



## **Annual Shareholders' Meeting of Continental Aktiengesellschaft on April 28, 2017**

Dear Shareholder,

We are pleased to provide you with the following information on participation in the Annual Shareholders' Meeting and delegation of voting rights.

### **I. Entitlement to participate and vote**

Only persons who have registered and submitted to the Company appropriate proof of their share ownership relating to the beginning of the 21st day before the Annual Shareholders' Meeting, i.e. **April 7, 2017, at 00:00 a.m.** ("effective date of proof") are entitled to participate in the Annual Shareholders' Meeting and to exercise voting rights.

The registration and proof of ownership must be received by the Company at the venue and the address indicated below by no later than **April 21, 2017, 24:00 midnight**:

Continental Aktiengesellschaft  
c/o Computershare Operations Center  
80249 Munich  
Germany

Telefax: +49 (0)89 30903-74675

E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

Upon receipt of the registration and the proof of share ownership, shareholders will be sent admission tickets for the Annual Shareholders' Meeting. We kindly ask that shareholders ensure that proof of share ownership is dispatched to the Company as early as possible in order to ensure punctual receipt of admission tickets.

### **1. Registration**

Registration for the Annual Shareholders' Meeting does not require a special form. Both the receipt of a request for an admission ticket and the submission of the proof of shareholding to the above-mentioned address by the shareholder or any proxy agent of the shareholder (e.g. a depository) will be recognized as registration for the Annual Shareholders' Meeting.

## **2. Proof of share ownership**

Special proof issued by the custodian institution in written form (“Textform”, Section 126 b of the German Civil Code (BGB)) shall suffice as proof of share ownership. If the shares are not kept in a securities account at a financial institution as at the effective date of proof, proof of ownership can be issued by the Company, by a public notary, a securities depot, or a financial institution within the European Union.

The proof of share ownership must relate to **April 7, 2017, at 00:00 a.m.** The proof of ownership must be in German or English.

## **II. Functions of the admission ticket**

The admission ticket, sent to you after registration and receipt of proof of share ownership, allows you

- to participate in the Annual Shareholders’ Meeting personally or authorize someone to participate on your behalf or,
- without participating in the Annual Shareholders’ Meeting personally, either by mail, by fax, or by e-mail or electronically via the internet service (see item 2.3), to
  - vote in advance of the Annual Shareholders’ Meeting (“absentee voting”) or
  - grant authorization and issue instructions to proxy holders appointed by the Company.

Please note the following information so as to ensure that the Annual Shareholders’ Meeting proceeds smoothly and voting rights are exercised properly:

### **1. Personal participation in the Annual Shareholders’ Meeting by you or a proxy holder; registration in the Kuppelsaal of the Hannover Congress Centrum**

If you personally or a proxy holder (e.g. shareholder association) authorized by you wish to participate in the Annual Shareholders’ Meeting, you or your proxy must present the top section of the admission ticket form at the check-in desk in the lobby of the Kuppelsaal. If you wish to be represented by a proxy, please fill out the authorization form printed on the reverse of the top section in advance and give the completed section to your proxy. At “Shareholder Registration” (“Anmeldung für Aktionäre”) you or your proxy will be given the corresponding voting ticket pad in exchange for the admission ticket form. To allow for correct determination of the shareholdings present at the meeting, we ask that you or your proxy kindly present all the admission tickets in your/its possession.

Doors to the convention hall open at 8:30 a.m. We ask for your understanding in the event of any delays that may occur as a result of the security measures taken, which are also in your interest. We would also like to point out that cameras are not permitted in the convention hall.

You will receive a free ticket for use of Hanover's public transportation system (GVH) for the journey to the Hannover Congress Centrum as well as additional information on how to travel to and from the Annual Shareholders' Meeting (see letter accompanying the admission ticket).

## **2. Absentee voting and issuing authorization and instructions to proxy holders appointed by the Company**

If you do not wish to participate in the Annual Shareholders' Meeting yourself or authorize a third party to participate in the Annual Shareholders' Meeting personally on your behalf, you can vote through absentee voting in advance of the Annual Shareholders' Meeting (see item 2.1 below) or authorize the employees of the Company – Ms. Anne-Katrin Fraatz and Mr. Thomas Roehrich – appointed by the Company as proxy holders to exercise your voting rights on your behalf (see item 2.2 below). In all cases, timely registration and submission of proof of share ownership in accordance with the information set out above are required.

