

# Remuneration Report

2024



# Remuneration Report Pursuant to Section 162 of the German Stock Corporation Act (Aktiengesetz – AktG)

General.....	2
Overview of the Remuneration System as of January 1, 2024.....	3
1. Fixed remuneration component.....	5
2. Variable remuneration component.....	5
a) Short-term incentive (STI) performance bonus.....	6
b) Long-term incentive (LTI).....	9
3. Maximum remuneration.....	11
4. Share ownership guideline.....	11
Remuneration System Prior to December 31, 2023.....	11
Individual Remuneration of the Members of the Executive Board in Fiscal 2024.....	12
1. Presentation of the fixed and variable remuneration components of individual members.....	13
2. Short-term incentive (STI).....	16
a) Short-term incentive for fiscal 2023 (“granted”).....	16
b) Short-term incentive for fiscal 2024 (“earned”).....	17
3. Long-term incentive.....	18
a) Target achievement of the long-term incentive granted in the past fiscal year (2020-2023 LTI).....	18
b) Target achievement of the long-term incentive earned in the past fiscal year (2021-2024 LTI).....	20
Additional Disclosures.....	22
Remuneration of the Supervisory Board.....	29

## General

This remuneration report describes the amount and structure of the remuneration to be granted to the individual members of the Executive Board and Supervisory Board of Continental AG in fiscal 2024 (reporting year). It also outlines the principles of the remuneration system for the members of the Executive Board and the Supervisory Board.

The complete version of the remuneration system is available online at [www.continental.com](https://www.continental.com) under Company/Executive Board.

### Earnings position in fiscal 2024

Consolidated sales fell by €1,702 million or 4.1% year-on-year in 2024 to €39,719 million (PY: €41,421 million). Before changes in the scope of consolidation and exchange-rate effects, sales declined by 2.6%. Exchange-rate effects dented sales performance by €610 million, while changes in the scope of consolidation had only a negligible impact.

Faced with a continued challenging market environment and declining vehicle production, especially in Europe, the Automotive group sector recorded a drop in sales. This decline was mitigated by targeted price adjustments made to offset inflation-related cost increases. Sales in the Tires group sector contracted slightly on the back of negative exchange-rate effects and weak demand in the passenger-car original-equipment business, but were propped up by growth in the global tire-replacement markets and continued positive effects from the product mix. The downtrend in the automotive original-equipment business in Europe and North America combined with persistently weak markets, particularly in the industrial segment, likewise depressed sales in ContiTech. The Contract Manufacturing group sector reduced its sales in accordance with the contractually agreed procedure between Continental and the Schaeffler Group/Vitesco Technologies (until the merger on October 1, 2024).

Adjusted EBIT (after adjusting for amortization of intangible assets from purchase price allocation (PPA), changes in the scope of consolidation and special effects, as detailed in the annual report) for the Continental Group increased by €168 million or 6.6% year-on-year to €2,694 million in 2024 (PY: €2,526 million), corresponding to 6.8% (PY: 6.1%) of adjusted sales.

### Personnel changes on the Executive Board and Supervisory Board in fiscal 2024

The Executive Board was reduced from seven to six members as of July 1, 2024: Katja Garcia Vila stepped down from her position as Executive Board member for the Finance function effective the end of June 30, 2024, and Olaf Schick was appointed chief financial officer effective July 1, 2024. As part of this, the Finance function was merged with the Executive Board function for Integrity and Law, which since May 1, 2023, has been headed by Olaf Schick, to form the new Finance, Integrity and Law function. Group Information Technology (IT), which is part of the Finance function, now falls under the responsibility of chief executive officer Nikolai Setzer.

The term of office of the previous Supervisory Board ended in fiscal 2024 with the close of the Annual Shareholders' Meeting on April 26, 2024. The previous shareholder representatives were all, without exception, re-elected by the Annual Shareholders' Meeting. At the same time, the staggered board concept for shareholder representatives was introduced with these elections. Under this concept, their respective terms of office do not run in parallel; instead, groups of five representatives are elected in staggered cycles for a term of office of four years. To establish this rhythm of staggered election cycles, five shareholder representatives were elected for a one-time term of office of two years. These were: Dr. Gunter Dunkel, Satish Khata, Sabine Neuß, Prof. Dr.-Ing. Wolfgang Reitzle and Georg F. W. Schaeffler. The following five shareholder representatives were elected for a term of office of four years: Dorothea von Boxberg, Stefan E. Buchner, Isabel Corinna Knauf, Prof. Dr. Rolf Nonnenmacher and Klaus Rosenfeld.

The following personnel changes took place among employee representatives: Dirk Nordmann, Lorenz Pfau and Elke Volkmann did not stand for re-election. Dr. Matthias Ebenau, Anne Nothing and Matthias Tote were newly elected to replace them. Stefan Scholz also stepped down from the board on September 1, 2024. Effective September 16, 2024, Dr. Kevin Borck was appointed as his successor.

### Resolution of the Annual Shareholders' Meeting on the approval of the 2023 remuneration report (Section 162 (1) No. 6 AktG)

The remuneration report for fiscal 2023 was prepared in accordance with Section 162 AktG and its content audited by the auditor beyond the requirements stipulated by Section 162 (3) Sentences 1 and 2 AktG. It already contained a preview of the updated remuneration system effective January 1, 2024. The updated remuneration system is presented in full for the first time in this remuneration report. The Annual Shareholders' Meeting approved the 2023 remuneration report on April 26, 2024, with an approval rate of 93.96%. Given the high approval rate, the structure of the remuneration report remains essentially unchanged, incorporating the amendments required by the updated remuneration system.

### Significant change in Executive Board remuneration compared with fiscal 2024

The pay-for-performance principle set out in the remuneration system is reflected in the amount of variable remuneration. The relevant performance criteria could not be fully achieved in fiscal 2024 due to the challenging market environment, resulting in lower variable remuneration in fiscal 2024 compared with the previous year.

The remuneration of the chairman of the Executive Board and (individual) members of the Executive Board did not increase in fiscal 2024. The remuneration of the Executive Board has therefore not increased since January 1, 2020.

## Overview of the Remuneration System as of January 1, 2024

The remuneration of the active members of the Executive Board is based on the remuneration system applicable since January 1, 2024. Pursuant to Section 120a (1) and (2) *AktG*, the remuneration system for the members of the Executive Board had to be submitted to the Annual Shareholders' Meeting for approval in April 2024. The remuneration system underwent a comprehensive audit and was amended accordingly, supported by an independent advisor. The Supervisory Board approved the updated remuneration system at its meeting on December 13, 2023. It takes into account the general legal conditions and the requirements of the German Corporate Governance Code, and was approved by the Annual Shareholders' Meeting of Continental AG on April 26, 2024, with an approval rate of 93.03% (hereinafter "remuneration system").

The following overview shows the key elements of the current Executive Board remuneration system. The remuneration system for members of the Executive Board comprises a fixed component that is unrelated to performance and a variable component that is based on performance.

<b>Fixed remuneration</b>	<b>Basic remuneration</b>	- Fixed, contractually agreed remuneration, paid in 12 monthly installments			
	<b>Additional benefits</b>	- Company car, reimbursement of travel expenses, as well as relocation costs and expenses for running a second household where this is required for work reasons, a health check, directors' and officers' (D&O) liability insurance with deductible, accident insurance, employers' liability insurance association contribution plus income tax incurred as a result, health insurance and long-term care insurance contributions			
	<b>Future benefit rights</b>	<table border="1"> <tr> <td><b>Type</b></td> <td>- Pension allowance - Executive Board members newly appointed up until December 31, 2023: defined contribution commitment</td> </tr> <tr> <td><b>Contribution</b></td> <td>- Fixed amount totaling max. 30% of basic remuneration - Executive Board members newly appointed up until December 31, 2023: contractually agreed annual fixed amount which is multiplied by an age factor and credited to the pension account as a capital component</td> </tr> </table>	<b>Type</b>	- Pension allowance - Executive Board members newly appointed up until December 31, 2023: defined contribution commitment	<b>Contribution</b>
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<b>Variable remuneration</b>	<b>Short-term variable remuneration</b>	<b>Type</b>	- Short-term incentive (STI) performance bonus		
		<b>Cap</b>	- 200% of the contractually agreed target amount of the STI		
		<b>Performance criteria<sup>1</sup></b>	<p><b>Financial performance criteria</b></p> <ul style="list-style-type: none"> <li>- 45% adjusted EBIT target/actual comparison</li> <li>Share of adjusted EBIT in relation to the earnings of the Continental Group and, if applicable, the group sector, depending on the area of responsibility</li> <li>- 45% consolidated free cash flow target/actual comparison</li> </ul> <p><b>Non-financial performance criterion</b></p> <ul style="list-style-type: none"> <li>- 10% ESG indicators</li> <li>- Degree of target achievement: on a straight-line basis from 0% to 200%</li> </ul> <p><b>Personal contribution factor (PCF)</b></p> <ul style="list-style-type: none"> <li>- Possibility of defining additional individual or collective performance criteria, for example regarding market development and customer focus, implementation of transformation projects, and organizational and cultural development</li> <li>- Definition of target achievement in the form of a personal contribution factor (PCF) between 0.8 and 1.2</li> <li>- Multiplication of the result of the performance criteria by the PCF</li> <li>- PCF = 1.0 if no other financial performance criteria have been defined</li> <li>- Cap of 200% to be observed even when applying the PCF</li> </ul>		
		<b>Payment</b>	- 60% <sup>2</sup> after Annual Shareholders' Meeting in following year		
		<b>Equity deferral</b>	- 40% <sup>2</sup> of the payout amount of the STI must be invested in shares - Holding period: three years		
	<b>Long-term variable remuneration</b>	<b>Long-term incentive (LTI)</b>			
		<b>Plan type</b>	- Phantom share plan performance		
		<b>Cap</b>	- 200% of the contractually agreed allotment value		
		<b>Performance criteria</b>	<ul style="list-style-type: none"> <li>- 50% total shareholder return (TSR) of the Continental share compared with the STOXX Europe 600 Automobiles &amp; Parts (SXAGR) index - relative TSR; factor between 0 and 1.5</li> <li>- 30% return on capital employed (ROCE)<sup>3</sup></li> <li>- 20% ESG indicators; generally one to four indicators</li> <li>- Additive link</li> <li>- Share price performance</li> </ul>		
		<b>Term</b>	- Four years, consisting of three-year performance period and one further year of share price performance		
<b>Maximum remuneration</b>		- €11.5 million (chairman of the Executive Board) and €6.2 million (members of the Executive Board) - STI and LTI caps (each max. 200%) remain unaffected			
<b>Share ownership guideline (SOG)</b>		- Obligation to invest 200% (chairman of the Executive Board) or 100% (other members of the Executive Board) of basic remuneration - Accumulation period: four years after appointment - Investments from the equity deferral are counted toward the total - Holding obligation: two years after the end of term of office			

<sup>1</sup> This section provides an overview of the performance criteria. There is a remuneration-relevant definition for the key figure of FCF. For a more detailed breakdown, see the "Short-term incentive (STI) performance bonus" section on pages 6 and 7.

<sup>2</sup> Net amount: from the net inflow of the STI, shares of Continental AG with a value of 20% of the total gross amount of the STI must be purchased and held for a period of three years; the corresponding gross amount was calculated assuming a tax and contribution ratio of 50% flat.

<sup>3</sup> There is a remuneration-relevant definition for the key figure of ROCE.

The remuneration system for members of the Executive Board comprises in detail the following components:

### 1. Fixed remuneration component

The fixed component that is unrelated to performance comprises the fixed annual salary, additional benefits and future benefit rights.

Additional benefits include (i) provision of a company car, which can also be for personal use, (ii) reimbursement of travel expenses, as well as relocation costs and expenses for running a second household, where this is required for work reasons, (iii) a regular health check, (iv) directors' and officers' (D&O) liability insurance with deductible in accordance with Section 93 (2) Sentence 3 *AktG*, (v) accident insurance, (vi) the employers' liability insurance association contribution including, where necessary, income tax incurred as a result, as well as (vii) health insurance and long-term care insurance contributions based on Section 257 of Book V of the German Social Code (*SGB V*) and Section 61 of Book XI of the German Social Code (*SGB XI*).

The updated remuneration system stipulates that each member of the Executive Board who is appointed after January 1, 2024, shall receive a pension allowance not exceeding 30% of their base pay. The members of the Executive Board active in fiscal 2024 were all appointed prior to January 1, 2024. The regulation previously in force entitles these members of the Executive Board - in place of a pension allowance - to future benefit rights granting them post-employment benefits that are paid starting at the age of 63, but not before they leave the service of Continental AG (hereinafter "insured event"). Since January 1, 2014, this has taken the form of a defined contribution commitment. A capital component is credited to the Executive Board member's pension account each year. To determine this, a fixed contribution, agreed by the Supervisory Board in the Executive Board member's service agreement, is multiplied by an age factor that represents an appropriate return. When the insured event occurs, the benefits are paid out as a lump sum, in installments or - as is normally the case due to the expected amount of the benefits - as a pension. Post-employment benefits must be adjusted after commencement of such benefit payments by 1% p.a. in accordance with Section 16 (3) No. 1 of the German Company Pensions Law (*Betriebsrentengesetz - BetrAVG*).

For Nikolai Setzer, the future benefit rights accrued until December 31, 2013, were converted at that time into a starting component in the capital account. In this case, post-employment benefits must be adjusted after commencement of such benefit payments by 1.75% p.a. to take account of the obligation stipulated in Section 16 (1) *BetrAVG*.

