



Annual Shareholders' Meeting 2022

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We invite our shareholders* to the

Annual Shareholders' Meeting
on Friday, April 29, 2022, at 10:00 a.m. (CEST),

which will be held in the form of a virtual Annual Shareholders' Meeting without the physical presence of shareholders or their proxy holders (with the exception of the proxy holders appointed by the Company) at the Company headquarters, Vahrenwalder Straße 9, 30165 Hanover, Germany.

As usual, the Annual Shareholders' Meeting will be transmitted in full in an audio-visual live-stream online at www.continental-ir.com under the link "Annual Shareholders' Meeting."

Holding the Annual Shareholders' Meeting as a virtual general meeting results in modifications to the procedures and to the rights of shareholders. We therefore kindly ask shareholders to pay particular attention to the relevant information (see section III of this invitation).

* This version of the Invitation to the Annual Shareholders' Meeting is a convenience translation of the German original. Only the German text is legally binding.

I. Agenda

1. Presentation of the adopted annual financial statements of Continental Aktiengesellschaft and the consolidated financial statements approved by the Supervisory Board, each as of December 31, 2021, the combined management report for Continental Aktiengesellschaft and for the Group for fiscal 2021, the proposal of the Executive Board on the appropriation of net income as well as the report of the Supervisory Board and the explanatory report of the Executive Board on the information provided pursuant to Section 289a (1) and Section 315a (1) of the German Commercial Code (HGB).

The documents mentioned are available at www.continental-ir.com under the link "Annual Shareholders' Meeting." The Corporate Governance Declaration, together with the report on corporate governance and the remuneration report for fiscal 2021 are also available at this link.

In its meeting on March 17, 2022, the Supervisory Board adopted the annual financial statements and consolidated financial statements prepared by the Executive Board. The annual financial statements are thereby approved. Accordingly, the Annual Shareholders' Meeting is not required to take a resolution on agenda item 1 pursuant to the statutory provisions. With the annual financial statements and consolidated financial statements, the proposal on the appropriation of net income, which is contained in the summarized addendum therein, is also presented.

2. Resolution on the appropriation of net income

The Executive Board and the Supervisory Board propose that the net profit of the Company for fiscal 2021 in the amount of € 2,591,528,167.53 be appropriated as follows:

| | |
|-----------------------------------------------|--------------------|
| Distribution of a dividend of | € 440,013,156.00 |
| per share entitled to dividends, totaling: | € 2.20 |
| Carried forward to new account: | € 2,151,515,011.53 |
| Net income: | € 2,591,528,167.53 |

Pursuant to Section 58 (4) sentence 2 of the German Stock Corporation Act (hereinafter, "AktG"), the claim to payment of the dividend is due on the third business day following the resolution of the Annual Shareholders' Meeting, i.e. on May 4, 2022.

3. Resolution on the ratification of the actions of the Executive Board members for fiscal 2021

The Executive Board and the Supervisory Board propose that the ratification of the actions of Wolfgang Schäfer for his term in fiscal 2021 be deferred on account of the still ongoing investigations into the diesel issue and that the actions of all other members of the Executive Board in office in fiscal 2021 be ratified for this period.

Voting procedures will foresee voting on such proposal with respect to each member of the Executive Board individually.

4. Resolution on the ratification of the actions of the Supervisory Board members for fiscal 2021

The Executive Board and the Supervisory Board propose that the actions of the members of the Supervisory Board in office in fiscal 2021 be ratified for this period.

Voting procedures will foresee voting on such proposal with respect to each member of the Supervisory Board individually.

A list containing information on the attendance of individual Supervisory Board members at plenary and committee meetings of the Supervisory Board in fiscal 2021 can be viewed online at www.continental-ir.com under the "Annual Shareholders' Meeting" link.

5. Resolution on the appointment of the auditor and Group auditor and of the auditor for the review of interim financial reports for fiscal 2022

Based on the well-founded recommendation of the Audit Committee, the Supervisory Board proposes that the following resolutions be adopted:

- (a) PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Hanover, is appointed auditor and Group auditor for fiscal 2022.

- (b) PricewaterhouseCoopers GmbH, Hanover, is appointed auditor for the review (if any) of interim financial reports to be performed in fiscal 2022.

The Audit Committee stated that its recommendation is free from influence by a third party and that no clause of the kind referred to in Article 16 (6) of the EU Auditor's Regulation has been imposed upon it (Article 16 of the Regulation (EU) No. 537/2014 of the European Parliament and of the Council dated April 16, 2014).

6. Resolution on approval of the remuneration report

The Executive Board and the Supervisory Board propose that the remuneration report for fiscal 2021, drawn up and audited in accordance with Section 162 AktG, be approved.

The remuneration report was audited by the auditor in accordance with Section 162 (3) AktG to ascertain whether the legally required information according to Section 162 (1) and (2) AktG had been provided. Beyond the legal requirements, an audit of the content was also undertaken by the auditor. A note on the audit of the remuneration report is also annexed to the remuneration report.

The remuneration report is printed in the section II. (Reports, annexes and further information on agenda items) under number 1 and is also available online at www.continental-ir.com under the "Annual Shareholders' Meeting" link.

7. Resolution on the election of a Supervisory Board member

Ms. Maria-Elisabeth Schaeffler-Thumann, shareholder representative on the Supervisory Board of Continental Aktiengesellschaft, has issued a declaration dated March 16, 2022, to resign from her Supervisory Board mandate with effect from the end of the Annual Shareholders' Meeting of Continental Aktiengesellschaft on April 29, 2022.

With his declaration on November 25, 2021, Prof. Siegfried Wolf, also share-holder representative on the Supervisory Board of Continental Aktiengesellschaft, resigned from his Supervisory Board mandate with effect from December 31, 2021. In order to ensure the number of members on the Supervisory Board as determined in the Articles of Association, the Executive Board of Continental Aktiengesellschaft applied on December 8, 2021 to the relevant Hanover District Court for the judicial appointment of Mr. Stefan Buchner as member of the Supervisory Board pursuant to Section 104 (2) and (3), no. 2, AktG. In accordance with recommendation C.15, sentence 2 of the German Corporate Governance Code (hereinafter "GCGC") the application was subject to a limited term until the end of the Annual Shareholders' Meeting, which will resolve on the ratification of the actions of the Supervisory Board members for fiscal 2021.

With its decision on December 10, 2021, the Hanover District Court appointed Mr. Stefan Buchner as a member of the Supervisory Board of Continental Aktiengesellschaft.

Pursuant to recommendation C.15, sentence 2 of the GCGC, provision is made that Stefan Buchner as shareholder representative on the Supervisory Board of Continental Aktiengesellschaft be proposed for election by the Annual Shareholders' Meeting.

Pursuant to Sections 96 (1), 101 (1) AktG in conjunction with Section 7 (1) sentence 1 no. 3 of the German Employee Co-Determination Act (Mitbestimmungsgesetz, "MitbestG"), the Supervisory Board of Continental Aktiengesellschaft is composed of ten members representing the shareholders and ten members representing the employees. Moreover, the Supervisory Board must comprise at least 30 percent women and at least 30 percent men. Due to an objection to the cumulative compliance prior to the election of the Supervisory Board in the spring of 2019 by the employee representatives on the Supervisory Board pursuant to Section 96 (2) sentence 3, AktG, this minimum quota must be complied with in respect of both, the shareholder and employee representatives on the Board.