### **2.1 Absentee voting**

#### (a) Absentee voting by mail, fax, or e-mail

Votes cast through absentee voting may be sent to the Company by mail, fax, or e-mail at the option of the shareholder. For this, the shareholders may use the form that will be sent to them together with the admission ticket after proper registration. Absentee votes must be received at the address stated in 2.2 (a) below by no later than the end of **April 26, 2017**.

#### (b) Absentee voting using the internet service

Votes can also be cast using the internet service. Properly registered shareholders will receive the access data for this internet service with the admission ticket. Shareholders using this internet service must have cast their votes by no later than the **end of the general debate on the day of the Annual Shareholders' Meeting**.

Please note that absentee votes can be cast using the internet service – before or during the Annual Shareholders' Meeting – only on the resolutions proposed by management for the agenda items published in the German Federal Gazette (Bundesanzeiger) with the invitation to the Annual Shareholders' Meeting. In particular, it is not possible to cast absentee votes on any counter motions or nominations proposed prior to or only during the Annual Shareholders' Meeting or on other motions, including procedural motions, that were not announced prior to the Annual Shareholders' Meeting. Furthermore, no requests to speak or questions can be submitted via the internet service.

### **2.2 Issuing authorization and instructions to proxy holders appointed by the Company**

The proxy holders appointed by the Company will exercise your voting right strictly in line with your instructions. Please note that authorization and instructions can be issued to proxy holders appointed by the Company – including by using the internet service before or during the Annual Shareholders' Meeting – only for the resolutions

proposed by management for the agenda items published in the German Federal Gazette (Bundesanzeiger) with the invitation to the Annual Shareholders' Meeting. In particular, it is not possible to grant authorization and issue instructions to the proxy holders appointed by the Company on any countermotions or nominations proposed prior to or only during the Annual Shareholders' Meeting or on other motions, including procedural motions, that were not announced prior to the Annual Shareholders' Meeting. In such cases, the proxy holder acting on your behalf will abstain from voting. Furthermore, no requests to speak or questions can be submitted via the internet service.

**(a) Issuing authorization and instructions by mail, by fax, or by e-mail**

Please use the authorization and instruction forms sent together with the admission ticket to issue authorization and instructions to the proxy holders appointed by the Company. Please send the completed and signed form by mail, fax, or e-mail – early enough to reach us by **no later than the end of April 26, 2017** – to the following address:

Continental Aktiengesellschaft  
c/o Computershare Operations Center  
80249 Munich

Fax: +49 (0) 89 / 30903 74675

E-mail: **Continental-HV2017@computershare.de**

**(b) Issuing authorization and instructions electronically using the internet service**

You can also issue your authorization and instructions to the proxy holders appointed by the Company by using the internet service. Shareholders using the internet service should issue authorizations and instructions as early as possible but they must have been issued by no later than the **end of the general debate on the day of the Annual Shareholders' Meeting**.

**2.3 Initial registration with the internet service**

You may use our online absentee voting, authorization and instructions system (the "internet service") for electronic absentee voting or issuing your authorization and instructions to the proxy holders appointed by the Company electronically. You can access the system via the Company's website at [www.continental-ir.com](http://www.continental-ir.com) under the link "Annual Shareholders' Meeting" as of **April 7, 2017**. First enter your five-digit legitimization number and the one-digit check digit number next to it, then click on the NEXT button. In the next step, enter the Internet access code (also shown on your admission ticket) under "Password" and then click on the LOGIN button. Please enter the required information in the relevant fields **exactly** as it is shown on the admission ticket.

Following this, confirm that you have read our legal notes as well as the disclaimer.

Then select whether you wish to issue authorization/instructions to the proxy holders appointed by the Company or cast votes by absentee voting. To do so, mark either the "Proxy and instruction to vote" item or the "Postal vote" item as appropriate.

In the next step, you can issue your authorization and instructions or cast your vote. When doing so, you have the option of either issuing instructions/voting to adopt all resolutions as proposed by management or issuing instructions/voting separately for each individual proposed resolution listed (if issuing instructions/voting separately, click on YES, NO, or ABST. as appropriate). Once you have issued all your instructions/cast all your votes, click on CONFIRM.

A confirmation of your absentee vote/your authorization and instructions will then appear. Afterwards, you can EDIT, CANCEL, or LOG OUT the system.

#### **2.4 Revoking/changing authorization and instructions issued or votes cast using the internet service**

Using the internet service, you can revoke authorization you have granted, change instructions you have issued, and change votes you have cast. You can access the internet service again if you register again as described in item 2.3 above. Any revocation or modifications must also be received by **no later than the end of the general debate on the day of the Annual Shareholders' Meeting**.