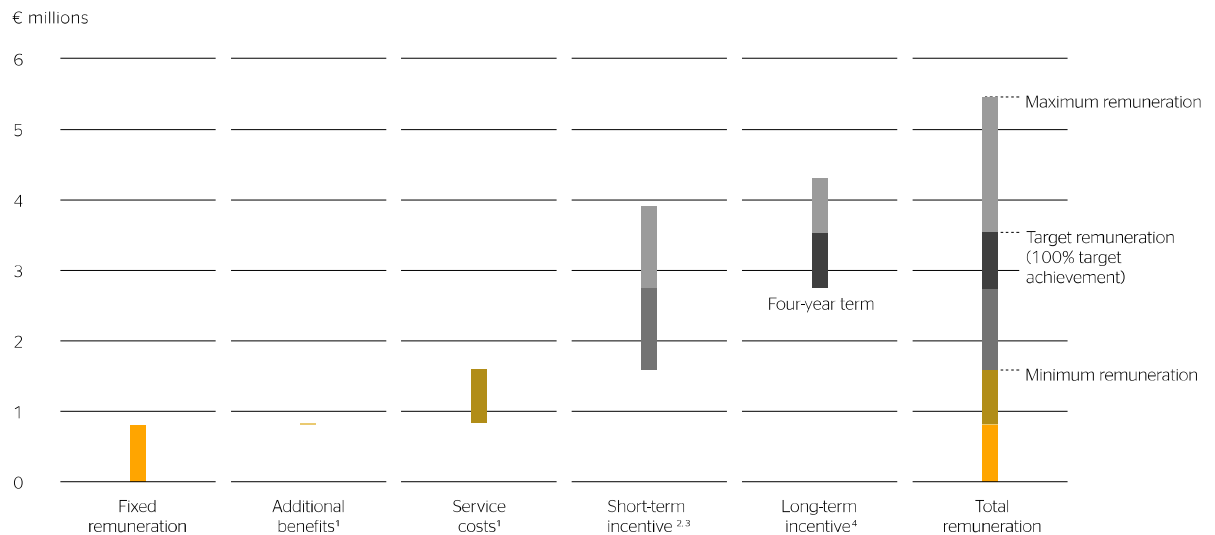
### 2. Variable remuneration component

The variable components that are based on performance comprise a short-term remuneration component (short-term incentive (STI) without equity deferral) as well as long-term remuneration components (in the form of a long-term incentive (LTI) and equity deferral of the STI). For the variable remuneration components, before the start of each fiscal year, target criteria are determined by the Supervisory Board with a view to its strategic goals, the provisions of Sections 87 and 87a *AktG* and the German Corporate Governance Code in its respective valid version, whereby the degree to which these criteria are met will determine the actual amount paid out.

The Supervisory Board may take the function and area of responsibility of the individual members of the Executive Board into account accordingly when determining the amount of the total target-based remuneration. As part of this, shares of the individual remuneration components for the total target-based remuneration are indicated below in percentage ranges. The precise shares therefore vary depending on the functional differentiation as well as any adjustments made as part of the annual remuneration review.

The fixed annual salary comprises 20% to 30% of the target total remuneration, the STI (excluding equity deferral) between 17% and 22%, and the equity deferral and long-term incentive between 33% and 38%. The pension allowance makes up around 7% to 9% of the target total remuneration. In the case of Executive Board members appointed prior to January 1, 2024, the future benefit rights account for around 13% to 28% of the target total remuneration, while the additional benefits make up around 1% of the target total remuneration.

**Chart showing the remuneration of ordinary members of the Executive Board (example with average service costs)**



1 Average figure.  
 2 Based on a target bonus (here €1.167 million) with 100% target achievement in the target criteria of adjusted EBIT, FCF and ESG indicators as well as a personal contribution factor (PCF) of 1.0. A maximum of 200% of the target bonus can be achieved.  
 3 From the net inflow of the STI, shares of Continental AG with a value of 20% of the total gross amount of the performance bonus must be purchased and held for a period of three years.  
 4 Based on the allotment value (here €0.783 million), which is converted into virtual shares of Continental AG. The payment amount depends on the relative total shareholder return, ROCE and ESG indicators and the share price before the payment. A maximum of 200% of the allotment value can be achieved.

**a) Short-term incentive (STI) performance bonus**

**Structure of the short-term incentive**



1 A maximum of 200% of the target amount can be achieved.  
 2 Net amount: from the net inflow of the STI, shares of Continental AG with a value of 20% of the total gross amount of the STI must be purchased and held for a period of three years; the corresponding gross amount was calculated assuming a tax and contribution ratio of 50% flat.

In the service agreement, the Supervisory Board agrees to a target amount for the STI (hereinafter “STI target amount”) that is granted to each member of the Executive Board in the event of 100% target achievement. The amount of the payout is dependent on overall target achievement in the defined performance criteria and can range between 0% and 200% of the STI target amount.

The STI performance criteria are intended to incentivize the Executive Board members to create value and achieve or outperform short-term economic targets, as well as motivate them to achieve operational excellence. The amount of the STI to be paid depends on the extent to which each Executive Board member meets the financial and non-financial targets set for them by the Supervisory Board. Target achievement of the STI is measured according to the following three performance criteria within the meaning of Section

87a (1) Sentence 2 No. 4 *AktG*, which are additively linked with one another: the financial performance criteria of adjusted EBIT (45% weighting) and free cash flow (FCF) (45% weighting), along with a non-financial performance criterion consisting of ESG indicators (10% weighting):

**Adjusted EBIT:** Adjusted EBIT is one of the key internal performance indicators. It is based on earnings before interest and taxes, adjusted for amortization of intangible assets from purchase price allocation (PPA), changes in the scope of consolidation and special effects (hereinafter "adjusted EBIT"). Special effects include:

- › Impairment on goodwill, other intangible assets, and property, plant and equipment
- › Income and expenses from restructuring measures
- › Gains and losses from companies and business operations
- › Significant special effects from extraordinary events; in particular, one-off effects from acquisitions of companies and business operations (e.g. negative goodwill, purchase price refunds) or significant changes to the corporate structure (e.g. spin-off effects)

As part of its scheduled meetings over the course of the fiscal year, the Audit Committee reviews the adjustments that have been made to EBIT and the reasons for such adjustments. After the close of the fiscal year, it recommends to the Supervisory Board the extent to which adjusted EBIT can be used as a basis for target achievement of the STI, in consideration of the adjustments made. Where necessary, it recommends to the Supervisory Board the inclusion or exclusion of special effects and their value-based consideration. Using the recommendation of the Audit Committee as a guide, the Supervisory Board makes a decision on the extent to which adjusted EBIT can be used as a basis for Executive Board remuneration and, in turn, for target achievement of the STI.

**Free cash flow:** Free cash flow is another important key performance indicator and is used to assess financial performance. This performance criterion is derived from cash flow before financing activities (hereinafter "free cash flow"), adjusted for cash inflows and outflows from the disposal or acquisition of companies and business operations.

**ESG indicators:** Sustainability is a key part of the corporate strategy. The updated remuneration system additionally incorporates environmental, social and governance indicators (hereinafter "ESG indicators") into short-term variable remuneration.

For each financial performance criterion, the target value for 100% target achievement corresponds to the value that the Supervisory Board agreed in each case for this financial performance criterion in the planning for the respective fiscal year. For the non-financial ESG indicators, the 100% value is determined on the basis of the respective ESG indicator as a fixed amount. Prior to the start of the fiscal year, the Supervisory Board determines for each performance criterion the values for target achievement of 0% and 200% on an annual basis. It is not possible to adjust or change these performance criteria after the end of a fiscal year. The degree to which the target is achieved is calculated on a straight-line basis between 0% and 200% by comparing this with the respective actual value for the fiscal year.

**Personal contribution factor:** Prior to the start of each fiscal year, the Supervisory Board can also determine personal, non-financial performance criteria which are decisive for operational implementation of the corporate strategy and are to be included in target achievement in the form of a personal contribution factor (hereinafter "PCF") with a value between 0.8 and 1.2. This can apply to individual or all members of the Executive Board. Targets can be chosen from areas such as:

- › Market development and customer focus (e.g. new markets, new product or customer segments)
- › Implementation of transformation projects (e.g. spin-off, portfolio adjustment, reorganization, increase in efficiency, strategic alliances)
- › Organizational and cultural development (e.g. promotion of corporate values, agility and ownership, strengthening of internal cooperation and communication, succession planning, employer branding)

If the Supervisory Board does not determine a PCF for a member of the Executive Board, the PCF value is 1.0. In terms of the PCF, it is also not possible to adjust or change the non-financial performance criteria after the end of the fiscal year.

After the end of the fiscal year, the target achievement for the target criteria of adjusted EBIT, FCF and ESG indicators are calculated on the basis of the audited consolidated financial statements and the non-financial statement or sustainability report of the Continental Group, and the sum total of these performance criteria is multiplied by the STI target amount in accordance with the weighting described above. By multiplying this result by the PCF, the gross value of the STI amount to be paid (hereinafter "total gross amount") is determined.

Since January 1, 2022, the Continental Group has been divided into four group sectors: Automotive, Tires, ContiTech and Contract Manufacturing. Taking into account this structure, the targets set for each Executive Board member and the calculation of the STI are based on the following respective scopes of business responsibility:

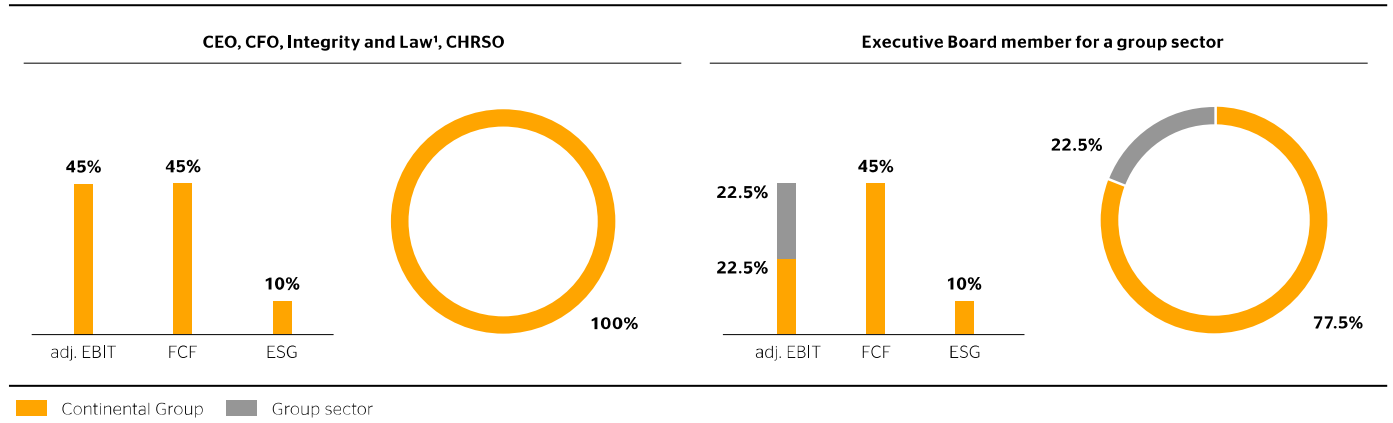
- › For an Executive Board member whose area of responsibility covers the Continental Group as a whole - in fiscal 2024, this encompassed the positions of chief executive officer (CEO), chief financial officer (CFO), chief human relations and sustainability officer (CHRSO) and, up until June 30, 2024, the Executive Board member responsible for Integrity and Law - achievement of the adjusted EBIT target is measured based on the key figures determined for the Continental Group.
- › For an Executive Board member whose area of responsibility covers the Automotive, Tires or ContiTech group sectors, achievement of the adjusted EBIT target is measured based on the key figures determined for the Continental Group and for the group sector (50% each).
- › Achievement of the free cash flow target and the ESG indicator(s) is measured for all Executive Board members at the corporate level.



> As a rule, each member of the Executive Board is obligated to invest 20% of the total gross amount (generally corresponding to around 40% of the net payout amount) in shares of Continental AG and to hold these shares legally and economically for a period of at least three years from the day of acquisition. The shares acquired as deferral can be counted toward the obligation of the

Executive Board member to acquire shares of Continental AG in accordance with the share ownership guideline presented in Section 4. The remainder of the total gross amount (generally corresponding to around 60% of the net payout amount) is paid out as short-term variable remuneration.

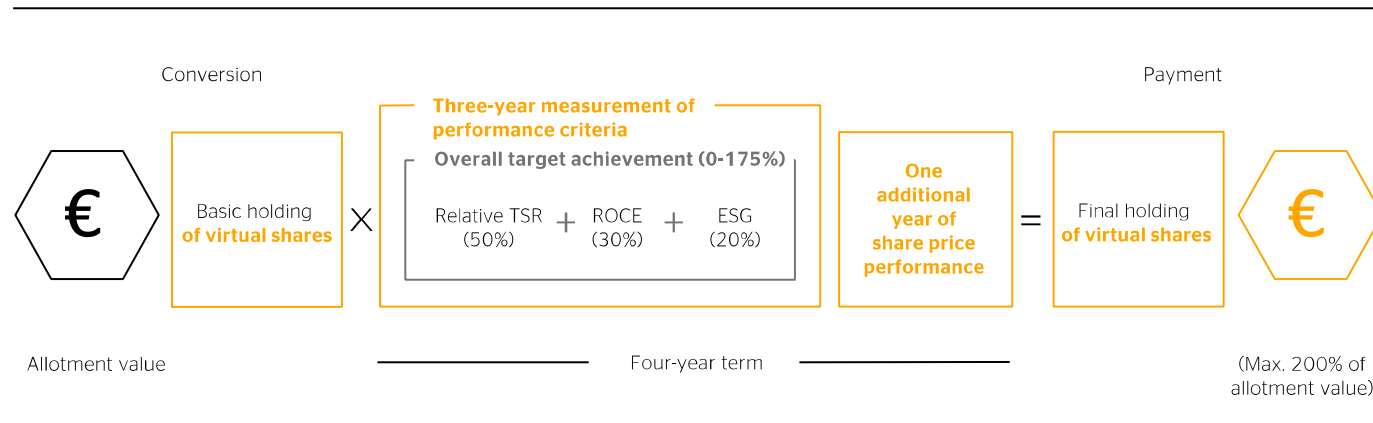
**Short-term incentive (STI) - consideration of business responsibility**



<sup>1</sup> Until June 30, 2024, Integrity and Law was managed as an independent Executive Board function.

b) Long-term incentive (LTI)

**Structure of the long-term incentive**



The long-term incentive (hereinafter “LTI”) is intended to promote the long-term commitment of the Executive Board to the company and its sustainable growth. Each LTI contains two financial performance criteria and one non-financial performance criterion that take this target into account. The LTI has a term of four years.