At the time of publication of this convocation, the Supervisory Board consists of a total of six women, three of whom are shareholder representatives and three of whom are employee representatives. The minimum quota is thus fulfilled. In order to continue its fulfillment, at least one woman must be elected as a shareholder representative. After the election of the candidates proposed by the Supervisory Board, the minimum quota would continue to be fulfilled.

The Supervisory Board proposes that

- (a) Dorothea von Boxberg, Darmstadt,
CEO of Lufthansa Cargo AG and
- (b) Mr. Stefan E. Buchner, Bietigheim-Bissingen,
member of various supervisory boards,

be elected to the Supervisory Board of Continental Aktiengesellschaft as shareholder representatives.

The election of the proposed candidates is made for a term of office lasting until the end of the Annual Shareholders' Meeting, which will resolve on the ratification of the actions of the Supervisory Board for fiscal 2023 to ensure consistency with the terms of office of the other shareholder representatives.

The Supervisory Board's election proposals are based on the recommendation of its Nomination Committee, takes account of the goals adopted for its composition and strives to meet the profile of skills defined by the Supervisory Board for the entire Board. The Supervisory Board has moreover verified that the candidates each are able to devote the expected time required for exercising the office.

Ms. Dorothea von Boxberg's and Mr. Stefan Buchner's resume are printed in the section II. (Reports, annexes and further information on agenda items) under number 2. Also contained therein are, based on the assessment of the Supervisory Board, the relevant information on the proposed candidates' personal or business relationship with Continental Aktiengesellschaft or its affiliated companies, the governing bodies of Continental Aktiengesellschaft or any shareholder holding a significant participation in Continental Aktiengesellschaft.

At www.continental-ir.com, under the link "Annual Shareholders' Meeting," you will also find a message of greeting from Ms. von Boxberg and Mr. Buchner. Moreover, you can consult a detailed overview of how Ms. von Boxberg, Mr. Buchner and further members of the Supervisory Board meet the relevant profile of skills here.

II. Reports, annexes and further information on agenda items

1. Regarding agenda item 6: Remuneration report

This remuneration report describes the amount and structure of the remuneration of the members of the Executive Board and Supervisory Board of Continental AG in fiscal 2021 (reporting year). It also outlines the principles of the remuneration system for the members of the Executive Board and the Supervisory Board.

Earnings position in fiscal 2021

Consolidated sales increased by €1,900.8 million or 6.0% year-on-year to €33,765.2 million in 2021 (PY: €31,864.4 million). Before changes in the scope of consolidation and exchange-rate effects, sales rose by 7.4%. The Rubber Technologies group sector reported a sales increase, in part because of the negative effects of the COVID 19 pandemic in the previous year and the resulting low basis for comparison. In the Automotive Technologies group sector, supply problems in the semiconductor industry negatively impacted sales growth, particularly in the second half of the year. Overall, Automotive Technologies generated unchanged year-on-year sales in 2021; they were slightly higher before changes in the scope of consolidation and exchange-rate effects. The Contract Manufacturing group sector, which comprises contract manufacturing for Vitesco Technologies, reduced its sales in the fiscal year as planned. Exchange-rate effects had a negative impact on the Continental Group's sales trend, while changes in the scope of consolidation had little effect. Sales from discontinued operations amounted to €4,432.7 million (PY: €5,857.9 million), resulting in total sales of €38,197.9 million (PY: €37,722.3 million) for continuing and discontinued operations.

Adjusted EBIT for the Continental Group increased by €558.0 million or 41.6% year-on-year to €1,900.4 million (PY: €1,342.4 million) in 2021, corresponding to 5.6% (PY: 4.2%) of adjusted sales.

Overview of the Remuneration System as of January 1, 2020

The Supervisory Board reviews the Executive Board's remuneration regularly. Most recently in 2019, it once again commissioned an independent consultant to review the remuneration of the Executive Board and the remuneration system, in order to take into account changes in the general conditions as a result of the German Act for the Implementation of the 2nd EU Shareholder Rights Directive (ARUG II) - which took effect on January 1, 2020 - and the new version of the German Corporate Governance Code of December 16, 2019 (published by the German Federal Ministry of Justice in the official section of the electronic Federal Gazette (*Bundesanzeiger*) on March 20, 2020). On the basis of reviews by the independent consultant, the Supervisory Board discussed a new remuneration system for the Executive Board in detail and finalized this at its meeting on March 17, 2020. This remuneration system was then approved by the Annual Shareholders' Meeting of Continental AG on July 14, 2020, with an approval rate of 97.41% (hereinafter "remuneration system").

The remuneration system has applied to the remuneration of members of the Executive Board of Continental AG since January 1, 2020. It is available online at www.continental.com under Company/Executive Board. This remuneration report describes the key elements of the remuneration system as well as the structure and amount of the remuneration for individual members of the Executive Board and Supervisory Board in the reporting year in accordance with Section 162 AktG.

The remuneration system for members of the Executive Board comprises a fixed component that is unrelated to performance as well as a variable component that is based on performance.

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).

In accordance with their future benefit rights, each member of the Executive Board is granted 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"). From January 1, 2014, the company pension for the members of the Executive Board was changed to 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, Helmut Matschi and Wolfgang Schäfer, the future benefit rights accrued until December 31, 2013, were converted at that time into a starting component in the capital account. In these cases, the 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.

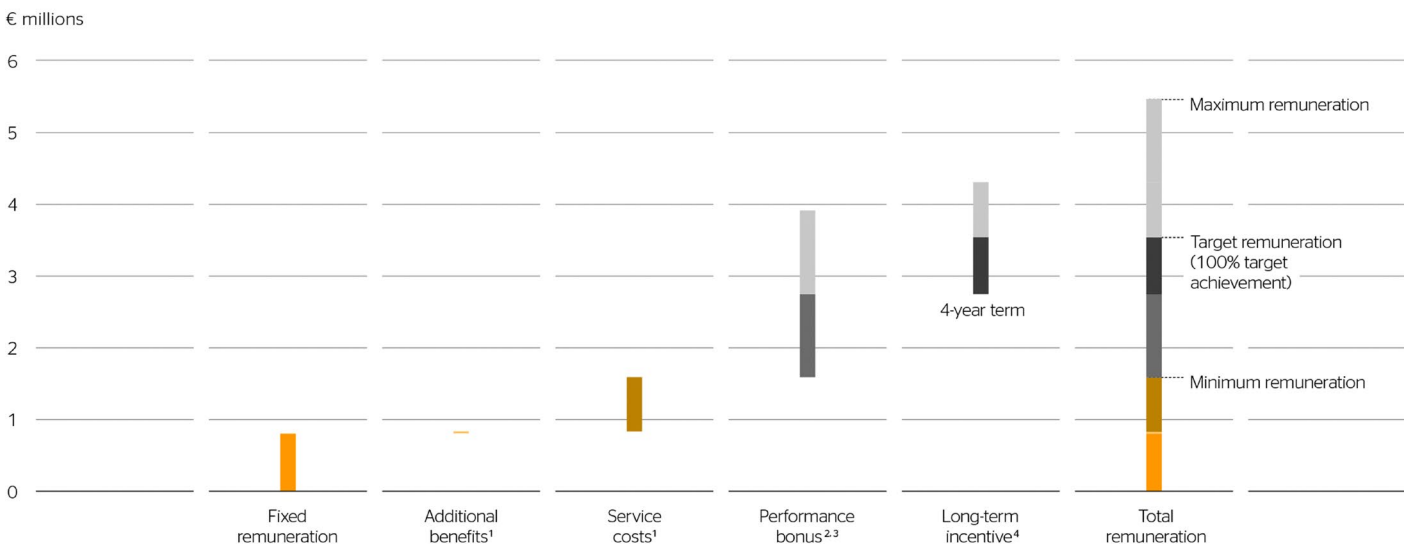
2. Variable remuneration component

The variable component that is based on performance comprises a short-term remuneration component (performance bonus without equity deferral) as well as long-term remuneration components (long-term incentive and equity deferral of the performance bonus). 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 component for the total target-based remuneration are indicated below in percentage ranges. The precise proportions therefore vary depending on the functional differentiation as well as a possible change within the framework of the yearly remuneration review.

