



**ANNUAL SHAREHOLDERS' MEETING OF
CONTINENTAL AKTIENGESELLSCHAFT ON APRIL 26, 2019**

**Information on Shareholders' Rights
Pursuant to Sections 122 (2), 126 (1), 127, and 131 (1) of the German
Stock Corporation Act (AktG)**

The following information pursuant to Section 121 (3) sentence 3 no. 3 AktG provides further explanation of the shareholders' rights pursuant to Sections 122 (2), 126 (1), 127, and 131 (1) AktG already presented under item III. no. 6 through 8 of the invitation to the Annual Shareholders' Meeting.

I. Right to add items to the agenda pursuant to Section 122 (2) AktG

Shareholders whose shares together constitute a twentieth part of the Company's share capital (equivalent to approximately € 25,600,765.82 or – rounded up to the next highest whole number of shares – 10,000,300 shares) or a partial amount of the share capital of € 500,000.00 (which – rounded up to the next highest whole number of shares – is equivalent to 195,313 shares) can demand that items be added to the agenda and published. An explanatory statement or a proposed resolution must accompany each new item. The applicants must furthermore prove that they have been shareholders for at least 90 days before the date on which the demand is received and that they continue to hold these shares until the Executive Board has made a decision on the demand. A corresponding letter of confirmation from the custodian bank would be sufficient evidence.

The demand to add an item to the agenda must be in writing (Section 126 of the German Civil Code (BGB)) and must be directed to the Executive Board of the Company. It must be received by the Company by no later than the end of **March 26, 2019**. Shareholders are requested to send their demand to the following postal address, or, if they make their demand by using the qualified electronic form (Section 126 a BGB), to the following e-mail address:

Executive Board of Continental Aktiengesellschaft
Vahrenwalder Strasse 9
30165 Hanover
Germany

E-mail: hv@conti.de

Unless already made public at the time of the notice of the shareholders' meeting, demands for addition of items to the agenda that are required to be published by the Company will, immediately upon receipt, be published in the German Federal Gazette (Bundesanzeiger) and submitted for publication to those media which may be presumed to distribute the information throughout the European Union. In addition, such demands are published on the internet at www.continental-ir.com under the "Annual Shareholders' Meeting" link.

The provisions of the German Stock Corporation Act (AktG) underlying these shareholder rights read as follows:

**Section 122 Convening a meeting at the request of a minority
(excerpts)**

- (1) A shareholders' meeting shall be called if shareholders jointly representing at least one-twentieth of the capital stock request such meeting in writing, stating the purpose and the reasons for such meeting; such request shall be addressed to the executive board. The articles may provide that the right to request a shareholders' meeting shall require another form and the holding of a lower portion of the capital stock. The applicants must prove that they have been shareholders for at least 90 days before the date on which the demand is received and that they continue to hold these shares until the executive board has made a decision on the demand. Section 121 (7) shall apply mutatis mutandis.
- (2) In the same manner shareholders jointly representing at least one-twentieth of the capital stock or a proportionate ownership of at least € 500,000 may request that items be placed on the agenda and be disclosed. An explanatory statement or a proposed resolution must accompany each new item. The request within the meaning of sentence 1 must be received by the company no later than 24 days, in the case of stock exchange listed companies no later than 30 days, prior to the meeting, excluding the day of receipt.
- (3) – (4) [...]

**II. Motions or nominations by shareholders pursuant to
Sections 126 (1) and 127 AktG**

In addition, shareholders may submit to the Company countermotions to proposals of the Executive Board and/or Supervisory Board relating to a specific agenda item and make nominations regarding the election of Supervisory Board members or auditors. Unlike other motions by shareholders (countermotions), no reasons have to be given for shareholder proposals on the election

of Supervisory Board members or auditors. Countermotions (Section 126 AktG), including an explanatory statement, and election nominations (Section 127 AktG) which are to be made available on the Company's website must be sent to the following address only:

Continental Aktiengesellschaft
Abteilung Hauptversammlung
Vahrenwalder Strasse 9
30165 Hanover
Germany

E-mail: hv@conti.de

We will post countermotions and election nominations by shareholders that are to be made available, including the shareholder's name and the reason for the countermotion (if any), on the internet at www.continental-ir.com under the "Annual Shareholders' Meeting" link immediately upon receipt if they reach us by no later than the end of **April 11, 2019** at the above-mentioned address. Motions sent to other addresses will not be considered. We will publish any management responses at the same internet address.

The Company may refuse to make available a countermotion and its reasons or an election nomination if one of the factors permitting exclusion pursuant to Section 126 (2) AktG applies.

In addition, it is not required to make an election nomination pursuant to Section 127 AktG accessible if it does not contain the name, the occupation held and place of domicile of the proposed auditor or member of the Supervisory Board and, in the case of proposals for the election of a member of the Supervisory Board, does not contain additional information regarding that person's membership of other supervisory boards to be established pursuant to statutory provisions.