In the service agreement, the Supervisory Board agrees to an allotment value in euros for the LTI with each member of the Executive Board. At the start of the first fiscal year of the term of the LTI plan, this allotment value is converted into a basic holding of virtual shares. The allotment value is divided by the arithmetic mean of Continental AG’s closing share prices in Xetra trading on the Frankfurt Stock Exchange (or a successor system) in the last 30 trading days prior to the start of the term of the respective LTI plan (issue price). Payment of the virtual shares is primarily dependent on three performance criteria which are additively linked with one another and measured over a period of three years.

**Relative total shareholder return (TSR):** The first financial performance criterion, weighted at 50%, is the long-term total shareholder return (hereinafter “TSR”) of Continental shares, compared with an index consisting of European companies that are active in the automotive and tire industry and comparable with Continental AG (STOXX Europe 600 Automobiles & Parts (SXAGR), hereinafter “benchmark index”). The Supervisory Board may adjust the benchmark index before commencement of a new tranche, as appropriate.

For the calculation of the relative TSR, after the three-year term of the LTI plan, the TSR on Continental shares (hereinafter “Continental TSR”) is compared with the performance of the benchmark index over this time period. If the Continental TSR corresponds to the benchmark TSR, the TSR target is 100% achieved. If the Continental TSR falls short of the benchmark TSR by 20 percentage points or more, the target achievement is 0%. If the Continental TSR exceeds the benchmark TSR by 20 percentage points or more, the target achievement is 150%. If the Continental TSR falls short of, or exceeds, the benchmark TSR by fewer than 20 percentage points, the degree to which the targets are achieved is calculated on a straight-line basis between 50% and 150%. A target achievement

of more than 150% in the Continental TSR performance criterion is excluded.

The Supervisory Board sets out appropriate provisions in the event of changes to Continental’s share capital, the listing of the Continental share or the benchmark index that have a substantial impact on the Continental TSR or the benchmark TSR.

**Return on capital employed (ROCE):** The second financial performance criterion, weighted at 30%, is the return on capital employed (ROCE).

The ROCE is the ratio of EBIT (adjusted for impairment on goodwill as well as gains and/or losses from the disposal of parts of the company) to average operating assets. At the start of a tranche, the Supervisory Board defines a target value as well as an upper and lower threshold. These are used to calculate target achievement within a range between 0% and 200%, with the specific degree of target achievement determined on a straight-line basis between the two. Target achievement is reviewed after three years of the term of the LTI based on the audited consolidated financial statements for the third fiscal year of the current LTI. Target achievement is measured by comparing the actual value of the ROCE on December 31 of the third year of the term with the target value defined by the Supervisory Board for the respective tranche. The range for target achievement is 0% to 200%.

**ESG indicators:** The non-financial performance criterion comprises sustainability indicators (hereinafter “ESG indicators”), weighted at 20%.

The Supervisory Board defines up to four measurable and quantifiable target values for ESG indicators for the respective plan. The target values are based on the Continental Group’s sustainability ambition, the reported sustainability indicators and associated corporate targets as well as management processes, which are specified in detail in the non-financial statement and the sustainability report of the Continental Group. The target values for the individual target years of the LTI are derived from the medium and long-term

corporate targets and ambitions. For own CO<sub>2</sub> emissions, for example, the target path of the 2035 climate goal and the corresponding intermediate steps for the respective LTI target values are used. The Supervisory Board also ensures that the ESG indicators of the STI and the LTI complement each other as effectively as possible and are not duplicated. The range for target achievement is 0% to 200%.

The Supervisory Board first determines the extent to which the target values are achieved based on the audited consolidated financial statements and the non-financial statement and sustainability report of the Continental Group for the third fiscal year of the term of the LTI plan. To calculate the LTI to be paid out, the performance index is determined by adding together the weighted target achievements for the performance criteria after a period of three years.

By multiplying the basic holding of virtual shares by the performance index, this results in the final holding of virtual shares.

The amount of the LTI to be paid is based on the performance of the Continental share price over four years. After another year has

elapsed, the final holding of virtual shares is multiplied by the payout price in order to determine the gross amount of the LTI to be paid out in euros (hereinafter "payout amount"). The payout price is the sum of the arithmetic mean of Continental AG's closing share prices in Xetra trading on the Frankfurt Stock Exchange (or a successor system) on the trading days in the last 30 days prior to the end of the term of the LTI plan and the dividends paid out per share during the term of the LTI plan.

The maximum amount of the LTI to be paid is limited to 200% of the allotment value.

### Overview of sustainability criteria for the ongoing long-term incentive (LTI) tranches

Plan/performance criteria	Strategic orientation for the defined target values for the individual tranches	Included in the plan					
		2020 to 2023	2021 to 2024	2022 to 2025	2023 to 2026	2024 to 2027	2025 to 2028
<b>Own CO<sub>2</sub> emissions</b>	Reduction of own CO <sub>2</sub> emissions to 0.5 million metric tons of CO <sub>2</sub> by 2035	✓	✓	✓	✓	✓	✓
<b>Waste for recovery quota</b>	Defined increase in the waste for recovery quota over the term of the plan	✓	✓	✓	✓	✓	✓
<b>Accident rate</b>	Defined reduction in the accident rate over the term of the plan	✓	✓	✓	✓		
<b>Sick leave</b>	Defined reduction in sick leave over the term of the plan	✓					
<b>Women in management positions</b>	Increase in the share of women in management positions to 25% by 2025 and to up to 30% by 2030 <sup>1</sup>	✓	✓	✓	✓	✓	✓
<b>Sustainable engagement</b>	Permanent achievement of at least 80% in the Sustainable Engagement index, which measures employee agreement with the corresponding questions in the employee survey	✓	✓	✓	✓		

<sup>1</sup> Excluding the USA due to legal reasons.

### 3. Maximum remuneration

Pursuant to Section 87a (1) Sentence 2 No. 1 AktG, the Supervisory Board has set a maximum amount for the sum of all remuneration components including additional benefits and service costs (“maximum remuneration”). The maximum remuneration amounts to €11.5 million for the chairman of the Executive Board and €6.2 million for the other members of the Executive Board. These maximum limits relate to the total of all payments (gross) resulting from the remuneration regulations for a fiscal year.

The fixed annual remuneration component and the variable STI and LTI components are already capped in terms of their amount (fixed remuneration or cap of 200% for the STI and LTI) and already represent a significant limitation of remuneration. In terms of the additional benefits and service costs, fluctuations in the remuneration to be considered can occur despite a clear delineation of the committed benefits. For the additional benefits, the amounts to be considered include the non-cash benefits resulting from tax regulations. For the members of the Executive Board appointed until December 31, 2023, who received future benefit rights instead of a pension allowance, the amount to be considered for the service costs is the service cost for the year in accordance with IFRS as opposed to the fixed pension contribution. This service cost in accordance with IFRS varies annually depending on several factors, including the respective age of the Executive Board member and the discount rate as at the end of the reporting period. The maximum remuneration was defined taking into account these potential fluctuations, which have no impact on the remuneration actually paid.

### 4. Share ownership guideline

Each member of the Executive Board is required to invest a minimum amount in Continental AG shares and to hold these shares during their term of office plus an additional two years after the end of their appointment and the end of their service agreement.

The minimum amount to be invested by each member of the Executive Board is based on their agreed gross fixed annual salary. It amounts to 200% of the fixed annual salary of the chairman of the Executive Board and 100% of the fixed annual salary of all other members of the Executive Board. The Executive Board members have four years to accumulate their shares.

Contrary to this principle, the accumulation period may be postponed if, after four years, the sum of the net amounts paid from the variable remuneration components of the STI (including the amount that the Executive Board member is obligated to invest as part of the equity deferral) and the LTI is below the SOG investment obligation. In this case, the accumulation period shall end six weeks after the sum of the net amounts paid has reached the SOG target. The accumulation period shall end ahead of time if the Executive Board member’s service agreement ends less than four years after the start of the accumulation period. In this case, the contractually defined SOG target is reduced pro rata temporis, but may not exceed the sum of the net payments made for the STI and LTI during the reduced period.

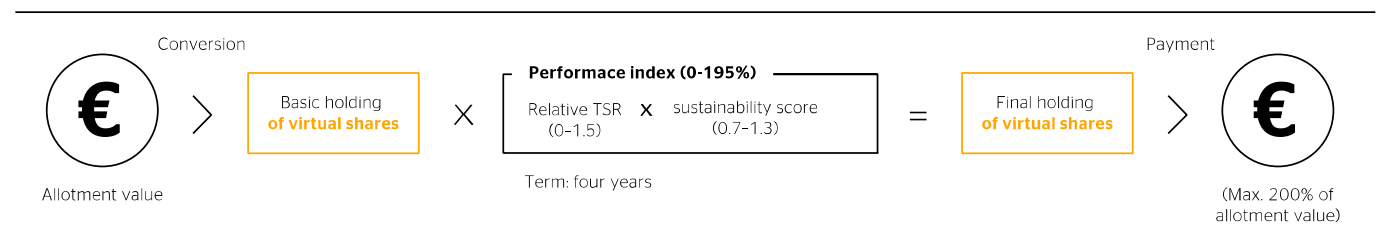
For the duration of the mandatory holding period, a member of the Executive Board may neither pledge Continental shares acquired in accordance with the share ownership guideline nor otherwise hold them.

## Remuneration System Until December 31, 2023

The remuneration system in place from January 1, 2020, until December 31, 2023 (hereinafter “2020 remuneration system”) continued to have an impact in the reporting year on the remuneration of both active and former members of the Executive Board in relation to the long-term incentive (LTI) granted until the end of 2023.

Since all LTI tranches are not yet calculated using this structure, an explanation is provided below of the LTI according to the system previously in force. Fiscal 2027 is the final year when an LTI tranche issued under this system will be settled.

### Structure of the long-term incentive until December 31, 2023



The long-term total shareholder return (hereinafter "TSR") of Continental shares, compared with an index consisting of European companies that are active in the automotive and tire industry and comparable with Continental AG (STOXX Europe 600 Automobiles & Parts (SXAGR), hereinafter "benchmark index"), is also a key performance criterion for the LTI under this system. The second performance criterion is a sustainability factor that is multiplied by the degree of target achievement in order to calculate the LTI to be paid. The amount of the LTI to be paid is based on the performance of the Continental share price over the term of the LTI.

Each LTI has a term of four fiscal years. The allotment value in euros agreed with each member of the Executive Board as stipulated in the service agreement is converted into a basic holding of virtual shares at the start of the first fiscal year of the term of the LTI plan. The allotment value is divided by the arithmetic mean of Continental AG's closing share prices in Xetra trading on the Frankfurt Stock Exchange (or a successor system) in the last two months prior to the start of the term of the respective LTI plan (issue price).

For the calculation of the relative TSR, after the four-year term of the LTI plan, the TSR on Continental shares (hereinafter "Continental TSR") is compared with the performance of the benchmark index over this time period. If the Continental TSR corresponds to the benchmark TSR, the TSR target is 100% achieved. If the Continental TSR falls short of the benchmark TSR by 25 percentage points or more, the target achievement is 0%. If the Continental TSR exceeds the benchmark TSR by 25 percentage points or more, the target achievement is 150%. If the Continental TSR falls short of, or exceeds, the benchmark TSR by fewer than 25 percentage points, the degree to which the targets are achieved is calculated on a straight-line basis between 50% and 150%. A target achievement of more than 150% in the Continental TSR performance criterion is excluded.

The Supervisory Board sets out appropriate provisions in the event of changes to Continental AG's share capital, the listing of the Continental share or the benchmark index that have a substantial impact on the Continental TSR or the benchmark TSR.

In addition to the TSR, the Supervisory Board sets out up to six performance criteria and target values for the sustainability factor of the respective plan. The target values are based on the Continental Group's sustainability ambition, the reported sustainability indicators and associated corporate targets as well as management processes, which are specified in detail in the non-financial statement and the sustainability report of the Continental Group. The target values for the individual target years of the LTI are derived from the medium and long-term corporate targets.

The Supervisory Board determines the extent to which the targets are achieved based on the audited consolidated financial statements and the non-financial statement and sustainability report of the Continental Group for the fourth fiscal year of the term of the LTI plan. For the calculation of the sustainability factor, to the value of 0.7 for each target value that has been achieved, a value is added that is determined by dividing 0.6 by the number of determined performance criteria. The sustainability factor can be no higher than 1.3.

For the calculation of the LTI to be paid out, the relative TSR and the sustainability factor for the performance index are first multiplied together. By multiplying the basic holding of virtual shares by the performance index, this results in the final holding of virtual shares.

The final holding of virtual shares is multiplied by the payout price in order to determine the gross amount of the LTI to be paid out in euros (hereinafter "payout amount"). The payout price is the sum of the arithmetic mean of Continental AG's closing share prices in Xetra trading on the Frankfurt Stock Exchange (or a successor system) on the trading days in the last two months prior to the next ordinary Annual Shareholders' Meeting that follows the end of the term of the LTI plan and the dividends paid out per share during the term of the LTI plan.