The fixed annual salary comprises 22% to 28% of the target remuneration, the performance bonus (excluding equity deferral) between 17% and 22%, and the equity deferral and long-term incentive between 33% and 38%. Future benefit rights make up between 17% and 23% of the target remuneration, and additional benefits make up approximately 1%.

Remuneration of an Executive Board Member responsible for a business area (example)



1 Average figure for 2021.

2 Based on a target amount (here €1.167 million) for 100% achievement of defined EBIT, ROCE and FCF targets as well as a personal contribution factor (PCF) of 1.0. A maximum of 200% of the target amount can be achieved.

3 From the net inflow of the performance bonus, 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, which is converted into virtual shares of Continental AG. The payment amount depends on the relative total shareholder return, the sustainability criteria achieved and the share price before the payment. A maximum of 200% of the allotment value can be achieved.

a) Performance bonus (short-term incentive, STI)

In the service agreement, the Supervisory Board agrees to a target amount for the performance bonus (hereinafter "STI target amount") that is granted to each member of the Executive Board in the event of 100% target achievement. The maximum amount of the performance bonus is limited to 200% of the STI target amount.

The amount of the STI to be paid out depends on the extent to which a member of the Executive Board achieves the targets set by the Supervisory Board for this Executive Board member for the following three key financial indicators as performance criteria within the meaning of Section 87a (1) Sentence 2 No. 4 AktG:

- Earnings before interest and tax (hereinafter "EBIT"), adjusted for goodwill impairment as well as gains and/or losses from the disposal of parts of the company.
- Return on capital employed (hereinafter "ROCE") as the ratio of EBIT (adjusted, as mentioned above) to average operating assets for the fiscal year.

- 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.

The degree to which the EBIT target is achieved is weighted at 40%, the ROCE target at 30% and the free cash flow target at 30% in the calculation of the STI.

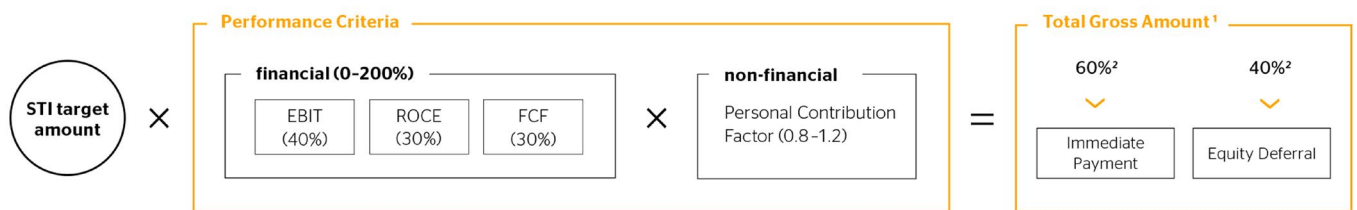
For each financial performance criterion, the target value for 100% target achievement corresponds to the value that the Supervisory Board agreed in each case for this financial performance criterion in the planning for the respective fiscal year.

For each financial performance criterion, the Supervisory Board determines the values for target achievement of 0% and 200% on an annual basis. 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.

In addition, prior to the start of each fiscal year, the Supervisory Board can determine personal, non-financial performance criteria 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 for individual or all members of the Executive Board. In the event that the Supervisory Board does not determine a PCF for a member of the Executive Board, the PCF value is 1.0.

After the end of the fiscal year, the target achievement for each financial performance criterion is calculated on the basis of the audited consolidated financial statements of Continental AG, and the sum total of these financial performance criteria is multiplied by the STI target amount in accordance with the weighting described above. By multiply-ing this result by the PCF, the gross value of the STI amount to be paid (hereinafter “total gross amount”) is determined.

Structure of the performance bonus (STI)



1 A maximum of 200% of the target amount can be achieved.
 2 Net amount: from the net inflow of the performance bonus, 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; the corresponding gross amount was calculated assuming a tax and contribution ratio of 50% flat.

The financial and non-financial performance criteria for the performance bonus are intended to incentivize the members of the Executive Board to create value and to achieve or even exceed the short-term economic goals as well as motivate them to attain operational excellence. The PCF also allows the Supervisory Board to take into account the individual or collective achievements of the Executive Board members, based on non-financial performance criteria and goals, that are decisive for the operational implementation of the corporate strategy.

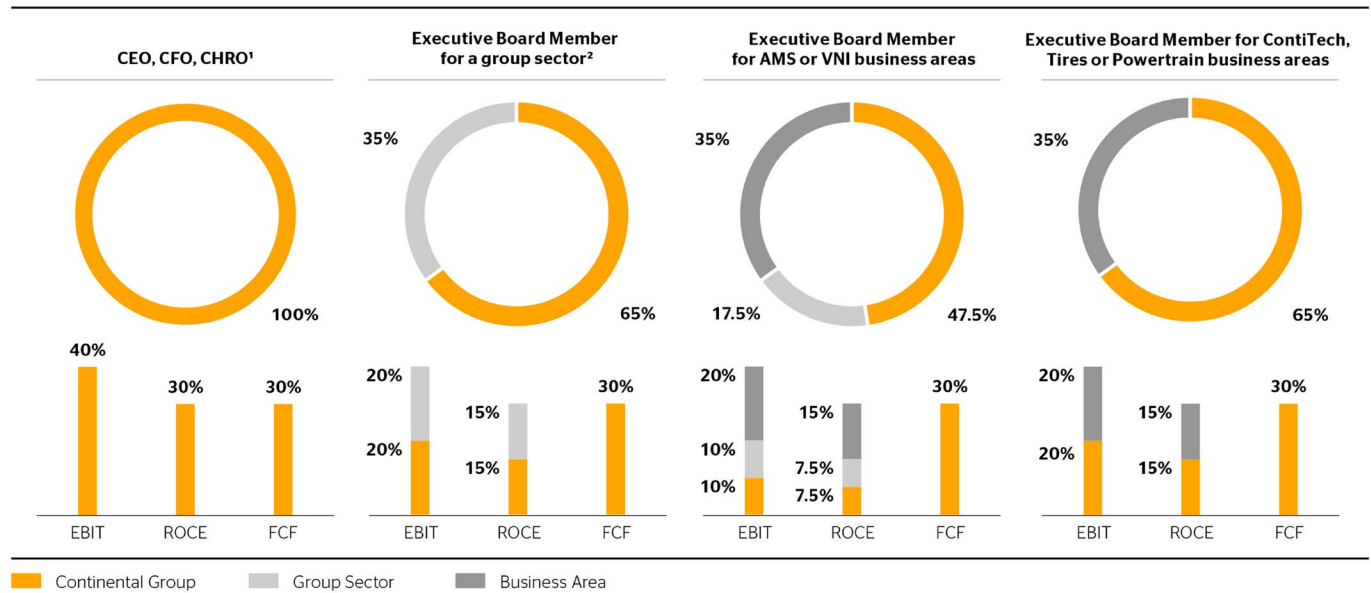
The performance bonus is intended firstly to reflect the overall responsibility for the company of the members of the Executive Board and promote collaboration among the group sectors, and secondly to provide independent leadership for the respective areas. When determining the targets and calculating the STI for each member of the Executive Board, the respective business responsibility is therefore taken into account as follows:

- For an Executive Board member whose area of responsibility covers the Continental Group as a whole - e.g. chief executive officer (CEO), chief financial officer (CFO), chief human relations officer (CHRO) - achievement of the EBIT and ROCE targets is measured based on the key figures determined for the Continental Group. For fiscal 2021, the performance bonus for the Executive Board member whose area of responsibility covered the Powertrain business area was also measured based on the key figures of the Continental Group due to the spin-off of this business area.
- For an Executive Board member whose area of responsibility covers a group sector, achievement of the EBIT and ROCE targets is measured based on the key figures determined for the Continental Group and for the group sector (50% each).
- For an Executive Board member whose area of responsibility covers the Autonomous Mobility and Safety (AMS) or Vehicle Networking and Information (VNI) business area, achievement of the EBIT and ROCE targets is measured based on the key figures determined for the Continental Group (25%), for the Automotive Technologies group sector (25%) and for the respective business area (50%).
- For an Executive Board member whose area of responsibility covers the ContiTech or Tires business area, achievement of the EBIT and ROCE targets is measured based on the key figures determined for the Continental Group (50%) and for the respective business area (50%).

- The same applied in fiscal 2020 for the Executive Board member whose area of responsibility covered the Powertrain business area.
- Achievement of the free cash flow target is measured for all Executive Board members based on free cash flow (FCF) for the Continental Group as a whole.

Short-term incentive (STI)

Consideration of business responsibility for financial performance criteria



1 For the 2021 STI ("granted" in 2022), the measurement of target achievement for the Executive Board member responsible for Powertrain was also based solely on the Continental Group's key figures due to the spin-off.

2 For the 2021 STI ("granted" in 2022), this weighting was not applied because an Executive Board member with sole responsibility for one group sector was not appointed.

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. The remainder is paid out as short-term variable remuneration.

Each member of the Executive Board is obligated to hold the 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 3.

b) Long-term incentive (LTI)

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. Therefore, 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 a key performance criterion for the LTI. The second performance criterion is a sustainability score 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. 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 two months prior to the start of the term of the respective LTI plan (issue price).

The maximum amount of the LTI to be paid is limited to 200% of the allotment value, which is set out in the service agreement for the respective member of the Executive Board.

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'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.

The Executive Board of Continental AG adopted a sustainability strategy in fiscal 2019, which the Supervisory Board also integrated into the remuneration system. This sustainability strategy defined 12 material topics: climate protection, clean mobility, circular economy, sustainable supply chains, green and safe factories, good working conditions, product quality, corporate governance, innovation & digitalization, safe mobility, long-term profitability, and corporate citizenship. From these, the Executive Board identified the following strategic focus areas:

- Climate protection
- Clean mobility
- Circular economy
- Sustainable supply chains

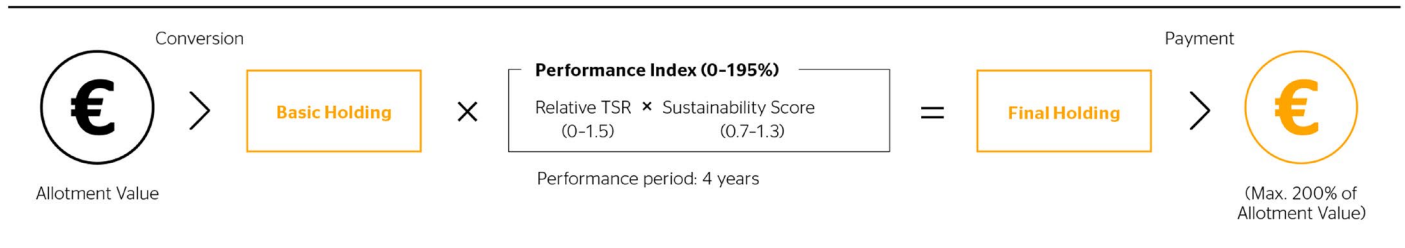
On this basis, the Supervisory Board set out up to six performance criteria and targets for the sustainability score of the respective LTI plan. These can be targets for CO₂ emissions and recycling quotas or the review of good working conditions for employees in the Continental Group (e.g. based on sick leave or accident rates).

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

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

The final holding of virtual shares is multiplied by the payout ratio in order to determine the gross amount of the LTI to be paid out in euros (hereinafter "payout amount"). The payout ratio 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.

Structure of the 2021 long-term incentive (2021 2024 LTI)



3. Share ownership guideline

In addition to the remuneration components already mentioned, 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 chief executive officer and 100% of the fixed annual salary of all other members of the Executive Board. Executive Board members have four years to accumulate their shares.

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 Prior to December 31, 2019

The remuneration system in place until December 31, 2019, (hereinafter "2019 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 particular in relation to the long-term incentive (hereinafter "LTI") and the virtual equity deferral granted until the end of 2019. In addition, the remuneration of Dr. Elmar Degenhart was based on the 2019 remuneration system until he left the Executive Board of Continental AG on November 30, 2020. The presentation of the 2019 remuneration system is therefore limited to the relevant remuneration components.

Variable remuneration elements

The Executive Board members also received variable remuneration in the form of a performance bonus and a share-based LTI. A key criterion for measuring variable remuneration was the Continental Value Contribution (hereinafter "CVC"). The CVC represents the absolute amount of additional value created. The delta CVC represents the change in absolute value creation compared to the prior year. The CVC is measured by subtracting the weighted average cost of capital (hereinafter "WACC") from the return on capital employed (hereinafter "ROCE") and multiplying this by the average operating assets for the fiscal year. The WACC calculated corresponds to the required minimum return. The cost of capital is calculated as the weighted average ratio of the cost of equity and borrowing costs. The return on capital employed (ROCE) is defined as the ratio of EBIT to average operating assets for the fiscal year. The ROCE corresponds to the rate of return on the capital employed and is used to assess profitability and efficiency.

a) Performance bonus

The performance bonus was based on a target amount that the Supervisory Board determined for each Executive Board member for 100% target achievement. Target criteria were the year-on-year change in the CVC and the return on capital employed (ROCE). For Executive Board members with responsibility for a particular business area, these criteria related to the relevant business area; for other Executive Board members, they related to the Continental Group. The CVC target was 100% achieved if the CVC was unchanged compared to the previous year. If the CVC fell or rose by a defined percentage, this element was reduced to zero or reached a maximum of 150%. In the case of a negative CVC in the previous year, target achievement was based on the degree of improvement. The criteria for the ROCE target were guided by planning targets. This component could also be omitted if a certain minimum value was not achieved.

The CVC target was weighted at 60% and the ROCE target at 40% in the calculation of the performance bonus. In any event, the performance bonus was capped at 150% of the target bonus.

The performance bonus achieved in a fiscal year was divided into a lump sum, which was paid out as an annual bonus (immediate payment), and a deferred payment (hereinafter "deferral"). The immediate payment amounted to 60% and the deferral 40% of the total gross amount. The deferral was converted into virtual shares of Continental AG. Following a holding period of three years after the end of the fiscal year for which the respective performance bonus was determined, the value of these virtual shares was paid out together with the value of the dividends that were distributed for the fiscal years of the holding period. The conversion of the deferral into virtual shares and payment of their value after the holding period were based on the average share price for the three-month period immediately preceding the Annual Shareholders' Meeting in the year of conversion or payment. The possible increase in the value of the deferral was capped at 250% of the initial value. Future payments of the value of deferrals will still be made under the 2019 remuneration system, provided the three-year holding period for the virtual shares has expired.

b) Long-term incentive (LTI)

The LTI plan was resolved by the Supervisory Board on an annual basis with a term of four years in each case. It determined the target bonus to be paid for 100% target achievement for each Executive Board member, taking into account the Continental Group's earnings and the member's individual performance.