The provisions of the German Stock Corporations Act (AktG) underlying these shareholder rights read as follows (excerpts):

Section 126 Motions by shareholders

- (1) Motions by shareholders, including the shareholder's name, supporting information and, if any, management's discussion, shall be made available to the eligible persons referred to in Section 125 (1) through (3) under the conditions specified therein, provided that the shareholder had submitted, at least 14 days prior to the company's meeting, a countermotion to a proposal of the executive board and the supervisory board regarding a specific item on the agenda, together with supporting information, to the address designated for this purpose in the shareholders' meeting notice. The day of receipt shall not

be taken into account. In the case of stock exchange listed companies, the required availability shall be provided through the company's website. Section 125 (3) shall apply mutatis mutandis.

- (2) A countermotion and supporting information need not be made accessible if:
1. the executive board would by reason of such accessibility become criminally liable;
 2. the countermotion would result in a resolution of the shareholders' meeting that would be illegal or would violate the articles;
 3. the reasons contain statements that are manifestly false or misleading in material respects or which are libelous;
 4. a countermotion of such shareholder based on the same facts has already been made available with respect to a shareholders' meeting of the company pursuant to Section 125;
 5. the same countermotion of such shareholder based on essentially identical supporting information has already been made available pursuant to Section 125 to at least two shareholders' meetings of the company within the past five years and at such shareholders' meeting less than one-twentieth of the capital stock represented has voted in favor of such countermotion;
 6. the shareholder indicates that he/she will neither attend nor be represented at the shareholders' meeting; or
 7. within the past two years at two shareholders' meetings, the shareholder has failed to make or cause to be made on his/her behalf a countermotion communicated by him/her.

The supporting information need not be made available if it extends to a total of more than 5,000 characters.

- (3) If several shareholders make countermotions for a resolution in respect of the same subject matter, the executive board may combine such countermotions and the respective supporting information.

Section 127 Election nominations by shareholders

Section 126 shall apply mutatis mutandis to a nomination by a shareholder for the election of a member of the supervisory board or external auditors. Such nomination need not be supported by an explanatory statement. Further, the executive board need not make such nomination available if it fails to contain information pursuant to Section 124 (3) sentence 4, and Section 125 (1) sentence 5. The executive board shall ensure that the nomination by a shareholder for the election of supervisory board members of stock exchange listed companies which are subject to the German Co-determination Act (MitbestG), the German Coal and Steel Co-determination Act

(MontanMitbestG), or the German Supplementary Co-determination Act (MitbestErgG) is accompanied by the following:

1. reference to the requirements of Section 96 (2),
2. statement as to whether there has been an objection to the cumulative compliance pursuant to Section 96 (2) sentence 3 and
3. statement of the minimum number of seats on the supervisory board to be occupied by women and by men so that the minimum quota required by Section 96 (2) sentence 1 is complied with.

Section 124 Publication of requests for additions; proposals for resolutions (excerpts)

(1) – (2) [...]

(3) With respect to each item on the agenda that is to be decided by the shareholders' meeting, the executive board, and the supervisory board, but in the case of the election of members of the supervisory board and auditors, only the supervisory board, shall in the publication make a proposal for the respective resolutions. In the case of companies that are capital-market oriented within the meaning of § 264d of the Commercial Code (HGB), CRR credit institutions within the meaning of Section 1 (3d) sentence 1 of the Banking Act (KWG), except for the institutions specified in § 2 (1) Nos. 1 and 2 of the Banking Act (KWG), or insurance undertakings within the meaning of Article 2 (1) of Council Directive 91/674/EEC, the proposal of the supervisory board concerning the election of the external auditor shall be based on the recommendation of the audit committee. Sentence 1 shall not apply if the shareholders' meeting is bound by nominations for the election of members of the supervisory board pursuant to Section 6 MontanMitbestG, or if the subject matter of the resolution has been put on the agenda upon request by a minority. The proposal for the election of members of the supervisory board or auditors shall state their name, occupation held, and place of domicile. If the supervisory board is also to comprise representatives of employees, any resolution of the supervisory board regarding proposals for the election of members of the supervisory board shall require only the majority of the votes of the representatives of the shareholders in the supervisory board; Section 8 MontanMitbestG shall remain unaffected.

(4) [...]

Section 125 Communications to shareholders and members of the supervisory board (excerpts)

(1) At least 21 days before the shareholders' meeting the executive board shall communicate to those financial institutions and shareholders' associations which have exercised voting rights on behalf of shareholders in the preceding shareholders' meeting or which have requested such communication, the convening of the shareholders' meeting. The day of notice shall not be taken into account. If the agenda is to be amended pursuant to Section 122 (2), such amended agenda shall be communicated in the case of stock exchange listed companies. Such communication shall point out that voting rights may be exercised by proxy holder as well as by shareholders' associations. In the case of stock exchange listed companies the proposal for the election of supervisory board members must be enclosed with details on their membership of other supervisory boards to be established pursuant to statutory provisions; details on their membership of comparable domestic and foreign controlling bodies of business enterprises should also be provided.