The maximum amount of the LTI to be paid is limited to 200% of the allotment value.

## Individual Remuneration of the Members of the Executive Board in Fiscal 2024

The tables below show the remuneration granted and owed to the individual members of the Executive Board based on the requirements for the disclosure of fixed and variable remuneration components in accordance with Section 162 (1) Sentence 2 No. 1 *AktG*. Accordingly, remuneration is deemed to have been granted if it was actually paid to the Executive Board member in the past fiscal year, regardless of whether individual remuneration components relate to the past fiscal year. Remuneration owed refers to remuneration that is due in a fiscal year but has not yet been paid. This means for this remuneration report that the STI for fiscal 2024 as well as the

2021-2024 LTI, both of which will be paid out in fiscal 2025, are to be classified as remuneration granted for fiscal 2025 and will therefore be a subject of the remuneration report for the coming reporting year. To provide transparency, however, the remuneration components earned in the past fiscal year are presented individually as a voluntary disclosure. Remuneration components are deemed to have been earned for the purposes of this presentation if they - similarly to the STI for fiscal 2024 and the 2021-2024 LTI - relate to the past fiscal year but were not yet paid to the Executive Board member in the past fiscal year:

## 1. Presentation of the fixed and variable remuneration components of individual members

### Presentation of the fixed and variable remuneration components of individual active members of the Executive Board in fiscal 2024 (Section 162 (1) Sentence 2 No. 1 AktG)

In € thousands	Service agreement commitments/ target amounts					Granted and owed <sup>2</sup> as defined in Section 162 (1) Sentence 1 AktG			Earned <sup>3</sup>		
	2024 <sup>1</sup>	Relative share in %	2024 (min.)	2024 (max.)	2023	2024	Relative share in %	2023	2024	Relative share in %	2023
<b>Nikolai Setzer</b> Chairman of the Executive Board since December 1, 2020 Member of the Executive Board since August 12, 2009											
Fixed remuneration	1,353 <sup>4</sup>	25.0	1,353	1,353	1,450	1,353	41.2	1,450	1,353	45.2	1,450
Additional benefits	18	0.3	18	18	24	18	0.5	24	18	0.6	24
<b>Short-term variable remuneration</b>											
Performance bonus (immediate payment)	1,500	27.7	0	3,000	1,500	1,147	34.9	299	972	32.5	1,147
<b>Long-term variable remuneration</b>											
Performance bonus (deferral) [from 2020] <sup>5</sup>	1,000	18.4	0	2,000	1,000	765 <sup>6</sup>	23.3	199 <sup>7</sup>	648 <sup>8</sup>	21.7	765 <sup>6</sup>
Performance bonus (deferral) [until 2019] <sup>9</sup>	–	–	–	–	–	–	–	122 <sup>10</sup>	–	–	–
Long-term incentive	1,550	28.6	0	3,100	1,550	0	0.0	0	0	0.0	0
<b>Total</b>	<b>5,421</b>		<b>1,371</b>	<b>9,471</b>	<b>5,524</b>	<b>3,283</b>		<b>2,094</b>	<b>2,991</b>		<b>3,386</b>
Severance payment	0	0.0			0	0	0.0	0	0	0.0	0
Fixed/variable ratio in %	25.3/74.7					41.8/58.2			45.8/54.2		
<b>Total remuneration</b>	<b>5,421</b>	<b>100.0</b>			<b>5,524</b>	<b>3,283</b>	<b>100.0</b>	<b>2,094</b>	<b>2,991</b>	<b>100.0</b>	<b>3,386</b>
<b>Katja Garcia Vila</b> Group Finance and Controlling and Group IT Member of the Executive Board (December 14, 2021 to June 30, 2024)											
Fixed remuneration	400	29.0	400	400	800	400	30.7	800	400	51.0	800
Additional benefits	9	0.7	9	9	22	9	0.7	22	9	1.1	22
<b>Short-term variable remuneration</b>											
Performance bonus (immediate payment)	348	25.2	0	700	700	536	41.2	140	226	28.8	536
<b>Long-term variable remuneration</b>											
Performance bonus (deferral) [from 2020] <sup>5</sup>	232	16.8	0	467	467	357 <sup>6</sup>	27.4	93 <sup>7</sup>	150 <sup>8</sup>	19.1	357 <sup>6</sup>
Performance bonus (deferral) [until 2019] <sup>9</sup>	–	–	–	–	–	–	–	–	–	–	–
Long-term incentive	389	28.2	0	783	783	0	0.0	0	0	0.0	0
<b>Total</b>	<b>1,378</b>		<b>409</b>	<b>2,359</b>	<b>2,772</b>	<b>1,302</b>		<b>1,055</b>	<b>785</b>		<b>1,715</b>
Severance payment	0	0.0			0.0	0	0.0	0	0	0.0	0
Fixed/variable ratio in %	29.7/70.3					31.4/68.6			52.1/47.9		
<b>Total remuneration</b>	<b>652</b>	<b>100</b>			<b>2,772</b>	<b>1,302</b>	<b>100</b>	<b>1,055</b>	<b>785</b>	<b>100</b>	<b>1,715</b>

In € thousands	Service agreement commitments/ target amounts					Granted and owed <sup>2</sup> as defined in Section 162 (1) Sentence 1 AktG			Earned <sup>3</sup>		
	2024 <sup>1</sup>	Relative share in %	2024 (min.)	2024 (max.)	2023	2024	Relative share in %	2023	2024	Relative share in %	2023
<b>Philipp von Hirschheydt</b> <b>Automotive</b> <b>Member of the Executive Board since</b> <b>May 1, 2023</b>											
Fixed remuneration	747 <sup>4</sup>	27.4	747	747	533	747	57.2	533	747	55.1	533
Additional benefits	25	0.9	25	25	23	25	1.9	23	25	1.9	23
<b>Short-term variable remuneration</b>											
Performance bonus (immediate payment)	700	25.7	0	1,400	470	321	24.5	0	350	25.8	321
<b>Long-term variable remuneration</b>											
Performance bonus (deferral) [from 2020] <sup>5</sup>	467	17.2	0	934	313	214 <sup>6</sup>	16.4	0 <sup>7</sup>	234 <sup>8</sup>	17.3	214 <sup>6</sup>
Performance bonus (deferral) [until 2019] <sup>9</sup>	–	–	–	–	–	–	–	–	–	–	–
Long-term incentive	783	28.8	0	1,566	526	0	0.0	0	0	0.0	0
<b>Total</b>	<b>2,722</b>		<b>772</b>	<b>4,672</b>	<b>1,865</b>	<b>1,307</b>		<b>556</b>	<b>1,356</b>		<b>1,091</b>
Severance payment	0	0.0			0.0	0	0.0	0	0.0	0.0	0
Fixed/variable ratio in %	28.4/71.6					59.1/40.9			57.0/43.0		
<b>Total remuneration</b>	<b>2,722</b>	<b>100.0</b>			<b>1,865</b>	<b>1,307</b>	<b>100.0</b>	<b>556</b>	<b>1,355</b>	<b>100.0</b>	<b>1,091</b>
<b>Christian Kötz</b> <b>Tires</b> <b>Member of the Executive Board since</b> <b>April 1, 2019</b>											
Fixed remuneration	800	28.9	800	800	800	800	38.7	800	800	47.3	800
Additional benefits	19	0.7	19	19	25	19	0.9	25	19	1.1	25
<b>Short-term variable remuneration</b>											
Performance bonus (immediate payment)	700	25.3	0	1,400	700	750	36.2	280	523	31.0	750
<b>Long-term variable remuneration</b>											
Performance bonus (deferral) [from 2020] <sup>5</sup>	467	16.9	0	934	467	500 <sup>6</sup>	24.2	187 <sup>7</sup>	348 <sup>8</sup>	20.6	500 <sup>6</sup>
Performance bonus (deferral) [until 2019] <sup>9</sup>	–	–	–	–	–	–	–	203 <sup>10</sup>	–	–	–
Long-term incentive	783	28.3	0	1,566	783	0	0.0	0	0	0.0	0
<b>Total</b>	<b>2,769</b>		<b>819</b>	<b>4,719</b>	<b>2,775</b>	<b>2,069</b>		<b>1,495</b>	<b>1,690</b>		<b>2,075</b>
Severance payment	0	0.0			0	0	0.0	0.0	0.0	0.0	0.0
Fixed/variable ratio in %	29.6/70.4					39.6/60.4			48.4/51.6		
<b>Total remuneration</b>	<b>2,769</b>	<b>100.0</b>			<b>2,775</b>	<b>2,069</b>	<b>100.0</b>	<b>1,495</b>	<b>1,690</b>	<b>100.0</b>	<b>2,075</b>
<b>Philip Nelles</b> <b>ContiTech</b> <b>Member of the Executive Board since</b> <b>June 1, 2021</b>											
Fixed remuneration	800	28.9	800	800	800	800	45.7	800	800	56.5	800
Additional benefits	16	0.6	16	16	17	16	0.9	17	16	1.1	17
<b>Short-term variable remuneration</b>											
Performance bonus (immediate payment)	700	25.3	0	1,400	700	562	32.1	70	359	25.4	562
<b>Long-term variable remuneration</b>											
Performance bonus (deferral) [from 2020] <sup>5</sup>	467	16.9	0	934	467	374 <sup>6</sup>	21.3	46 <sup>7</sup>	240 <sup>8</sup>	16.9	374 <sup>6</sup>
Performance bonus (deferral) [until 2019] <sup>9</sup>	–	–	–	–	–	–	–	–	–	–	–
Long-term incentive	783	28.3	0	1,566	783	0	0.0	0	0	0.0	0
<b>Total</b>	<b>2,766</b>		<b>816</b>	<b>4,716</b>	<b>2,767</b>	<b>1,752</b>		<b>933</b>	<b>1,415</b>		<b>1,753</b>
Severance payment	0	0.0			0	0	0.0	0	0	0.0	0
Fixed/variable ratio in %	29.5/70.5					46.6/53.4			57.7/42.3		
<b>Total remuneration</b>	<b>2,766</b>	<b>100.0</b>			<b>2,767</b>	<b>1,752</b>	<b>100.0</b>	<b>933</b>	<b>1,414</b>	<b>100.0</b>	<b>1,753</b>

In € thousands	Service agreement commitments/ target amounts					Granted and owed <sup>2</sup> as defined in Section 162 (1) Sentence 1 AktG			Earned <sup>3</sup>		
	2024 <sup>1</sup>	Relative share in %	2024 (min.)	2024 (max.)	2023	2024	Relative share in %	2023	2024	Relative share in %	2023
<b>Dr. Ariane Reinhart</b> Group Human Relations and Sustainability Member of the Executive Board since October 1, 2014											
Fixed remuneration	800	29.0	800	800	800	800	47.0	800	800	51.1	800
Additional benefits	9	0.3	9	9	16	9	0.5	16	9	0.6	16
<b>Short-term variable remuneration</b>											
Performance bonus (immediate payment)	700	25.4	0	1,400	700	536	31.5	140	454	29.0	536
<b>Long-term variable remuneration</b>											
Performance bonus (deferral) [from 2020] <sup>5</sup>	467	16.9	0	934	467	357 <sup>6</sup>	21.0	93 <sup>7</sup>	302 <sup>8</sup>	19.3	357 <sup>6</sup>
Performance bonus (deferral) [until 2019] <sup>9</sup>	–	–	–	–	–	–	–	73 <sup>10</sup>	–	–	–
Long-term incentive	783	28.4	0	1,566	783	0	0.0	0	0	0.0	0
<b>Total</b>	<b>2,759</b>		<b>809</b>	<b>4,709</b>	<b>2,766</b>	<b>1,702</b>		<b>1,122</b>	<b>1,565</b>		<b>1,709</b>
Severance payment	0	0.0			0	0	0.0	0	0	0.0	0
Fixed/variable ratio in %	29.3/70.7					47.5/52.5			51.7/48.3		
<b>Total remuneration</b>	<b>2,759</b>	<b>100.0</b>			<b>2,766</b>	<b>1,702</b>	<b>100.0</b>	<b>1,122</b>	<b>1,565</b>	<b>100.0</b>	<b>1,709</b>
<b>Olaf Schick</b> Group Finance, Integrity and Law <sup>11</sup> Member of the Executive Board since May 1, 2023											
Fixed remuneration	800	28.9	800	800	533	800	49.9	533	800	46.7	800
Additional benefits	20	0.7	20	20	23	20	1.2	23	20	1.2	23
<b>Short-term variable remuneration</b>											
Performance bonus (immediate payment)	700	25.3	0	1,400	470	470	29.3	0	535	31.3	470
<b>Long-term variable remuneration</b>											
Performance bonus (deferral) [from 2020] <sup>5</sup>	467	16.9	0	934	313	313 <sup>6</sup>	19.5	0 <sup>7</sup>	357 <sup>8</sup>	20.9	313 <sup>6</sup>
Performance bonus (deferral) [until 2019] <sup>9</sup>	–	–	–	–	–	–	–	–	–	–	–
Long-term incentive	783	28.3	0	1,566	526	0	0.0	0	0	0.0	0
<b>Total</b>	<b>2,770</b>		<b>820</b>	<b>4,720</b>	<b>1,865</b>	<b>1,603</b>		<b>556</b>	<b>1,712</b>		<b>1,606</b>
Severance payment	0	0.0			0	0	0.0	0	0	0.0	0
Fixed/variable ratio in %	29.6/70.4					51.2/48.8			47.9/52.1		
<b>Total remuneration</b>	<b>2,770</b>	<b>100.0</b>			<b>1,865</b>	<b>1,603</b>	<b>100.0</b>	<b>556</b>	<b>1,712</b>	<b>100.0</b>	<b>1,606</b>

1 The performance bonus (immediate payment) and performance bonus (deferral) [from 2020] as well as the long-term incentive based on 100% target achievement.