The first criterion for target achievement was the average CVC that the Continental Group actually generated in the four fiscal years during the term, starting with the fiscal year in which the tranche was issued. This value was compared to the average CVC, which was set in the strategic plan for the respective period. The degree to which this target was achieved could vary between 0% and a maximum of 200%. The other target criterion was the total shareholder return (hereinafter "TSR") on Continental shares during the term of the tranche. To determine the TSR, the average price of the Continental share in the months from October to December was set prior to the beginning and at the end of the respective LTI tranche. In addition, all dividends paid during the term of the LTI tranche were taken into account for the TSR. The degree to which the TSR was achieved was multiplied by the degree to which the CVC target was achieved to determine the degree of target achievement on which the LTI that would actually be paid after the end of the term was based. The maximum payout amount was capped at 200% of the target bonus.

Future payments of the LTI tranches issued may still be made under the 2019 remuneration system.

Individual Remuneration of the Members of the Executive Board in Fiscal 2021

The tables below show the remuneration granted and owed to the individual members of the Executive Board based on the new 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 performance bonus (short-term incentive, STI) for fiscal 2021 as well as the 2018-2021 LTI, both of which will be paid out in fiscal 2022, are to be classified as remuneration granted for fiscal 2022 and will therefore be the subject of the remuneration report for the coming reporting year. In addition, 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 performance bonus for fiscal 2021 and the 2018-2021 LTI - relate to the past fiscal year but were not yet paid to the Executive Board member in the past fiscal year.

Presentation of the fixed and variable remuneration components of individual active members of the Executive Board in fiscal 2021 (Section 162 (1) Sentence 2 No. 1 AktG)

| In € thousands | Service agreement commitments/ target amounts | | | | | Granted and owed ² as defined in Section 162 (1) Sentence 1 AktG | | | Earned ³ | | |
|---------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------|---------------------------|----------------|----------------|-------------------|-----------------------------------------------------------------------------------|---------------------------|------------------|---------------------|---------------------------|------------------|
| | 2021 ¹ | Relative share in % | 2021 (min.) | 2021 (max.) | 2020 ¹ | 2021 ¹ | Relative share in % | 2020 | 2021 ¹ | Relative share in % | 2020 |
| Nikolai Setzer Chairman of the Executive Board since December 1, 2020 Member of the Executive Board since August 12, 2009 | | | | | | | | | | | |
| Fixed remuneration | 1,450 | 26.3 | 1,450 | 1,450 | 828 | 1,450 | 78.6 | 828 | 1,450 | 25.7 | 828 |
| Additional benefits | 20 | 0.3 | 20 | 20 | 15 | 20 | 1.1 | 15 | 20 | 0.3 | 15 |
| Short-term variable remuneration | | | | | | | | | | | |
| Performance bonus (immediate payment) | 1,500 | 27.2 | 0 | 3,000 | 768 | 84 | 4.6 | 209 | 2,363 | 41.9 | 84 |
| Long-term variable remuneration | | | | | | | | | | | |
| Performance bonus (deferral) [from 2020] ⁴ | 1,000 | 18.1 | 0 | 2,000 | 512 | 56 ⁵ | 3.0 | – | 1,576 ⁶ | 27.9 | 56 ⁵ |
| Performance bonus (deferral) [until 2019] ⁷ | – | – | – | – | – | 235 ⁸ | 12.7 | 286 ⁹ | 235 ⁸ | 4.2 | 286 ⁹ |
| Long-term incentive | 1,550 | 28.1 | 0 | 3,100 | 847 | 0 | 0.0 | 0 | 0 | 0.0 | 0 |
| Total | 5,520 | | 1,470 | 9,570 | 2,970 | 1,845 | | 1,338 | 5,644 | | 1,269 |
| Severance payment | – | | | | – | – | | – | – | | – |
| Fixed/variable ratio in % | 26.6/73.4 | | | | | 79.7/20.3 | | | 26.0/74.0 | | |
| Total remuneration | 5,520 | 100.0 | | | 2,970 | 1,845 | 100.0 | 1,338 | 5,644 | 100.0 | 1,269 |
| Hans-Jürgen Duensing ContiTech Member of the Executive Board from May 1, 2015 to May 31, 2021 | | | | | | | | | | | |
| Fixed remuneration | 333 | 28.9 | 333 | 333 | 773 | 333 | 37.6 | 773 | 333 | 23.1 | 773 |
| Additional benefits | 12 | 1.0 | 12 | 12 | 23 | 12 | 1.3 | 23 | 12 | 0.8 | 23 |
| Short-term variable remuneration | | | | | | | | | | | |
| Performance bonus (immediate payment) | 290 | 25.2 | 0 | 580 | 700 | 140 | 15.8 | 126 | 475 | 32.9 | 140 |
| Long-term variable remuneration | | | | | | | | | | | |
| Performance bonus (deferral) [from 2020] ⁴ | 193 | 16.8 | 0 | 386 | 467 | 93 ⁵ | 10.5 | – | 317 ⁶ | 21.9 | 93 ⁵ |
| Performance bonus (deferral) [until 2019] ⁷ | – | – | – | – | – | 308 ⁸ | 34.8 | 312 ⁹ | 308 ⁸ | 21.3 | 312 ⁹ |
| Long-term incentive | 324 | 28.1 | 0 | 652 | 783 | 0 | 0.0 | 0 | 0 | 0.0 | 0 |
| Total | 1,152 | | 345 | 1,963 | 2,746 | 886 | | 1,234 | 1,445 | | 1,341 |
| Severance payment | – | | | | – | – | | – | – | | – |
| Fixed/variable ratio in % | 29.9/70.1 | | | | | 38.9/61.1 | | | 23.9/76.1 | | |
| Total remuneration | 1,152 | 100.0 | | | 2,746 | 886 | 100.0 | 1,234 | 1,445 | 100.0 | 1,341 |