(2) – (5) [...]

III. Shareholders' right of information pursuant to Section 131 (1) AktG

At the Annual Shareholders' Meeting, each shareholder and shareholder's representative can – pursuant to Section 131 (1) AktG – request information from the Executive Board on the Company's affairs, the legal and business relationships between the Company and its affiliated enterprises, and the position of the Group and the Company's consolidated subsidiaries, as long as the information is required for a proper appraisal of an agenda item.

The information provided shall comply with the principles of conscientious and accurate accounting. The Executive Board may refuse to provide the information for reasons set forth in Section 131 (3) AktG, for instance if, under reasonable business judgment, providing the information could invoke a disadvantage to the Company or an affiliated company which is not insignificant or the information is continuously available on the Company's website for at least seven days before the Annual Shareholders' Meeting begins as well as throughout the Annual Shareholders' Meeting.

The provisions of the German Stock Corporation Act (AktG) underlying these shareholder rights read as follows:

Section 131 Right of shareholders to obtain information

- (1) Each shareholder shall upon request be provided with information at the shareholders' meeting by the executive board regarding the company's affairs, to the extent that such information is necessary to permit a proper evaluation of the relevant item on the agenda. The duty to provide information shall also extend to the company's legal and business relations with any affiliated enterprise. If a company makes use of the simplified procedure pursuant to Section 266 (1) sentence 2, Section 276, or Section 288 of the German Commercial Code (HGB), each shareholder may request that the annual financial statements be presented to him at the shareholders' meeting regarding the annual financial statements and in such form that would have been used if such simplifications were not applied. The duty of the executive board of a parent company (Section 290 (1), (2) HGB) to provide information at the shareholders' meeting at which the consolidated financial statements and group management report are presented also extends to information on the consolidated group's position and the affiliated enterprises included in the consolidated financial statements.
- (2) The information provided shall comply with the principles of conscientious and accurate accounting. The articles or the bylaws pursuant to Section 129 may authorize the chairman of the meeting to reasonably limit a shareholder's time to speak and ask questions and may provide relevant details in this connection.
- (3) The executive board may refuse to provide information
 1. to the extent that providing such information is, according to sound business judgment, likely to cause material damage to the company or an affiliated enterprise;
 2. to the extent that such information relates to tax valuations or the amount of certain taxes;
 3. with regard to the difference between the value at which items are shown in the annual balance sheet and the higher market value of such items, unless the shareholders' meeting is to approve the annual financial statements;
 4. with regard to accounting policies, if disclosure of such policies in the notes suffices to give a true and fair view of the company's net assets, financial position, and results of operations within the meaning of Section 264 (2) HGB; the foregoing shall not apply if the shareholders' meeting is to approve the annual financial statements;
 5. if provision thereof would render the executive board criminally liable;
 6. insofar as, in the case of financial institutions or financial services institutions, information need not be given on accounting policies applied and set-offs made in the annual financial statements,

- management report, consolidated financial statements, and group management report;
7. if the information is continuously available on the website of the company for at least seven days prior to the beginning of and throughout the shareholders' meeting.

The provision of information may not be refused for other reasons.

- (4) If information has been provided to a shareholder outside a shareholders' meeting by reason of his/her status as a shareholder, such information shall upon request be provided to any other shareholder at the shareholders' meeting, even if such information is not necessary to permit a proper evaluation of an item on the agenda. The executive board may not refuse to provide such information on the grounds of subsection (3) sentence 1 no. 1 through 4. Sentences 1 and 2 shall not apply if a subsidiary (Section 290 (1), (2) HGB), a joint venture (Section 310 (1) HGB) or an associated company (Section 311 (1) HGB) provides information to a parent company (Section 290 (1), (2) HGB) for purposes of the inclusion of that company into the consolidated financial statements of the parent company and such information is needed for such purposes.
- (5) A shareholder who has been denied information may request that his/her question and the reason for which the information was denied be recorded in the minutes of the meeting.

In addition, the chairman of the meeting is authorized to adopt various measures of order and control at the Annual Shareholders' Meeting. This also includes the limitation of the right to speak and ask questions. The underlying provisions of the Company's Articles of Association read as follows:

Section 19 of the Articles of Association of Continental Aktiengesellschaft (excerpts)

- (1) – (2) [...]
- (3) The chairman determines the sequence of the items on the agenda, as well as the type, format and sequence of voting procedures. He can appropriately limit in time the right of the shareholders to submit questions and to speak.
- (4) [...]

Hanover, March 2019

Continental Aktiengesellschaft