2 There are no remuneration elements owed as defined in Section 162 (1) Sentence 1 AktG, i.e. due but not yet paid.

3 Voluntary disclosure – earned in terms of the remuneration to be paid for the respective fiscal year, whereby the variable elements of the performance bonus (immediate payment) and (deferral) as well as the LTI are paid out only in fiscal year n+1.

4 Salary waiver of 10% of gross monthly remuneration from May to December 2024.

5 From the net inflow of the performance bonus, shares of Continental AG with a value of 20% of the total gross amount must be purchased and held for a period of three years; the corresponding gross amount was calculated assuming a tax and contribution ratio of 50% flat.

6 Equity deferral from the 2023 performance bonus.

7 Equity deferral from the 2022 performance bonus.

8 Equity deferral from the 2024 performance bonus.

9 Based on the remuneration system prior to December 31, 2019; settlement and payment of the virtual shares of the deferral.

10 Equity deferral from the 2019 performance bonus.

11 Appointed chief financial officer effective July 1, 2024.



## Presentation of the remuneration granted to individual former members of the Executive Board in fiscal 2024 (Section 162 (1) and (2) AktG)

Former members of the Executive Board <sup>2</sup>	Fixed remuneration		Additional benefits		Variable remuneration		Benefit payments		Other benefits <sup>1</sup>		Total remuneration
	in € thousands	Relative share in %	in € thousands	Relative share in %	in € thousands	Relative share in %	in € thousands	Relative share in %	in € thousands	Relative share in %	in € thousands
Katja Garcia Vila <sup>3</sup> (until June 30, 2024)	363	89.9	5	1.2	0	0.0	0	0.0	36	8.9	404
Frank Jourdan (until Dec. 31, 2021)	0	0.0	0	0.0	0	0.0	259	100.0	0	0.0	259
Wolfgang Schäfer <sup>4</sup> (until Nov. 17, 2021)	0	0.0	0	0.0	0	0.0	536	100.0	0	0.0	536
Hans-Jürgen Duensing <sup>5</sup> (until May 31, 2021)	0	0.0	0	0.0	0	0.0	179	100.0	0	0.0	179
Dr. Elmar Degenhart (until Nov. 30, 2020)	0	0.0	0	0.0	0	0.0	657	100.0	0	0.0	657
José A. Avila (until Sep. 30, 2018)	0	0.0	0	0.0	0	0.0	446	100.0	0	0.0	446
Heinz-Gerhard Wente (until April 30, 2015)	0	0.0	0	0.0	0	0.0	460	100.0	0	0.0	460
Elke Strathmann (until April 25, 2014)	0	0.0	0	0.0	0	0.0	204	100.0	0	0.0	204

<sup>1</sup> Other benefits in fiscal 2024 include only the granting of compensation for non-competition.

<sup>2</sup> The former members of the Executive Board Helmut Matschi (until December 31, 2021), Andreas Wolf (until September 15, 2021) and Dr. Ralf Cramer (until August 11, 2017) did not receive any remuneration in fiscal 2024.

<sup>3</sup> Resigned as of June 30, 2024; service agreement ended as of December 13, 2024.

<sup>4</sup> Resigned as of November 17, 2021; service agreement ended as of January 31, 2022.

<sup>5</sup> Resigned as of May 31, 2021; service agreement ended as of July 31, 2021.

## 2. Short-term incentive (STI)

### a) Short-term incentive for fiscal 2023 (“granted”)

#### Target criteria, degree of achievement and target achievement of the STI granted in fiscal 2023 pursuant to Section 162 (1) Sentence 2 No. 1 AktG

Target criteria 2023	Degree of achievement			Target achievement	
	0%	100%	200%	Earnings 2023	in %
<b>EBIT in € thousands</b>					
Continental Group	1,749	2,498	3,248	1,945	26.2
Automotive group sector	415	592	770	-33	0.0
Tires group sector	1,302	1,860	2,418	1,815	92.0
ContiTech group sector	308	440	572	374	49.9
<b>ROCE in %</b>					
Continental Group	8.8	11.8	14.8	9.4	20.0
Automotive group sector	3.3	6.3	9.3	-0.4	0.0
Tires group sector	19.8	22.8	25.8	23.9	136.7
ContiTech group sector	11.0	14.0	17.0	11.4	13.3
<b>Free cash flow in € thousands</b>					
Continental Group	0	500	1,000	1,292	200.0

### Individual weighting and target achievement of the 2023 STI of active members of the Executive Board in fiscal 2023

Target achievement 2023 ("granted" in 2024)	Continental Group			Group sector		PCF	STI target amount	Total target achievement	Total amount
	EBIT	ROCE	FCF	EBIT	ROCE				
Weighting in %							in € thousands	in %	in € thousands
<b>Members of the Executive Board in 2023</b>									
Nikolai Setzer Chairman of the Executive Board	40.0	30.0	30.0	–	–	1.0	2,500	76.5	1,912
Katja Garcia Vila Group Finance and Controlling and Group IT	40.0	30.0	30.0	–	–	1.0	1,167	76.5	893
Philipp von Hirschheydt Automotive (since May 1, 2023)	20.0	15.0	30.0	20.0	15.0	1.0	783	68.3	535
Christian Kötz Tires	20.0	15.0	30.0	20.0	15.0	1.0	1,167	107.1	1,250
Philip Nelles ContiTech	20.0	15.0	30.0	20.0	15.0	1.0	1,167	80.2	936
Dr. Ariane Reinhart Group Human Relations and Sustainability	40.0	30.0	30.0	–	–	1.0	1,167	76.5	893
Olaf Schick Group Finance, Integrity and Law (since May 1, 2023)	40.0	30.0	30.0	–	–	1.0	783	76.5	783 <sup>1</sup>

<sup>1</sup> Guaranteed bonus of 100% for the first 12 months of the term of office based on supplementary agreement; see "Deviation from the remuneration system" on page 28.

The Supervisory Board did not set any targets for the PCF of the Executive Board members for fiscal 2023. This was decided in order to focus on the financial performance criteria. If target criteria

are not determined individually, the value of the PCF is 1.0 according to the remuneration system.

#### b) Short-term incentive for fiscal 2024 ("earned")

Under the updated remuneration system, ESG indicators were used in the STI for the first time in fiscal 2024. The Supervisory Board defined a target related to integrity for this fiscal year, with target achievement based on the average approval rating ("tend to agree" or "agree") of Continental Group employees within the context of the annual survey "OUR BASICS Live" for the following questions (each question weighted equally):

- › I fully support the values (Freedom to Act, Passion to Win, For One Another, Trust) for which Continental stands.
- › I can ask questions and raise concerns without fear.
- › I think my immediate line manager encourages people to learn from mistakes.

- › I think company staff and managers respect Continental's code of conduct.
- › In my opinion, my relevant work goals and requirements are clearly defined.
- › I think Continental's commitment to quality is demonstrated in what we do on a daily basis.

The scale for determining the degree of target achievement is as follows: an average approval rating of 79% means a target achievement of 0%; an average approval rating of 81% means a target achievement of 100%; an average approval rating of 83% means a target achievement of 200%. Intermediate values are calculated on a straight-line basis.

### Target criteria, degree of achievement and target achievement of the STI earned for fiscal 2024 (voluntary disclosure)

Target criteria 2024	Degree of achievement			Target achievement	
	0%	100%	200%	Earnings 2024	in %
<b>Adj. EBIT in € thousands</b>					
Continental Group	2,103	3,005	3,906	2,696	65.7
Automotive group sector	707	1,010	1,313	454	0.0
Tires group sector	1,295	1,850	2,404	1,902	109.5
ContiTech group sector	385	551	716	395	5.6
<b>FCF in %</b>					
Continental Group	788	1,125	1,463	1,052	78.4
<b>Sustainability target in % of approval</b>					
Continental Group	79	81	83	79	0.0

### Individual weighting and target achievement of the 2024 STI of active members of the Executive Board in fiscal 2024 (voluntary disclosure)

Target achievement 2024 ("earned" in 2024)	Continental Group		Group sector		STI target amount	Total target achievement	Total amount	
	Adj. EBIT	FCF	Sustainability target	Adj. EBIT				PCF
Weighting in %						in € thousands	in %	in € thousands
<b>Members of the Executive Board in 2024</b>								
Nikolai Setzer Chairman of the Executive Board	45.0	45.0	10.0	–	1.0	2,500	64.8	1,621
Katja Garcia Vila <sup>1</sup> Group Finance and Controlling and Group IT	45.0	45.0	10.0	–	1.0	580	64.8	376
Philipp von Hirschheydt Automotive	22.5	45.0	10.0	22.5	1.0	1,167	50.0	584
Christian Kötz Tires	22.5	45.0	10.0	22.5	1.0	1,167	74.7	871
Philip Nelles ContiTech	22.5	45.0	10.0	22.5	1.0	1,167	51.3	599
Dr. Ariane Reinhart Group Human Relations and Sustainability	45.0	45.0	10.0	–	1.0	1,167	64.8	756
Olaf Schick <sup>2</sup> Group Finance, Integrity and Law	45.0	45.0	10.0	–	1.0	1,167	64.8	892 <sup>3</sup>

<sup>1</sup> Executive Board member until June 30, 2024.

<sup>2</sup> Responsible for Integrity and Law until June 30, 2024; appointed CFO with newly created function effective July 1, 2024.

<sup>3</sup> Guaranteed bonus of 100% for the first 12 months of the term of office based on supplementary agreement; see "Deviation from the remuneration system" on page 28.

The Supervisory Board did not set any targets for the PCF for any of the Executive Board members for fiscal 2024, as the focus remained on the financial performance criteria. The value of the PCF is therefore 1.0.

### 3. Long-term incentive

Both the LTI granted (LTI 2020–2023) and the LTI earned (LTI 2021–2024) in fiscal 2024 are based on the structure defined in the 2020 remuneration system. The key performance criteria are the relative TSR, which is derived from the Continental TSR compared with the benchmark TSR, and a sustainability factor. Based on the sustainability ambition, the Supervisory Board was able to

define up to six targets and performance criteria as part of the sustainability factor. The relative TSR and the sustainability factor are linked by way of multiplication (see the "Remuneration system prior to December 31, 2023" section above for more detailed information).

#### a) Target achievement of the long-term incentive granted in the past fiscal year (2020–2023 LTI)

##### Target achievement for relative TSR

Target criteria 2020–2023 LTI	Average initial share price	Average final share price	Dividends paid	Target achievement	
	in €	in €	in €	Result in %-pts	in %
<b>Relative TSR</b>					
Continental TSR	99.66	74.48	6.70 <sup>1</sup>	-18.54	
Benchmark TSR	381.79	563.60		47.62	
Relative TSR				-66.16	0.0

<sup>1</sup> The following dividends were paid during the term: €3.00 in 2020, €0.00 in 2021, €2.20 in 2022 and €1.50 in 2023.

### Sustainability factor

The Supervisory Board defined the following six sustainability targets for the sustainability factor in the 2020-2023 LTI:

- › The CO<sub>2</sub> emissions of the Continental Group (Scope 1 and Scope 2 emissions as defined by the Greenhouse Gas Protocol - Corporate Accounting and Reporting Standard) in the final year of the term are at least 61% lower than in fiscal 2019. For this purpose, Scope 2 emissions from fiscal 2020 onward are determined using the market-based Scope 2 method, which takes into account electricity purchased from renewable sources.
- › The share of recycled waste in the total amount of waste generated by the Continental Group in the final year of the term is at least 86%.
- › In the final year of the term, the number of accidents per million working hours involving employees of the Continental Group is at least 13% lower than in fiscal 2019.
- › The sickness rate among all employees of the Continental Group is at least 13% lower in the final year of the term than in fiscal 2019.
- › The proportion of women and men in management positions in the Continental Group (Continental grades  $\geq$  13, with the exception of management positions at group companies in the USA) is at least 22% in each case at the end of the final year of the term.
- › In the representative annual employee survey "OUR BASICS Live" conducted in the final year of the term, the average score in the "Sustainable Engagement" category is at least 80% ("tend to agree" or "agree").

A value of 0.1 is added to the starting factor of 0.7 in the 2020-2023 LTI for each sustainability target achieved. Four sustainability targets were achieved, resulting in a sustainability factor of 1.1.

Target criteria 2020-2023 LTI	Target value	Target achievement	
		Result in %	Sustainability factor
<b>Starting factor</b>			<b>0.7</b>
<b>Sustainability targets</b>			
CO <sub>2</sub> emissions	- $\geq$ 61%	-72.3	0.1
Waste for recovery quota	$\geq$ 86%	87.0	0.1
Accident rate	- $\geq$ 13%	-29.4	0.1
Sick leave	- $\geq$ 13%	-5.9	0
Women in management positions	$\geq$ 22%	19.8	0
Sustainable engagement	$\geq$ 80%	81.0	0.1
<b>Sustainability factor</b>			<b>1.1</b>

The performance index is calculated by multiplying the relative TSR by the sustainability factor. The relative TSR is zero, giving a performance index of zero.