| In € thousands | Service agreement commitments/ target amounts | | | | | Granted and owed ² as defined in Section 162 (1) Sentence 1 AktG | | | Earned ³ | | |
|----------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------|---------------------------|----------------|----------------|-------------------|-----------------------------------------------------------------------------------|---------------------------|-----------------|---------------------|---------------------------|-----------------|
| | 2021 ¹ | Relative share in % | 2021 (min.) | 2021 (max.) | 2020 ¹ | 2021 ¹ | Relative share in % | 2020 | 2021 ¹ | Relative share in % | 2020 |
| Katja Dürrfeld Group Finance and Controlling and Group IT Member of the Executive Board since December 14, 2021 | | | | | | | | | | | |
| Fixed remuneration | 40 | 29.0 | 40 | 40 | – | 40 | 97.6 | – | 40 | 30.3 | – |
| Additional benefits | 1 | 0.7 | 1 | 1 | – | 1 | 2.4 | – | 1 | 0.8 | – |
| Short-term variable remuneration | | | | | | | | | | | |
| Performance bonus (immediate payment) | 35 | 25.4 | 0 | 70 | – | – | – | – | 55 | 41.7 | – |
| Long-term variable remuneration | | | | | | | | | | | |
| Performance bonus (deferral) [from 2020] ⁴ | 23 | 16.7 | 0 | 46 | – | – | – | – | 36 ⁶ | 27.2 | – |
| Performance bonus (deferral) [until 2019] ⁷ | – | – | – | – | – | – | – | – | – | – | – |
| Long-term incentive | 39 | 28.2 | 0 | 78 | – | – | – | – | – | – | – |
| Total | 138 | | 41 | 235 | – | 41 | | – | 132 | | – |
| Severance payment | – | | | | – | – | | – | – | | – |
| Fixed/variable ratio in % | 29.7/70.3 | | | | | 100.0/0.0 | | | 31.1/68.9 | | |
| Total remuneration | 138 | 100.0 | | | – | 41 | 100.0 | – | 132 | 100.0 | – |
| Frank Jourdan Autonomous Mobility and Safety (AMS) Member of the Executive Board from September 25, 2013 to December 31, 2021 | | | | | | | | | | | |
| Fixed remuneration | 800 | 13.8 | 800 | 800 | 773 | 800 | 18.3 | 773 | 800 | 16.1 | 733 |
| Additional benefits | 34 | 0.6 | 34 | 34 | 29 | 34 | 0.8 | 29 | 34 | 0.7 | 29 |
| Short-term variable remuneration | | | | | | | | | | | |
| Performance bonus (immediate payment) | 700 | 12.0 | 0 | 1,400 | 700 | 76 | 1.7 | 126 | 436 | 8.8 | 76 |
| Long-term variable remuneration | | | | | | | | | | | |
| Performance bonus (deferral) [from 2020] ⁴ | 467 | 8.0 | 0 | 934 | 467 | 51 ⁵ | 1.2 | – | 291 ⁶ | 5.8 | 51 ⁵ |
| Performance bonus (deferral) [until 2019] ⁷ | – | – | – | – | – | 390 ⁸ | 8.9 | 98 ⁹ | 390 ⁸ | 7.8 | 98 ⁹ |
| Long-term incentive | 783 | 13.5 | 0 | 1,566 | 783 | 0 | 0.0 | 0 | 0 | 0.0 | 0 |
| Total | 2,784 | | 834 | 4,734 | 2,752 | 1,351 | | 1,026 | 1,951 | | 987 |
| Severance payment | 3,028 | 52.1 | | | – | 3,028 | 69.1 | – | 3,028 | 60.8 | – |
| Fixed/variable ratio in % | 66.5/33.5 | | | | | 88.2/11.8 | | | 77.6/22.4 | | |
| Total remuneration | 5,812 | 100.0 | | | 2,752 | 4,379 | 100.0 | 1,026 | 4,979 | 100.0 | 987 |
| Christian Kötz Tires Member of the Executive Board since April 1, 2019 | | | | | | | | | | | |
| Fixed remuneration | 800 | 28.9 | 800 | 800 | 773 | 800 | 83.8 | 773 | 800 | 29.2 | 733 |
| Additional benefits | 23 | 0.8 | 23 | 23 | 17 | 23 | 2.4 | 17 | 23 | 0.8 | 17 |
| Short-term variable remuneration | | | | | | | | | | | |
| Performance bonus (immediate payment) | 700 | 25.2 | 0 | 1,400 | 700 | 79 | 8.3 | 348 | 1,149 | 42.0 | 79 |
| Long-term variable remuneration | | | | | | | | | | | |
| Performance bonus (deferral) [from 2020] ⁴ | 467 | 16.8 | 0 | 934 | 467 | 53 ⁵ | 5.5 | – | 765 ⁶ | 28.0 | 53 ⁵ |
| Performance bonus (deferral) [until 2019] ⁷ | – | – | – | – | – | – | – | – | – | – | – |
| Long-term incentive | 783 | 28.3 | 0 | 1,566 | 783 | – | – | – | – | – | – |
| Total | 2,773 | | 823 | 4,723 | 2,740 | 955 | | 1,138 | 2,737 | | 882 |
| Severance payment | – | | | | – | – | | – | – | | – |
| Fixed/variable ratio in % | 29.7/70.3 | | | | | 86.2/13.8 | | | 30.0/70.0 | | |
| Total remuneration | 2,773 | 100.0 | | | 2,740 | 955 | 100.0 | 1,138 | 2,737 | 100.0 | 882 |

| In € thousands | Service agreement commitments/ target amounts | | | | | Granted and owed ² as defined in Section 162 (1) Sentence 1 AktG | | | Earned ³ | | |
|------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------|---------------------------|----------------|----------------|-------------------|-----------------------------------------------------------------------------------|---------------------------|-----------------|---------------------|---------------------------|-------------------|
| | 2021 ¹ | Relative share in % | 2021 (min.) | 2021 (max.) | 2020 ¹ | 2021 ¹ | Relative share in % | 2020 | 2021 ¹ | Relative share in % | 2020 |
| Helmut Matschi Vehicle Networking and Information (VNI) Member of the Executive Board from August 12, 2009 to December 31, 2021 | | | | | | | | | | | |
| Fixed remuneration | 800 | 11.6 | 800 | 800 | 773 | 800 | 13.6 | 773 | 800 | 13,3 | 733 |
| Additional benefits | 24 | 0.4 | 24 | 24 | 18 | 24 | 0,4 | 18 | 24 | 0,4 | 18 |
| Short-term variable remuneration | | | | | | | | | | | |
| Performance bonus (immediate payment) | 700 | 10.1 | 0 | 1,400 | 700 | 76 | 1.3 | 126 | 436 | 7.2 | 76 |
| Long-term variable remuneration | | | | | | | | | | | |
| Performance bonus (deferral) [from 2020] ⁴ | 467 | 6.8 | 0 | 934 | 467 | 515 | 8.7 | – | 291 ⁶ | 4,8 | 515 |
| Performance bonus (deferral) [until 2019] ⁷ | – | – | – | – | – | 336 ⁸ | 5.7 | 91 ⁹ | 336 ⁸ | 5,6 | 919 |
| Long-term incentive | 783 | 11.3 | 0 | 1,566 | 783 | 0 | 0.0 | 0 | 0 | 0.0 | 0 |
| Total | 2,774 | | 824 | 4,724 | 2,741 | 1,751 | | 1,008 | 1,887 | | 969 |
| Severance payment | 4,135 | 59.8 | | | – | 4,135 | 70.3 | – | 4,135 | 68.7 | – |
| Fixed/variable ratio in % | 71.8/28.2 | | | | | 84.3/15.7 | | | 82.4/17.6 | | |
| Total remuneration | 6,909 | 100.0 | | | 2,741 | 5,886 | 100.0 | 1,008 | 6,022 | 100.0 | 969 |
| Philip Nelles ContiTech Member of the Executive Board since June 1, 2021 | | | | | | | | | | | |
| Fixed remuneration | 467 | 28.8 | 467 | 467 | – | 467 | 97.9 | 0 | 467 | 29.2 | – |
| Additional benefits | 10 | 0.6 | 10 | 10 | – | 10 | 2.1 | 0 | 10 | 0.6 | – |
| Short-term variable remuneration | | | | | | | | | | | |
| Performance bonus (immediate payment) | 411 | 25.4 | 0 | 822 | – | – | – | – | 674 | 42.1 | – |
| Long-term variable remuneration | | | | | | | | | | | |
| Performance bonus (deferral) [from 2020] ⁴ | 274 | 16.9 | 0 | 548 | – | – | – | – | 449 ⁶ | 28.1 | – |
| Performance bonus (deferral) [until 2019] ⁷ | – | – | – | – | – | – | – | – | – | – | – |
| Long-term incentive | 459 | 28.3 | 0 | 918 | – | – | – | – | – | – | – |
| Total | 1,621 | | 477 | 2,765 | – | 477 | | – | 1,600 | | – |
| Severance payment | – | | | | – | – | | – | – | | – |
| Fixed/variable ratio in % | 29.4/70.6 | | | | | 100.0/0.0 | | | 29.8/70.2 | | |
| Total remuneration | 1,621 | 100.0 | | | – | 477 | 100.0 | – | 1,600 | 100.0 | – |
| Dr. Ariane Reinhart Group Human Relations and Sustainability Member of the Executive Board since October 1, 2014 | | | | | | | | | | | |
| Fixed remuneration | 1,100 | 34.7 | 1,100 | 1,100 | 1,063 | 1,100 | 68.6 | 1,063 | 1,100 | 33.2 | 1,063 |
| Additional benefits | 13 | 0.4 | 13 | 13 | 14 | 13 | 0.8 | 14 | 13 | 0.4 | 14 |
| Short-term variable remuneration | | | | | | | | | | | |
| Performance bonus (immediate payment) | 700 | 22.1 | 0 | 1,400 | 700 | 76 | 4.7 | 126 | 1,103 | 33.3 | 76 |
| Long-term variable remuneration | | | | | | | | | | | |
| Performance bonus (deferral) [from 2020] ⁴ | 467 | 14.7 | 0 | 934 | 467 | 51 ⁵ | 3.2 | – | 735 ⁶ | 22.1 | 51 ⁵ |
| Performance bonus (deferral) [until 2019] ⁷ | – | – | – | – | – | 364 ⁸ | 22.7 | 2,399 | 364 ⁸ | 11.0 | 2,39 ⁹ |
| Long-term incentive | 893 | 28.1 | 0 | 1,786 | 893 | 0 | 0.0 | 0 | 0 | 0.0 | 0 |
| Total | 3,173 | | 1,113 | 5,233 | 3,137 | 1,604 | | 1,442 | 3,315 | | 1,443 |
| Severance payment | – | | | | – | – | | – | – | | – |
| Fixed/variable ratio in % | 35.1/64.9 | | | | | 69.4/30.6 | | | 33.6/66.4 | | |
| Total remuneration | 3,173 | 100,0 | | | 3,137 | 1,604 | 100.0 | 1,442 | 3,315 | 100.0 | 1,443 |