#### **2.5 Internet information hotline**

Should you have any questions, please e-mail us at (**Continental-HV2017@computershare.de**). We will be pleased to answer any questions you may have.

#### **2.6. Countermotions from shareholders**

You may view the wording of all motions or election nominations that we have received from shareholders (countermotions) to the agenda of our Annual Shareholders' Meeting which are subject to mandatory publication online at [www.continental-ir.com](http://www.continental-ir.com) under the link "Annual Shareholders' Meeting". If you wish to support a published countermotion to resolutions proposed by management, you may vote NO for the respective agenda item to which the motion refers and thereby decline the resolution proposed by management. The proxy holders appointed by the Company cannot participate in any further vote on a published countermotion for lack of specific instructions. If, for individual agenda items, votes are held on motions that were not announced prior to the Annual Shareholders' Meeting you cannot participate in such votes via either absentee voting or the proxy holders appointed by the Company. In such a case, the proxy acting on your behalf will abstain from voting.

### **3. Legal notes/disclaimer**

#### **3.1 Authorizations issued to proxy holders appointed by the Company and absentee voting**

- (1) The admission ticket continues to entitle personal participation in the Annual Shareholders' Meeting even after a vote has been cast through absentee voting or authorization and instructions have been issued to the proxy holders appointed by the Company. The vote previously cast by absentee voting or the power of attorney previously issued by a shareholder to the proxies appointed by the Company is deemed to be revoked if the shareholder or a third party authorized by the shareholder to act on her/his behalf registers in person to participate in the Annual Shareholders' Meeting at the registrations desks in the lobby of the Kuppelsaal of the Hannover Congress Centrum on the day of the Meeting on **April 28, 2017**. Registering in person to participate also rules out the possibility of further casting of votes or further authorization of the proxy holders appointed by the Company using the internet service.
- (2) If you have cast votes through absentee voting or issued an authorization and instructions to the proxy holders appointed by the Company via different communication media, we will deem the votes/authorizations and instructions with the most recent issue date binding, regardless of the date they were received.
- (3) Furthermore, if we receive votes or instructions that deviate from one another via different communication media and cannot determine which was issued most recently, we will recognize them in the following order: 1. by internet, 2. by e-mail, 3. by fax, and 4. by mail.
- (4) The proxy holders appointed by Continental AG will not be able to represent you at the Annual Shareholders' Meeting if you grant them authorization without giving them voting instructions. For that reason it is important that you remember to issue instructions by checking the appropriate boxes.
- (5) Should we receive from the same shareholder both a vote cast through absentee voting as well as an authorization and instructions for the proxy holders appointed by the Company, we will deem the vote cast through absentee voting binding.
- (6) If you grant authorization to proxy holders appointed by the Company, the name of the principal is entered in the list of participants at the Annual Shareholders' Meeting.

#### **3.2 Using the internet service**

The stability and availability of the internet service in the time leading up to or during the Annual Shareholders' Meeting of Continental AG may be subject to technical fluctuations and disruptions. Neither Continental AG nor the proxy holders authorized by you to vote on your behalf can influence the availability, operational performance, stability, and reliability of the telecommunications network and the internet service of third-party providers used. If, despite all the security precautions

taken, we determine unauthorized external access or manipulation of the data stored via the internet for the execution of voting rights and treated in accordance with the German Data Protection Act (Bundesdatenschutzgesetz), we reserve the right to interrupt or terminate early the use of the system without prior notice. In this event, only those authorizations and instructions issued via the internet for which manipulation can be ruled out will be deemed valid.

### **3.3 Disclaimer**

Continental makes no guarantee and assumes no liability for the operational performance, availability, stability, and reliability of the internet service, or for the shareholder's access to the system or third-party Internet services and network elements used. Furthermore, we accept no liability for errors and defects in the hardware and software implemented for the execution of voting rights via the internet, including the hardware and software of the contracted service providers, except in cases where it can be shown that such errors or defects were caused by deliberate act or gross negligence on the part of Continental.

### **3.4 Notes regarding data protection**

Your data is collected, stored, processed, and used solely for the purpose of electronic absentee voting and issuing authorizations and instructions via the internet. Continental will store the data for three years to comply with the rules regarding accountability as established by the German Stock Corporation Act (AktG).

Hanover, March 2017

Yours sincerely,

**Continental AG**