violations. On the same day, the German Federal Cartel Office (*Bundeskartellamt*) searched the premises of TON Tyres Over Night Trading GmbH, Schondra-Schildeck, Germany, a subsidiary of Continental, also due to alleged industry-wide antitrust violations. Both proceedings are at an early stage. In the event that Continental is responsible for any such violation, the European Commission and the German Federal Cartel Office (*Bundeskartellamt*) could each impose substantial fines. Furthermore, customers allegedly affected by the alleged exchange of information could claim for damages. In this context, class action lawsuits have already been filed in the USA and Canada against Continental and other tire manufacturers. The claims filed in the USA have been served in the meantime and have all been consolidated at the Northern District of Ohio court."

In addition, in the section headed "Business of the Continental Group – Legal and Arbitration Proceedings – Regulatory Proceedings" on pages 58-59 of the Prospectus, the penultimate paragraph shall be deleted and replaced by the following:

"Continental AG and ContiTech have conducted 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 notified by Continental. It cannot be excluded that authorities may impose fines, that non-compliant products may not be further marketed and that customers may claim damages. ContiTech is in constant dialogue with relevant customers and authorities.

An as yet undetermined number of companies of the Continental Group are being investigated by Italian authorities due to the possible failure to submit tax returns for tax periods from 2016 onwards. Continental AG is cooperating with the investigating authorities and is currently clarifying this matter internally. It is not yet possible to provide any reliable information on possible financial charges."

#### **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 63 of the Prospectus, the first paragraph shall be deleted and replaced by the following:

"On August 5, 2024, Continental AG announced that, following a strategic review, the Executive Board has decided to evaluate in detail a spin-off with a subsequent 100% public listing of the Automotive group sector on the Frankfurt stock exchange (*Frankfurter Wertpapierbörse*). The required steps for implementation will be prepared in parallel. As a result of the spin-off, the Automotive group sector would no longer be part of the Continental Group. The shareholders of Continental AG would be direct shareholders of the new Automotive group. The Contract Manufacturing group sector would also be part of the transaction. The aim of a spin-off would be to fully exploit the value and growth potential of the two then separate groups. On the basis of the detailed evaluation, the Executive Board is expected to decide on the spin-off in the fourth quarter of 2024. Subject to the corresponding resolutions of the Executive Board and the Supervisory Board, the potential spin-off could be submitted for approval at the annual shareholder's meeting of Continental AG on April 25, 2025. In case of approval, the aim is to finalize the spin-off by the end of 2025.

Furthermore, Continental AG announced that the carve-out of the User Experience business area for vehicle display solutions announced in December 2023 will be suspended for the foreseeable future. The business area will therefore remain part of Automotive for the foreseeable future."

In the section headed "Business of the Continental Group – Recent Events and Outlook – Outlook" on page 63 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 decline by 1% to 3% year-on-year in 2024. For the replacement tire business, Continental expects demand to decline slightly in the second half of 2024 compared with the first half of the year."

#### **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 220 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, 2024 (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 25-39
Review Report	page 41"

**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 page 221 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 period ended June 30, 2024 (English language version)"*

Balance sheet	page 7
Profit and Loss Account	page 8
Notes to the Financial Statements	pages 9-20"

**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 221 of the Prospectus at the end of this section above the paragraph "Any information not incorporated by reference into this Prospectus (which, for the avoidance of doubt, means any information not listed in the cross-reference list above) but contained in one of the documents mentioned as source documents in the cross-reference list above is either not relevant for the investor or covered in another part of the Prospectus.":

*"Unaudited interim financial statements of Continental Rubber of America, Corp. as of and for the six-month period ended June 30, 2024 (English language version)"*

Balance Sheets	page 4
Statements of Operations	page 5
Statements of Changes in Shareholder's Equity	page 6
Statements of Cash Flows	page 7
Notes to Financial Statements	pages 8-14"

**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 222 of the Prospectus at the end of this section:

7. "Continental AG Half-Year Financial Report 2024:  
"<https://dl.luxse.com/dlp/10acafae9c8d2146fd98d2fe9969f3e337>"
8. Conti-Gummi Finance B.V. Half-Year Financial Report 2024:  
" <https://dl.luxse.com/dlp/10e668e81d676b4dd39ddf71df6d384876>"
9. Continental Rubber of America, Corp. Half-Year Financial Report 2024:  
"<https://dl.luxse.com/dlp/10366f9a30ae3e45cca1613ee8ee45466f>"

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.