| In € thousands | Service agreement commitments/ target amounts | | | | | Granted and owed ² as defined in Section 162 (1) Sentence 1 AktG | | | Earned ³ | | |
|----------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------|---------------------------|----------------|----------------|-------------------|-----------------------------------------------------------------------------------|---------------------------|------------------|---------------------|---------------------------|------------------|
| | 2021 ¹ | Relative share in % | 2021 (min.) | 2021 (max.) | 2020 ¹ | 2021 ¹ | Relative share in % | 2020 | 2021 ¹ | Relative share in % | 2020 |
| Wolfgang Schäfer Group Finance and Controlling and Group IT Member of the Executive Board from January 1, 2010 to November 17, 2021 | | | | | | | | | | | |
| Fixed remuneration | 969 | 34,6 | 969 | 969 | 1,063 | 969 | 65,5 | 1,063 | 969 | 32,6 | 1,063 |
| Additional benefits | 20 | 0,7 | 20 | 20 | 17 | 20 | 1,4 | 17 | 20 | 0,7 | 17 |
| Short-term variable remuneration | | | | | | | | | | | |
| Performance bonus (immediate payment) | 616 | 22,0 | 0 | 1,232 | 700 | 76 | 5,1 | 126 | 970 | 32,7 | 76 |
| Long-term variable remuneration | | | | | | | | | | | |
| Performance bonus (deferral) [from 2020] ⁴ | 411 | 14,7 | 0 | 822 | 467 | 51 ⁵ | 3,4 | – | 647 ⁶ | 21,8 | 51 ⁵ |
| Performance bonus (deferral) [until 2019] ⁷ | – | – | – | – | – | 364 ⁸ | 24,6 | 239 ⁹ | 364 ⁸ | 12,2 | 239 ⁹ |
| Long-term incentive | 785 | 28,0 | 0 | 1,570 | 893 | 0 | 0,0 | 0 | 0 | 0,0 | 0 |
| Total | 2,801 | | 989 | 4,613 | 3,140 | 1,480 | | 1,445 | 2,970 | | 1,446 |
| Severance payment | – | | | | – | – | | – | – | | – |
| Fixed/variable ratio in % | 35,3/64,7 | | | | | 66,9/33,1 | | | 33,3/66,7 | | |
| Total remuneration | 2,801 | 100,0 | | | 3,140 | 1,480 | 100,0 | 1,445 | 2,970 | 100,0 | 1,446 |
| Andreas Wolf Powertrain Member of the Executive Board from June 3, 2020 to September 15, 2021 | | | | | | | | | | | |
| Fixed remuneration | 567 | 29,0 | 567 | 567 | 448 | 567 | 64,5 | 448 | 567 | 30,2 | 448 |
| Additional benefits | 12 | 0,6 | 12 | 12 | 8 | 12 | 1,4 | 8 | 12 | 0,6 | 8 |
| Short-term variable remuneration | | | | | | | | | | | |
| Performance bonus (immediate payment) | 495 | 25,3 | 0 | 990 | 406 | 180 | 20,4 | – | 780 | 41,5 | 180 |
| Long-term variable remuneration | | | | | | | | | | | |
| Performance bonus (deferral) [from 2020] ⁴ | 330 | 16,9 | 0 | 660 | 270 | 120 ⁵ | 13,7 | – | 520 ⁶ | 27,7 | 120 ⁵ |
| Performance bonus (deferral) [until 2019] ⁷ | – | – | – | – | – | – | – | – | – | – | – |
| Long-term incentive | 553 | 28,2 | 0 | 1,206 | 454 | – | – | – | – | – | – |
| Total | 1,957 | | 579 | 3,435 | 1,586 | 879 | | 456 | 1,879 | | 756 |
| Severance payment | – | | | | – | – | | – | – | | – |
| Fixed/variable ratio in % | 29,6/70,4 | | | | | 65,9/34,1 | | | 30,8/69,2 | | |
| Total remuneration | 1,957 | 100,0 | | | 1,586 | 879 | 100,0 | 456 | 1,879 | 100,0 | 756 |

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 performance bonus (immediate payment) and (deferral) as well as the LTI are paid out only in fiscal year n+1.

4 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.

