



**Continental Aktiengesellschaft
Hannover**

ISIN: DE 0005439004
WKN: 543 900

**Publication of the Resolution and of the Remuneration System for the
Supervisory Board members in accordance with Sections 113 Abs. 3 and 120a
Abs. 2 German Stock Corporation Act (AktG)**

At the Annual Shareholders' Meeting of Continental AG on Tuesday, July 14, 2020, the new system for the remuneration of the members of the Supervisory Board was put to the vote under TOP 7 "Resolution on the remuneration of the Supervisory Board members, in conjunction with a resolution on a corresponding amendment to the Articles of Association of Continental Aktiengesellschaft".

The system for the remuneration of the Supervisory Board members was approved as follows:

169,619,348	Valid Shares (= 84.81 % of the Capital Stock)	
167,814,921	Yes	98.94 %
1,804,427	No	1.06 %

The remuneration system for the Supervisory Board members is structured as follows:

In future, the remuneration of Supervisory Board members of Continental Aktiengesellschaft is no longer to include any variable remuneration components but is to consist exclusively of fixed remuneration components. A change to purely fixed remuneration supports the consultancy and monitoring activities with regard to

the sustainable development of the company, as well as corresponding to suggestion G. 18, sentence 1 of the new GCGC. It is the view of Continental Aktiengesellschaft that a purely fixed remuneration is better suited to strengthening the independence of the Supervisory Board members and appropriately remunerating their efforts.

The abolition of the variable remuneration component necessitates an increase in the current fixed remuneration for Supervisory Board members of EUR 75,000 to EUR 180,000 annually in order to maintain the previous remuneration level. It is proposed that the Chairperson and the Deputy Chairperson of the Supervisory Board as well as the Chairperson and members of committees will continue to receive increased remuneration in future. For the Chairperson of the Supervisory Board, it will amount to 3 times the amount, for the Chairperson of the Audit Committee 2.5 times the amount, for the Chairpersons of other committees 2 times the amount, and for the Deputy Chairperson of the Supervisory Board and for members of committees 1.5 times the amount of the regular fixed remuneration of a Supervisory Board member.

In addition, each Supervisory Board member will receive a meeting-attendance fee of EUR 1,000 for each Supervisory Board meeting that the member attends personally. This also applies for personal attendance at committee meetings which do not take place on the date of a Supervisory Board meeting. Moreover, in addition to the turnover tax to which they are subject, the Supervisory Board members will also have their cash outlay reimbursed.

The amount and structure of the future remuneration for Supervisory Board members of Continental Aktiengesellschaft compared to that of the supervisory board members of other DAX30 companies is in line with market practice. Continental AG assumes that the amount of the remuneration of Supervisory Board members – with the exception of the reduced remuneration of ordinary members of a committee – will essentially remain unchanged despite the proposed structural adjustments.

In future, the Shareholders' Meeting will have to resolve on the remuneration of the Supervisory Board members at least every four years, whereby a confirmatory resolution is permissible. For the purpose of this presentation to the Shareholder's Meeting, the remuneration system will be subjected to a review in good time.

The new remuneration of Supervisory Board members should apply for the first time for the fiscal year in which the proposed amendment to the Articles of Association takes effect.

Section 16 of the Articles of Association is revised as follows:

- (1) In addition to reimbursement of their cash outlay and the turnover tax to which they are subject for their activities on the Supervisory Board, the Supervisory Board members will each receive a fixed remuneration of EUR 180,000 annually, payable in the last month of the fiscal year.
- (2) The Chairman and the Deputy Chairperson of the Supervisory Board as well as the Chairpersons and members of committees will receive an increased remuneration. For the Chairman, this will amount to 3-times the amount, for the Chairperson of the Audit Committee 2.5-times the amount, for the Chairpersons of other committees 2-times the amount and for the Deputy Chairperson and for the members of a committee 1.5-times the amount of the fixed remuneration for a Supervisory Board member according to section 1. If a member of the Supervisory Board assumes more than one function for which an increased remuneration is envisaged, his or her remuneration will be determined exclusively in accordance with the function with the highest remuneration that he or she exercises.
- (3) Each Supervisory Board member will receive a meeting-attendance fee of EUR 1,000 for each Supervisory Board meeting that the member attends personally. This also applies for personal attendance at committee meetings which do not take place on the date of a Supervisory Board meeting.
- (4) If the office or the function with an increased remuneration begins or ends during the course of a fiscal year, the Supervisory Board member will receive the remuneration or increased remuneration pro rata temporis.
- (5) The company can conclude a pecuniary loss liability insurance policy for the Supervisory Board members at its cost. This includes an appropriate deductible.

Hannover, July 14, 2020

Continental Aktiengesellschaft

The Executive Board