### Target achievement of the long-term incentive granted in the past fiscal year (2020–2023 LTI) - overview

	Allotment value 2020–2023 LTI	Basic holding of virtual shares <sup>1</sup>	Performance index (PI)	Final holding of virtual shares	Payout price <sup>2</sup>	Total target achievement	Total amount
	in € thousands	number of shares		number of shares		in %	in € thousands
Nikolai Setzer <sup>3</sup>	847	6,978	0.0	0	74.24	0.0	0
Katja Garcia Vila (since Dec. 14, 2021)	–	–	–	–	–	–	–
Philipp von Hirschheydt (since May 1, 2023)	–	–	–	–	–	–	–
Christian Kötz	783	6,451	0.0	0	74.24	0.0	0
Philip Nelles (since June 1, 2021)	–	–	–	–	–	–	–
Dr. Ariane Reinhart	893	7,358	0.0	0	74.24	0.0	0
Olaf Schick (since May 1, 2023)	–	–	–	–	–	–	–
<b>Former members of the Executive Board</b>							
Dr. Elmar Degenhart (until Nov. 30, 2020) <sup>4</sup>	355	2,928	0.0	0	74.24	0.0	0
Frank Jourdan (until Dec. 31, 2021)	783	6,451	0.0	0	74.24	0.0	0
Helmut Matschi (until Dec. 31, 2021)	783	6,451	0.0	0	74.24	0.0	0
Wolfgang Schäfer (until Nov. 17, 2021)	893	7,358	0.0	0	74.24	0.0	0
Hans-Jürgen Duensing (until May 31, 2021)	783	6,451	0.0	0	74.24	0.0	0
Andreas Wolf (June 3, 2020 to Sep. 15, 2021) <sup>5</sup>	454	3,737	0.0	0	74.24	0.0	0

<sup>1</sup> Based on the underlying LTI guideline calculated using the average share price two months prior to commencement of the term, i.e. November 1, 2019 to December 31, 2019 = €121.37 (initial share price).

<sup>2</sup> The payout price under the underlying guideline is the sum of the arithmetic mean of Continental AG's closing share prices in the last two months prior to the next ordinary Annual Shareholders' Meeting that follows the end of the term plus the dividends paid out per share during the term (see page 10 for details). The 2024 Annual Shareholders' Meeting was held on April 26, 2024, meaning that the period from February 26 to April 25, 2024, applied to the 2020–2023 LTI tranche. The final share price was €67.54 incl. the dividend per share paid during the term: 2020 = €3.00, 2021 = €0.00, 2022 = €2.20, 2023 = €1.50.

<sup>3</sup> When the tranche was allotted effective January 1, 2020, the allotment value was €783 thousand. When the office of chairman of the Executive Board was assumed on December 1, 2020, the allotment value increased pro rata by €64 thousand.

<sup>4</sup> Pro-rata (proportional) entitlement, as defined by the concluded termination agreement, to the allotment value calculated on the basis of the period from the beginning of the tranche up to termination of the employment relationship in relation to the total term of the tranche.

<sup>5</sup> Beginning of the service agreement during a tranche currently underway, therefore pro-rata allotment value effective from the start of the contract.

### b) Target achievement of the long-term incentive earned in the past fiscal year (2021–2024 LTI)

#### Target achievement for relative TSR

	Average initial share price	Average final share price	Dividends paid	Result in %-pts	Target achievement
Target criteria 2021–2024 LTI	in €	in €	in €		in %
<b>Relative TSR</b>					
Continental TSR	117.77	64.97	5.90 <sup>1</sup>	-39.82	
Benchmark TSR	413.18	517.61		25.27	
Relative TSR				-65.10	0.0

<sup>1</sup> The following dividends were paid during the term: €0.00 in 2021, €2.20 in 2022, €1.50 in 2023 and €2.20 in 2024.

### Sustainability factor

The Supervisory Board defined the following five sustainability targets for the sustainability factor in the 2021-2024 LTI:

- › Own CO<sub>2</sub> emissions of the Continental Group (Scope 1 and Scope 2 emissions as defined by the Greenhouse Gas Protocol - Corporate Accounting and Reporting Standard) in the final year of the term are at least 5% lower than in fiscal 2020.
- › The share of recycled waste in the total amount of waste generated (waste for recovery quota) by the Continental Group in the final year of the term is at least 87%.
- › In the final year of the term, the number of accidents per million working hours involving employees of the Continental Group (accident rate) is at least 13% lower than in fiscal 2020.
- › The proportion of women and men in management positions (gender diversity) in the Continental Group (Continental grades  $\geq$  13, with the exception of management positions at group companies in the USA) is at least 23% in each case at the end of the final year of the term.

- › In the representative annual employee survey "OUR BASICS Live" conducted in the final year of the term, the average score in the "Sustainable Engagement" category (Sustainable Engagement index) is at least 80% ("tend to agree" or "agree").

In the event that the spin-off of the Vitesco Technologies business area took effect during the term of the LTI tranche, the Supervisory Board set the target achievement for CO<sub>2</sub> emissions as follows:

- › Own CO<sub>2</sub> emissions of the Continental Group (Scope 1 and Scope 2 emissions as defined by the Greenhouse Gas Protocol - Corporate Accounting and Reporting Standard) in the final year of the term are at least 7% lower than in fiscal 2020.

As the spin-off of the Vitesco Technologies business area took effect in fiscal 2021, this target achievement for the 2021-2024 LTI applies. Otherwise, the targets remain unchanged.

A value of 0.12 is added to the starting factor of 0.7 in the 2021-2024 LTI for each sustainability target achieved. Three sustainability targets were achieved, resulting in a sustainability factor of 1.06.

### Target achievement for sustainability factor

					Target achievement
Target criteria 2021-2024 LTI	Initial value	Target value	Result	Result in %	Sustainability factor
<b>Starting factor</b>					<b>0.7</b>
<b>Sustainability targets</b>					
CO <sub>2</sub> emissions	0.99 million metric tons	0.92 million metric tons	0.83 million metric tons	-16.0	0.12
Waste for recovery quota	–	$\geq$ 87%	–	87.2	0.12
Accident rate	2.9	2.5	2.1	-28.0	0.12
Women in management positions	–	$\geq$ 23%	–	20.6	0.00
Sustainable engagement	–	$\geq$ 80%	–	79.0	0.00
<b>Sustainability factor</b>					<b>1.06</b>

The performance index is calculated by multiplying the relative TSR by the sustainability factor. The relative TSR is zero, giving a performance index of zero.

**Target achievement of the long-term incentive earned in the past fiscal year (2021-2024 LTI) - overview**

	Allotment value 2021-2024 LTI	Basic holding of virtual shares <sup>1</sup>	Performance Index (PI)	Final holding of virtual shares	Payout price <sup>2</sup>	Total target achievement	<b>Total amount</b>
	in € thousands	number of shares		number of shares		in %	<b>in € thousands</b>
Nikolai Setzer	1,550	13,869	0.0	0	68.31	0.0	0
Katja Garcia Vila (Dec. 14, 2021 to June 30, 2024)	39	346	0.0	0	68.31	0.0	0
Philipp von Hirschheydt (since May 1, 2023)	–	–	–	–	–	–	–
Christian Kötz	783	7,006	0.0	0	68.31	0.0	0
Philip Nelles (since June 1, 2021) <sup>3</sup>	459	4,108	0.0	0	68.31	0.0	0
Dr. Ariane Reinhart	893	7,990	0.0	0	68.31	0.0	0
Olaf Schick (since May 1, 2023)	–	–	–	–	–	–	–
<b>Former members of the Executive Board</b>							
Frank Jourdan (until Dec. 31, 2021)	783	7,006	0.0	0	68.31	0.0	0
Helmut Matschi (until Dec. 31, 2021)	783	7,006	0.0	0	68.31	0.0	0
Wolfgang Schäfer (until Nov. 17, 2021) <sup>4</sup>	785	7,027	0.0	0	68.31	0.0	0
Hans-Jürgen Duensing (until May 31, 2021) <sup>5</sup>	324	2,898	0.0	0	68.31	0.0	0
Andreas Wolf (June 3, 2020 to Sep. 15, 2021) <sup>6</sup>	553	4,952	0.0	0	68.31	0.0	0

1 Based on the underlying LTI guideline calculated using the average share price two months prior to commencement of the term, i.e. November 1, 2020 to December 31, 2020 = €111.76 (initial share price).

2 The payout price under the underlying guideline is the sum of the arithmetic mean of Continental AG's closing share prices in the last two months prior to the next ordinary Annual Shareholders' Meeting that follows the end of the term plus the dividends paid out per share during the term (see page 10 for details). The next Annual Shareholders' Meeting will be held on April 25, 2025, meaning that the period from February 25 to April 24, 2025, applies to the 2021-2024 LTI tranche and it will not be possible to provide a full breakdown until the 2025 remuneration report. Calculated here using the average price for November 1 to December 31, 2024 = €62.41. The following dividends per share were paid during the term: 2021 = €0.00, 2022 = €2.20, 2023 = €1.50, 2024 = €2.20.

3 Beginning of the service agreement during a tranche currently underway, therefore pro-rata allotment value effective from the start of the contract.

4 Pro-rata allotment value until resigned as of November 17, 2021; service agreement ended as of January 31, 2022.

5 Pro-rata allotment value until resigned as of May 31, 2021; service agreement ended as of July 31, 2021.

6 Service agreement ended as of September 15, 2021; pro-rata allotment value until contract ended.

**Additional Disclosures****Benefit payments to former members of the Executive Board**

Benefit payments totaling €6.898 million were paid to former Executive Board members who left the company in fiscal 2014 or earlier.

**Benefits in the event of regular termination of employment (Section 162 (2) No. 3 AktG)**

In the event of regular termination of their employment relationship, Executive Board members receive the following benefits:

- Members of the Executive Board newly appointed up until December 31, 2023, received future benefit rights; members of the Executive Board newly appointed from January 1, 2024, onward receive a pension allowance, as already described in this remuneration report.

- For each member of the Executive Board, a post-contractual non-compete covenant is agreed for a duration of two years. Over this period of time, appropriate compensation (compensation for non-competition) is granted at an amount of 50% of the most recently contractually agreed benefits each year.

**Benefits in the event of premature termination of employment (Section 162 (2) No. 2 AktG)**

In the event of premature termination of their employment relationship under Section 162 (2) AktG, Executive Board members receive the aforementioned benefits in accordance with Section 162 (2) No. 3 AktG, and in addition the following benefits:

- In the event of premature termination of Executive Board work without good cause, payments to be agreed where necessary that are made to the member of the Executive Board, including additional benefits, shall not exceed the value of two annual salaries (severance cap) or the value of remuneration for the remaining term of the service agreement of the Executive Board mem-

ber. For the calculation of the severance cap, the total remuneration for the past fiscal year is taken into account, and if necessary also the expected total remuneration for the current fiscal year.

- › Any severance payment is to be credited against the compensation for non-competition.
- › If the Executive Board member dies during the term of the service agreement, his/her widow(er) or a registered life partner and any dependent orphans are entitled as joint creditors to the fixed remuneration for the month of death and the following six months, at most until the scheduled end date of the service agreement.

#### **Benefits in the event of termination of employment (Section 162 (2) No. 4 AktG)**

In fiscal 2024, Katja Garcia Vila, responsible for the Finance function, stepped down from her position on the Executive Board prior to the end of her term, effective June 30, 2024. Her service agreement ended on December 13, 2024. She continued to receive fixed remuneration for the period from July 1, 2024 to December 13, 2024. In addition, she has a pro-rata entitlement for this period

to the STI for fiscal 2024 and the 2024-2027 LTI. Katja Garcia Vila remained at the company's full and ongoing disposal during this period to ensure the smooth handover of duties to her successors Olaf Schick for Finance and Nikolai Setzer for Group IT. From December 14, 2024, Katja Garcia Vila was entitled to compensation for non-competition due to the agreed post-contractual non-compete covenant. According to a preliminary calculation, this amounts to €741 thousand p.a. and will be paid out in equal monthly installments. It will not be possible to calculate the final amount until the variable remuneration components have been settled that need to be taken into account for the compensation for non-competition, i.e. upon settlement of the 2024-2027 LTI in fiscal 2028.

#### **Benefits from third parties to a member of the Executive Board (Section 162 (2) No. 1 AktG)**

In fiscal 2024, the members of the Executive Board neither received nor were promised payments by a third party with respect to their activities on the Executive Board. The same applies to the benefits or commitments of other Continental Group companies.



**Comparative presentation of the annual change in the remuneration (granted and owed) of the members of the Executive Board, the company's earnings performance and the average remuneration of employees on a full-time equivalent basis (Section 162 (1) Sentence 2 No. 2 AktG)**

	Change 2020-2019 in %	Change 2021-2020 in %	Change 2022-2021 in %	Change 2023-2022 in %	Change 2024-2023 in %
<b>Remuneration of the Executive Board<sup>1</sup></b>					
<b>Members of the Executive Board in 2024</b>					
Nikolai Setzer	-39.5	37.8	202.7	-62.5	56.8
Katja Garcia Vila (until June 30, 2024)	–	–	2126.8	15.6	23.4
Philipp von Hirschheydt (since May 1, 2023)	–	–	–	100.0	135.1
Christian Kötzt	83.8	-16.2	186.9	-45.4	38.4
Philip Nelles (since June 1, 2021)	–	–	307.8	-52.0	87.6
Dr. Ariane Reinhart	-31.5	11.2	73.1	-59.6	51.6
Olaf Schick (since May 1, 2023)	–	–	–	100.0	188.3
<b>Former members of the Executive Board</b>					
Dr. Elmar Degenhart (until November 30, 2020)	-48.5	-11.4	-29.2	-36.2	-20.4
Frank Jourdan (until December 31, 2021)	-50.8	326.8	-80.8	-81.1	62.9
Helmut Matschi (until December 31, 2021)	-63.5	437.9	-79.9	-93.3	-100.0
Wolfgang Schäfer (until November 17, 2021)	-41.6	2.4	-79.5	73.0	1.9
Andreas Wolf (until September 15, 2021)	–	93.0	47.7	-100.0	–
Hans-Jürgen Duensing (until May 31, 2021)	-14.5	-6.5	62.1	-70.7	-67.3
José Avila (until September 30, 2018)	-11.9	19.8	-58.2	13.2	–
Ralf Cramer (until August 11, 2017)	-106.9	-275.0	-100.0	–	–
Heinz-Gerhard Wente (until April 30, 2015)	-23.4	3.3	1.7	-100.0	10.8
Elke Strathmann (until April 25, 2014)	–	–	34.8	-100.0	12.1
<b>Earnings performance</b>					
Continental AG: net income	-84.5	54.3	-18.6	-143.0	-1,682.1 <sup>2</sup>
Continental Group: adjusted EBIT	-58.7	37.7	5.2	31.6	6.6
<b>Average employee remuneration based on full-time equivalent</b>					
Reference group <sup>3</sup>	-2.6	3.0	5.6	2.2	4.4

<sup>1</sup> Granted and owed remuneration as defined in Section 162 (1) Sentence 1 AktG.

<sup>2</sup> Due to change in net income from -€423 million to €6,692 million.

<sup>3</sup> Employees of the German companies of the Continental Group, with the exception of Elektrotbit Automotive GmbH, Continental Trebbin GmbH & Co. KG and kek-Kaschierungen GmbH. These exempt companies are currently not integrated into the corporate-wide accounting systems; they employ less than 10% of all employees of the German companies of the Continental Group. Full-time employees (within the meaning of the collectively bargained or contractual weekly target working time) who were employed for a total of 360 social security days in fiscal 2024 as at December 31, 2024, excluding interns, trainees and posted employees; gross salary with employer share for social security and non-cash benefits; less severance pay and inventor remuneration.

**Performance bonus equity deferral of active members of the Executive Board in fiscal 2024**

	Number of shares	Total value of acquired shares <sup>1</sup>	Equity deferral amount <sup>2</sup>	Blocked until
	as at Dec. 31, 2024			
<b>Members of the Executive Board in 2024</b>	number of shares	in € thousands	in € thousands	
<b>Nikolai Setzer (chairman of Executive Board since Dec. 1, 2020)</b>				
2020 performance bonus equity deferral	225	15		May 31, 2024
2021 performance bonus equity deferral	10,991	712		May 31, 2025
2022 performance bonus equity deferral	1,575	102		May 31, 2026
2023 performance bonus equity deferral	6,049	392		June 2, 2027
2024 performance bonus equity deferral			648	–
Additional SOG holding obligation <sup>3</sup>	22,180	1,436		
<b>Total</b>	<b>40,795</b>	<b>2,642</b>		
SOG holding obligation <sup>4</sup>	40,795			Open
<b>Katja Garcia Vila (until June 30, 2024)</b>				
2021 performance bonus equity deferral	254	16		May 31, 2025
2022 performance bonus equity deferral	736	48		May 31, 2026
2023 performance bonus equity deferral	2,824	183		June 2, 2027
2024 performance bonus equity deferral			150	–
Additional SOG holding obligation	5,803	376		
<b>Total</b>	<b>9,617</b>	<b>623</b>		
SOG holding obligation <sup>5</sup>	9,617			Dec. 13, 2026
<b>Philipp von Hirschheydt (since May 1, 2023)</b>				
2023 performance bonus equity deferral	1,691	109		June 2, 2027
2024 performance bonus equity deferral			234	–
Additional SOG holding obligation	–	–		
<b>Total</b>	<b>1,691</b>	<b>109</b>		
SOG holding obligation <sup>6</sup>	–			
<b>Christian Kötz (since April 1, 2019)</b>				
2020 performance bonus equity deferral	213	14		May 31, 2024
2021 performance bonus equity deferral	5,343	346		May 31, 2025
2022 performance bonus equity deferral	1,475	95		May 31, 2026
2023 performance bonus equity deferral	3,955	256		June 2, 2027
2024 performance bonus equity deferral			348	–
Additional SOG holding obligation <sup>3</sup>	194	13		
<b>Total</b>	<b>10,967</b>	<b>710</b>		
SOG holding obligation <sup>7</sup>	10,967			Open

	Number of shares	Total value of acquired shares <sup>1</sup>	Equity deferral amount <sup>2</sup>	Blocked until
		as at Dec. 31, 2024		
<b>Members of the Executive Board in 2024</b>	number of shares	in € thousands	in € thousands	
<b>Philip Nelles (since June 1, 2021)</b>				
2021 performance bonus equity deferral	3,133	203		May 31, 2025
2022 performance bonus equity deferral	368	24		May 31, 2026
2023 performance bonus equity deferral	2,961	192		June 2, 2027
2024 performance bonus equity deferral			240	–
Additional SOG holding obligation	–	–		
<b>Total</b>	<b>6,462</b>	<b>419</b>		
SOG holding obligation <sup>6</sup>	–			–
<b>Dr. Ariane Reinhart (since October 1, 2019)</b>				
2020 performance bonus equity deferral	206	13		May 31, 2024
2021 performance bonus equity deferral	5,131	332		May 31, 2025
2022 performance bonus equity deferral	736	48		May 31, 2026
2023 performance bonus equity deferral	2,824	183		June 2, 2027
2024 performance bonus equity deferral			302	–
Additional SOG holding obligation <sup>3</sup>	2,405	156		
<b>Total</b>	<b>11,096</b>	<b>719</b>		
SOG holding obligation <sup>7</sup>	11,096			Open
<b>Olaf Schick (since May 1, 2023)</b>				
2023 performance bonus equity deferral	2,478	160		June 2, 2027
2024 performance bonus equity deferral			357	–
Additional SOG holding obligation	–	–		
<b>Total</b>	<b>2,478</b>	<b>160</b>		
SOG holding obligation <sup>6</sup>	–			

1 Calculated using the closing price of the Continental share on December 30, 2024, in the Xetra system of Deutsche Börse AG, which stood at €64.30.

2 From the net inflow of the performance bonus, shares of Continental AG with a value of 20% of the "earned" total gross amount must be purchased and held for a period of three years; the corresponding gross amount of the deferral in the table for the presentation of the fixed and variable remuneration components of individual active members of the Executive Board in fiscal 2022 (Section 162 (1) Sentence 2 No. 1 AktG) was calculated assuming a tax and contribution ratio of 50% flat.

3 Additional SOG holding obligation calculated as at December 31, 2024, not taking into account the equity deferral from the 2020 performance bonus.

4 Effective November 30, 2024, end of the accumulation period pursuant to SOG as CEO. The holding period applies for two years following termination of the service agreement; consequently, the end of the blocking period cannot be determined until such a date is known.

5 Effective December 13, 2024, end of the accumulation period pursuant to SOG.

6 As the accumulation period has not yet been completed, an SOG holding obligation does not yet exist.

7 Effective December 31, 2023, end of the accumulation period pursuant to SOG. The holding period applies for two years following termination of the service agreement; consequently, the end of the blocking period cannot be determined until such a date is known.

**Performance bonus equity deferral of former members of the Executive Board in fiscal 2024**

	Number of shares#	Total value of acquired shares <sup>1</sup>	Equity deferral amount <sup>2</sup>	Blocked until
	as at Dec. 31, 2024			
<b>Former members of the Executive Board</b>	number of shares	in € thousands	in € thousands	
<b>Hans-Jürgen Duensing (until May 31, 2021)</b>				
2020 performance bonus equity deferral	378	24		May 31, 2024
2021 performance bonus equity deferral	3,103	201		May 31, 2025
Additional SOG holding obligation <sup>3</sup>	–			
<b>Total</b>	<b>3,103</b>	<b>201</b>		
SOG holding obligation <sup>4</sup>	–			
<b>Frank Jourdan (until Dec. 31, 2021)</b>				
2020 performance bonus equity deferral	206	13		May 31, 2024
2021 performance bonus equity deferral	2,029	131		May 31, 2025
Additional SOG holding obligation	–			
<b>Total</b>	<b>2,029</b>	<b>131</b>		
SOG holding obligation <sup>5</sup>	–			
<b>Helmut Matschi (until Dec. 31, 2021)</b>				
2020 performance bonus equity deferral <sup>3</sup>	206	13		May 31, 2024
2021 performance bonus equity deferral	2,029	131		May 31, 2025
Additional SOG holding obligation <sup>3</sup>	–			
<b>Total</b>	<b>2,029</b>	<b>131</b>		
SOG holding obligation <sup>5</sup>	–			
<b>Wolfgang Schäfer (until Nov. 17, 2021)</b>				
2020 performance bonus equity deferral	206	13		May 31, 2024
2021 performance bonus equity deferral			647 <sup>6</sup>	–
Additional SOG holding obligation <sup>7</sup>	430	28		
<b>Total</b>	<b>0</b>	<b>0</b>		
SOG holding obligation <sup>8</sup>	636			Jan. 31, 2024
<b>Andreas Wolf (until Sep. 15, 2021)</b>				
2020 performance bonus equity deferral	486	31		May 31, 2024
2021 performance bonus equity deferral	3,627	235		May 31, 2025
Additional SOG holding obligation <sup>3</sup>	–			
<b>Total</b>	<b>3,627</b>	<b>235</b>		
SOG holding obligation <sup>9</sup>	–			

<sup>1</sup> Calculated using the closing price of the Continental share on December 30, 2024, in the Xetra system of Deutsche Börse AG, which stood at €64.74.

<sup>2</sup> From the net inflow of the performance bonus, shares of Continental AG with a value of 20% of the "earned" total gross amount must be purchased and held for a period of three years; the corresponding gross amount of the deferral in the table for the presentation of the fixed and variable remuneration components of individual active members of the Executive Board in fiscal 2022 (Section 162 (1) Sentence 2 No. 1 AktG) was calculated assuming a tax and contribution ratio of 50% flat.

<sup>3</sup> Total SOG holding obligation calculated as at December 31, 2024, not taking into account the equity deferral from the 2020 performance bonus.

<sup>4</sup> SOG holding obligation ended on July 31, 2023.

<sup>5</sup> SOG holding obligation ended on December 31, 2023.

<sup>6</sup> The 2021 performance bonus was not paid due to the remuneration moratorium.

<sup>7</sup> There is no longer an additional SOG holding obligation as of December 31, 2024, because the SOG holding obligation ended on January 31, 2024.

<sup>8</sup> SOG holding obligation ended on January 31, 2024.

<sup>9</sup> SOG holding obligation ended on September 15, 2023.

### Malus and clawback provision pursuant to Section 162 (1) Sentence 2 No. 4 AktG

The Supervisory Board of Continental AG applied neither the compliance malus and clawback provision nor the performance correction and clawback provision in fiscal 2024 because the associated conditions were not met. The condition for the compliance malus and clawback provision is that an Executive Board member, in their function as a member of the Executive Board, commits a demonstrably knowing gross violation of their duties of care as defined in Section 93 AktG, a key principle of action set out in Continental's internal directives, or one of their other employment-related contractual obligations. In such cases, the Supervisory Board may, at its duty-bound discretion, reduce part or all of the variable remuneration to be granted for the fiscal year in which the gross violation occurred or, in the case of a payment already made, request a refund. The condition for the performance correction and clawback provision is that underlying data was inaccurate when calculating the variable remuneration components.

### Deviation from the remuneration system pursuant to Section 162 (1) Sentence 2 No. 5 AktG

One instance of deviation from the remuneration system occurred in the reporting year. The Supervisory Board decided by resolution on March 15, 2023, that the new member of the Executive Board

for Integrity and Law, Olaf Schick, would be treated from a financial perspective as if his target achievement for the STI (performance bonus) for the first 12 months of his term of office were 100%. This deviation was necessary to compensate for entitlements to variable remuneration that were lost when he left his previous employer.

### Compliance with maximum remuneration pursuant to Section 162 (1) Sentence 2 No. 7 AktG

The maximum remuneration includes the fixed salary, additional benefits, the variable remuneration and the service cost. It totals €11.5 million gross for the chairman of the Executive Board and €6.2 million gross for the other members of the Executive Board. Until the remuneration of the other members of the Executive Board was standardized in 2022, the maximum remuneration for the chief financial officer and the chief HR officer was €6.7 million. Hence, this is definitive for demonstrating compliance with the maximum remuneration for fiscal 2020, for which it has not been possible to provide conclusive reporting until this annual report because the final settlement that needed to be taken into account for this fiscal year - the 2020-2023 LTI - had not been definitively available.

### Compliance with maximum remuneration in fiscal 2020

In € thousands	Fixed remuneration			Variable remuneration			Maximum remuneration pursuant to Section 87a (1) Sentence 2 No. 1 AktG
	Basic remuneration	Additional benefits	Future benefit rights <sup>1</sup>	Performance bonus	2020-2023 LTI	Current total remuneration	
<b>Members of the Executive Board as at Dec. 31, 2024</b>							
Nikolai Setzer <sup>2</sup>	828	15	999	140	0	1,982	6,649
Philipp von Hirschheydt <sup>3</sup>	–	–	–	–	–	–	–
Christian Kötz	773	17	936	132	0	1,858	6,200
Philip Nelles <sup>4</sup>	–	–	–	–	–	–	–
Dr. Ariane Reinhart	1,063	14	920	127	0	2,124	6,700
Olaf Schick <sup>3</sup>	–	–	–	–	–	–	–
<b>Former members of the Executive Board</b>							
Dr. Elmar Degenhart <sup>5</sup>	1,281	20	1,443	0	0	2,744	10,526
Frank Jourdan	773	29	711	127	0	1,640	6,200
Helmut Matschi	773	18	805	127	0	1,723	6,200
Wolfgang Schäfer	1,063	17	844	127	0	2,051	6,700
Hans-Jürgen Duensing	773	23	691	233	0	1,720	6,200
Andreas Wolf <sup>6</sup>	448	8	244	300	0	1,000	3,591

<sup>1</sup> Defined benefit obligation pursuant to IFRS.

<sup>2</sup> Pro-rata calculation of maximum remuneration from January 1, 2020, to November 30, 2020, as ordinary member of the Executive Board (€5,675 thousand) and from December 1, 2020, to December 31, 2020, as chairman of the Executive Board (€974 thousand).

<sup>3</sup> Philipp von Hirschheydt and Olaf Schick were appointed to the Executive Board effective May 1, 2023. Accordingly, they received no remuneration for fiscal 2020.

<sup>4</sup> Philip Nelles was appointed to the Executive Board effective May 1, 2021. Accordingly, he received no remuneration for fiscal 2020.

<sup>5</sup> Elmar Degenhart stepped down from the Executive Board effective November 30, 2020, which is why the maximum remuneration for fiscal 2020 was calculated on a pro-rata basis.

<sup>6</sup> Andreas Wolf was appointed to the Executive Board effective June 3, 2020, which is why the maximum remuneration for fiscal 2020 was calculated on a pro-rata basis.

It cannot be definitively established until 2028 whether compliance has been ensured with the maximum remuneration limit for fiscal 2024 because this depends on the payout amount of the 2024–2027 LTI tranche. Even if it is assumed that the maximum amount of the 2024–2027 LTI tranche will be paid out in 2028, the maximum remuneration for the preceding fiscal year will not be exceeded since, even if the predetermined amounts of fixed salary, additional benefits, STI and service cost and an assumed maximum

target achievement for the 2024–2027 LTI tranche of 200% are factored in, the maximum remuneration amount still would not be met.

The remuneration report for fiscal 2028 will contain a final examination and assessment of compliance with the maximum remuneration limit for fiscal 2024.

### Pension entitlements pursuant to Section 162 (2) No. 3 AktG

In € thousands	Pension contribution		Defined benefit obligation <sup>1</sup>		Service cost <sup>2</sup>	
	2024	2023	Dec. 31, 2024	Dec. 31, 2023	2024	2023
<b>Members of the Executive Board in 2024</b>						
Nikolai Setzer	790	790	10,728	9,992	1,202	1,007
Katja Garcia Vila (until June 30, 2024)	393 <sup>3</sup>	393	1,704	1,219	554 <sup>3</sup>	494
Philipp von Hirschheydt (since May 1, 2023)	393	262	898	392	545	366
Christian Kötz	393	393	3,312	2,884	545	493
Philip Nelles (since June 1, 2021)	393	393	2,089	1,627	560	508
Dr. Ariane Reinhart	393	393	6,681	6,372	538	544
Olaf Schick (since May 1, 2023)	393	262	890	284	365	245

<sup>1</sup> Provisions for pension entitlements accrued to date in accordance with IFRS.

<sup>2</sup> Service cost for the year in accordance with IFRS.

<sup>3</sup> Values presented until service agreement ended as of December 13, 2024.

## Remuneration of the Supervisory Board

### Individual remuneration of the members of the Supervisory Board in fiscal 2024

Under the remuneration system for the Supervisory Board, each member of the Supervisory Board receives an annual fixed remuneration of €180 thousand. For the chairman and vice chairwoman of the Supervisory Board, as well as the chairperson and members of a committee, a higher remuneration is paid. This is three times the regular fixed remuneration of a Supervisory Board member for the chairman of the Supervisory Board, 2.5 times as much for the chairman of the Audit Committee, two times as much for the chairperson of another committee, and 1.5 times as much for the vice

chairwoman of the Supervisory Board and for the members of a committee.

In addition, each Supervisory Board member receives meeting attendance fees of €1 thousand for each Supervisory Board meeting that the member attends in person. This applies, mutatis mutandis, to personal attendance of committee meetings that do not take place on the same day as a Supervisory Board meeting. The members of the Supervisory Board also have their cash expenses reimbursed, in addition to any value-added tax incurred by them for activities relating to Supervisory Board work.

## Individual remuneration of the Supervisory Board in fiscal 2024

### Presentation of the remuneration granted to individual active and former members of the Supervisory Board in and for fiscal 2024 in accordance with the requirements of Section 162 (1) Sentence 2 No. 1 AktG

In € thousands	Remuneration components		
	2024		
	Fixed <sup>1</sup>	Meeting-attendance fees	Total
Prof. Dr.-Ing. Wolfgang Reitzle <sup>2</sup>	540	0	540
Hasan Allak <sup>3</sup>	241	6	247
Christiane Benner <sup>3, 4</sup>	270	5	275
Dr. Kevin Borck (since September 16, 2024) <sup>3</sup>	53	2	55
Dorothea von Boxberg	180	0	180
Stefan Erwin Buchner	180	5	185
Dr. Gunter Dunkel	180	6	186
Matthias Ebenau (since April 26, 2024) <sup>3</sup>	123	4	127
Francesco Grioli <sup>3</sup>	270	10	280
Michael Iglhaut <sup>3</sup>	270	9	279
Satish Khatu	180	6	186
Isabel Corinna Knauf	270	5	275
Carmen Löffler <sup>3</sup>	180	5	185
Sabine Neuß	180	6	186
Prof. Dr. Rolf Nonnenmacher	450	8	458
Anne Nothing (since April 26, 2024) <sup>3</sup>	123	4	127
Dirk Nordmann (until April 26, 2024) <sup>3</sup>	86	3	89
Lorenz Pfau (until April 26, 2024) <sup>3</sup>	58	2	60
Klaus Rosenfeld	270	4	274
Georg F. W. Schaeffler	270	9	279
Jörg Schönfelder <sup>3</sup>	209	5	214
Stefan Scholz (until September 1, 2024) <sup>3</sup>	120	4	124
Matthias Tote (since April 26, 2024) <sup>3</sup>	184	8	192
Elke Volkmann (until April 26, 2024) <sup>3</sup>	58	2	60

<sup>1</sup> The remuneration of the Supervisory Board comprises only a fixed remuneration.

<sup>2</sup> Chairman of the Supervisory Board.

<sup>3</sup> In accordance with the guidelines issued by the German Federation of Trade Unions, these employee representatives have declared that their board remuneration is transferred to the Hans Böckler Foundation and in two cases to other institutions as well.

<sup>4</sup> Vice chairwoman of the Supervisory Board.

**Comparative presentation of the annual change in the company's earnings performance, the remuneration of the members of the Supervisory Board and the remuneration of employees pursuant to Section 162 (1) Sentence 2 No. 2 AktG**

	Change 2020-2019	Change 2021-2020	Change 2022-2021	Change 2023-2022	Change 2024-2023
	in %	in %	in %	in %	in %
<b>Remuneration of the Supervisory Board<sup>1</sup></b>					
<b>Members of the Supervisory Board in 2024</b>					
Prof. Dr.-Ing. Wolfgang Reitzle <sup>2</sup>	34.9	2.7	0.9	-0.9	0.0
Hasan Allak	98.9	2.2	-0.5	0.5	32.1
Christiane Benner <sup>3</sup>	36.5	3.0	-0.4	0.4	-0.7
Dr. Kevin Borck (since Sep. 16, 2024)	–	–	–	–	100.0
Dorothea von Boxberg	–	–	100.0	46.0	-2.2
Stefan Erwin Buchner	–	–	100.0	0.5	-1.1
Dr. Gunter Dunkel	37.3	1.6	-0.5	-0.5	0.5
Matthias Ebenau (since April 26, 2024)	–	–	–	–	100.0
Francesco Grioli	34.5	3.3	0.4	0.7	-0.4
Michael Iglhaut	32.5	10.6	-4.4	0.0	-0.4
Satish Khatu	94.6	3.4	-0.5	0.5	1.1
Isabel Corinna Knauf	98.9	2.2	-0.5	48.9	-0.7
Carmen Löffler	–	–	226.3	0.5	-1.1
Sabine Neuß	29.9	9.2	-2.1	0.0	0.0
Prof. Dr. Rolf Nonnenmacher	33.4	3.0	2.7	-1.7	1.1
Anne Nothing (since April 26, 2024)	–	–	–	–	100.0
Dirk Nordmann (until April 26, 2024)	36.0	1.8	1.4	-0.7	-68.1
Lorenz Pfau (until April 26, 2024)	97.8	0.0	3.3	-2.7	-65.6
Klaus Rosenfeld	36.0	1.5	4.3	-3.1	-1.8
Georg F. W. Schaeffler	30.7	2.7	3.7	-1.4	0.7
Jörg Schönfelder	36.9	1.5	-0.4	2.2	-23.2
Stefan Scholz (until Sep. 1, 2024)	35.8	2.7	-1.1	1.6	-34.0
Matthias Tote (since April 26, 2024)	–	–	–	–	100.0
Elke Volkmann (until April 26, 2024)	35.1	3.3	0.0	-1.6	-66.8
<b>Former members of the Supervisory Board</b>					
Prof. Dr.-Ing. Peter Gutzmer (until April 26, 2019)	-100.0	–	–	–	–
Peter Hausmann (until Oct. 31, 2018)	–	–	–	–	–
Prof. Dr. Klaus Mangold (until April 26, 2019)	-100.0	–	–	–	–
Hartmut Meine (until Feb. 28, 2018)	–	–	–	–	–
Maria-Elisabeth Schaeffler-Thumann (until April 29, 2022)	-12.6	55.2	-78.5	-100.0	–
Gudrun Valten (until April 26, 2019)	-100.0	–	–	–	–
Kirsten Vörkel (until Sep. 15, 2021)	36.6	-29.0	-100.0	–	–
Erwin Wörle (until April 26, 2019)	-100.0	–	–	–	–
Prof. TU Graz e.h. KR Ing. Siegfried Wolf (until Dec. 31, 2021)	31.8	8.0	-97.3	–	–
<b>Earnings performance</b>					
Continental AG: net income	-84.5	54.3	-18.6	-143.0	1,682.1 <sup>4</sup>
Continental Group: adjusted EBIT	-58.7	37.7	5.2	31.6	6.6
<b>Average employee remuneration based on full-time equivalent</b>					
Reference group <sup>5</sup>	-2.6	3.0	5.6	2.2	4.4



1 Granted and owed remuneration as defined in Section 162 (1) Sentence 1 AktG.

2 Chairman of the Supervisory Board.

3 Vice chairwoman of the Supervisory Board.

4 Due to change in net income from -€423 million to €6,692 million.

5 Employees of the German companies of the Continental Group, with the exception of Elektrobit Automotive GmbH, Continental Trebbin GmbH & Co. KG and kek-Kaschierungen GmbH. These exempt companies are currently not integrated into the corporate-wide accounting systems; they employ less than 10% of all employees of the German companies of the Continental Group. Full-time employees (within the meaning of the collectively bargained or contractual weekly target working time) who were employed for a total of 360 social security days in fiscal 2024 as at December 31, 2024, excluding interns, trainees and posted employees; gross salary with employer share for social security and non-cash benefits; less severance pay and inventor remuneration.

The Executive Board and the Supervisory Board have prepared this remuneration report in accordance with Section 162 *AktG*.

For the Executive Board

For the Supervisory Board

Nikolai Setzer  
Chairman of the Executive Board

Olaf Schick  
Member of the Executive Board (CFO)

Prof. Dr.-Ing. Wolfgang Reitzle  
Chairman of the Supervisory Board

# Auditor's Report

To Continental Aktiengesellschaft, Hanover

We have audited the remuneration report of Continental Aktiengesellschaft, Hanover, for the financial year from January 1 to December 31, 2024, including the related disclosures, which was prepared to comply with Section 162 of the German Stock Corporation Act (*Aktiengesetz – AktG*).

## Responsibilities of the executive directors and the Supervisory Board

The executive directors and the Supervisory Board of Continental Aktiengesellschaft are responsible for the preparation of the remuneration report, including the related disclosures, which complies with the requirements of Section 162 *AktG*. The executive directors and the Supervisory Board are also responsible for such internal control as they determine is necessary to enable the preparation of a remuneration report, including the related disclosures, which is free from material misstatement, whether due to fraud or error.

## Auditor's responsibilities

Our responsibility is to express an opinion on this remuneration report, including the related disclosures, based on our audit. We conducted our audit in accordance with German generally accepted standards for the audit of financial statements promulgated by the Institute of Public Auditors in Germany (Institut der Wirtschaftsprüfer, IDW). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the remuneration report, including the related disclosures, is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts including the related disclosures stated in the remuneration report. The procedures selected depend on the auditor's judgment. This includes the assessment of the risks of material misstatement of the remuneration report including the related disclosures, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the preparation of the remuneration report including the related disclosures. The objective of this is to plan and perform audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the executive directors and the supervisory board, as well as evaluating the overall presentation of remuneration report including the related disclosures.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

## Audit opinion

In our opinion, based on the findings of our audit, the remuneration report for the financial year from January 1 to December 31, 2024, including the related disclosures, complies in all material respects with the accounting provisions of Section 162 *AktG*.

## Reference to another matter - formal audit of the remuneration report according to Section 162 *AktG*

The audit of the content of the remuneration report described in this auditor's report includes the formal audit of the remuneration report required by Section 162 (3) *AktG*, including the issuance of a report on this audit. As we express an unqualified audit opinion on the content of the remuneration report, this audit opinion includes that the information required by Section 162 (1) and (2) *AktG* has been disclosed in all material respects in the remuneration report.

## Restriction on use

We issue this auditor's report on the basis of the engagement agreed with Continental Aktiengesellschaft. The audit has been performed only for purposes of the company and the auditor's report is solely intended to inform the company as to the results of the audit. Our responsibility for the audit and for our auditor's report is only towards the company in accordance with this engagement. The auditor's report is not intended for any third parties to base any (financial) decisions thereon. We do not assume any responsibility, duty of care or liability towards third parties; no third parties are included in the scope of protection of the underlying engagement. Section 334 of the German Civil Code (*Bürgerliches Gesetzbuch – BGB*), according to which objections arising from a contract may also be raised against third parties, is not waived.

Hanover, March 12, 2025

PricewaterhouseCoopers GmbH  
Wirtschaftsprüfungsgesellschaft

Harald Wimmer  
*Wirtschaftsprüfer*  
German Public Auditor

Dr. Arne Jacobi  
*Wirtschaftsprüfer*  
German Public Auditor

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