5 Equity deferral from the 2020 performance bonus.

6 Equity deferral from the 2021 performance bonus.

7 Based on the 2019 remuneration system; settlement and payment of the virtual shares of the deferral.

8 Equity deferral from the 2017 performance bonus.

9 Equity deferral from the 2016 performance bonus.

Presentation of the granted remuneration of individual former members of the Executive Board in fiscal 2021 (Section 162 (1) and (2) AktG)

| | Fixed remuneration | | Additional benefits | | Variable remuneration | | Benefit payments | | Other benefits ¹ | | 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 |
| Wolfgang Schäfer ² (until November 17, 2021) | 40 | 100.0 | – | – | – | – | – | – | – | – | 40 |
| Andreas Wolf (until September 15, 2021) | – | – | – | – | – | – | – | – | – | – | – |
| Hans-Jürgen Duensing ³ (until May 31, 2021) | 133 | 32.7 | 6 | 1.5 | – | – | – | – | 268 | 65.8 | 407 |
| Dr. Elmar Degenhart (until November 30, 2020) | – | – | – | – | 780 ⁴ | 42.7 | – | – | 1,047 | 57.3 | 1,827 |
| José A. Avila (until September 30, 2018) | – | – | – | – | 390 ⁴ | 32.7 | – | – | 803 | 67.3 | 1,193 |
| Dr. Ralf Cramer (until August 11, 2017) | – | – | 2 | 1.0 | 222 ⁴ | 105.7 | – | – | -14 | -6.7 | 210 |
| Heinz-Gerhard Wente (until April 30, 2015) | – | – | – | – | – | – | 408 | 100.0 | – | – | 408 |

1 Other benefits in fiscal 2021 include only the granting of compensation for non-competition.

2 Resignation as at November 17, 2021; end of service agreement as at January 31, 2022.

3 Resignation as at May 31, 2021; end of service agreement as at July 31, 2021.

4 Equity deferral from the 2017 performance bonus.

Target criteria, degree of achievement and target achievement of the performance bonus granted in the past fiscal year for fiscal 2020 in accordance with Section 162 (1) Sentence 2 No. 1 AktG

| Target criteria 2020 | Degree of achievement | | | Target achievement | |
|-------------------------------|-----------------------|-------|-------|--------------------|-------|
| | 0 % | 100 % | 200 % | Result 2020 | in % |
| EBIT in € thousands | | | | | |
| Continental Group | 975 | 1,393 | 1,811 | -231 | 0.0 |
| Automotive group sector | 397 | 567 | 737 | -948 | 0.0 |
| AMS business area | 344 | 491 | 638 | -98 | 0.0 |
| VNI business area | 53 | 76 | 99 | -849 | 0.0 |
| Tires business area | 1,005 | 1,435 | 1,866 | 1,013 | 1.9 |
| ContiTech business area | 233 | 336 | 434 | 257 | 23.1 |
| Powertrain business area | -627 | -482 | -337 | -460 | 115.6 |
| ROCE in % | | | | | |
| Continental Group | 2.6 | 5.6 | 8.6 | -1.0 | 0.0 |
| Automotive group sector | 2.6 | 5.6 | 8.6 | -10.7 | 0.0 |
| AMS business area | 6.6 | 9.6 | 12.6 | -2.1 | 0.0 |
| VNI business area | -1.5 | 1.5 | 4.5 | -20.2 | 0.0 |
| Tires business area | 15.2 | 18.2 | 21.2 | 14.3 | 0.0 |
| ContiTech business area | 6.9 | 9.9 | 12.9 | 7.8 | 30.0 |
| Powertrain business area | -16.5 | -13.5 | -10.5 | -14.4 | 70.0 |
| Free cash flow in € thousands | | | | | |
| Continental Group | 559 | 798 | 1,038 | 646 | 36.3 |

Individual weighting and target achievement of the 2020 performance bonus of active members of the Executive Board in fiscal 2020

| Target achievement 2020 ("granted" in 2021) | Continental Group | | | Automotive group sector | | Business area | | PCF | STI target amount | Total target achieve- ment | Total amount |
|-------------------------------------------------------------------------------|-------------------|------|------|----------------------------|------|---------------|------|-----|-------------------------|-------------------------------------|------------------------|
| | EBIT | ROCE | FCF | EBIT | ROCE | EBIT | ROCE | | in € thou- sands | in % | in € thou- sands |
| Members of the Executive Board in 2020 | | | | | | | | | | | |
| Nikolai Setzer Chairman of the Executive Board (since December 1, 2020) | 40.0 | 30.0 | 30.0 | – | – | – | – | 1.0 | 212 | 10.9 | 23 |
| Nikolai Setzer Automotive Board (until November 30, 2020) | 20.0 | 15.0 | 30.0 | 20.0 | 15.0 | – | – | 1.0 | 1,068 | 10.9 | 116 |
| Hans-Jürgen Duensing ContiTech | 20.0 | 15.0 | 30.0 | | | 20.0 | 15.0 | 1.0 | 1,167 | 20.0 | 234 |
| Frank Jourdan AMS | 10.0 | 7.5 | 30.0 | 10.0 | 7.5 | 20.0 | 15.0 | 1.0 | 1,167 | 10.9 | 127 |
| Christian Kötz Tires | 20.0 | 15.0 | 30.0 | – | – | 20.0 | 15.0 | 1.0 | 1,167 | 11.3 | 132 |
| Helmut Matschi VNI | 10.0 | 7.5 | 30.0 | 10.0 | 7.5 | 20.0 | 15.0 | 1.0 | 1,167 | 10.9 | 127 |
| Dr. Ariane Reinhart Group Human Relations and Sustainability | 40.0 | 30.0 | 30.0 | – | – | – | – | 1.0 | 1,167 | 10.9 | 127 |
| Wolfgang Schäfer Group Finance and Controlling and Group IT | 40.0 | 30.0 | 30.0 | – | – | – | – | 1.0 | 1,167 | 10.9 | 127 |
| Andreas Wolf Powertrain (since June 3, 2020) | 20.0 | 15.0 | 30.0 | – | – | 20.0 | 15.0 | 1.0 | 678 | 44.5 | 301 |

The Supervisory Board did not set any targets for the PCF for any of the Executive Board members for fiscal 2020. As a result, the value of the PCF is 1.0.

As the performance bonus for Dr. Elmar Degenhart was still based on the 2019 remuneration system, the CVC target criterion was used exclusively to measure target achievement (see aforementioned description of the 2019 remuneration system). As the CVC in fiscal 2020 did not improve compared with fiscal 2019, the target achievement was zero and a performance bonus for fiscal 2020 was not paid.

Target criteria, degree of achievement and target achievement of the performance bonus earned in the past fiscal year for fiscal 2021 (voluntary disclosure)

| Target criteria 2020 | Degree of achievement | | | Target achievement | |
|-------------------------------|-----------------------|-------|-------|--------------------|-------|
| | 0 % | 100 % | 200 % | Result 2020 | in % |
| EBIT in € thousands | | | | | |
| Continental Group | 722 | 1,031 | 1,341 | 1,344 | 200.0 |
| Automotive group sector | 57 | 82 | 107 | -408 | 0.0 |
| AMS business area | 120 | 172 | 223 | -128 | 0.0 |
| VNI business area | -206 | -86 | 34 | -280 | 0.0 |
| Tires business area | 847 | 1,210 | 1,573 | 1,701 | 200.0 |
| ContiTech business area | 191 | 273 | 355 | 359 | 200.0 |
| ROCE in % | | | | | |
| Continental Group | 1.6 | 4.6 | 7.6 | 6.3 | 156.7 |
| Automotive group sector | -2.1 | 0.9 | 3.9 | -5.0 | 0.0 |
| AMS business area | 0.5 | 3.5 | 6.5 | -2.8 | 0.0 |
| VNI business area | -5.2 | -2.2 | 0.8 | -7.7 | 0.0 |
| Tires business area | 14.1 | 17.1 | 20.1 | 25.7 | 200.0 |
| ContiTech business area | 5.7 | 8.7 | 11.7 | 11.7 | 200.0 |
| Free cash flow in € thousands | | | | | |
| Continental Group | 1,089 | 1,555 | 2,022 | 1,564 | 101.8 |

Individual weighting and target achievement of the 2021 performance bonus of active members of the Executive Board in fiscal 2021

| Target achievement 2020 ("granted" in 2021) | Continental Group | | Automotive group sector | | Business area | | PCF | STI target amount in € thou- sands | Total target achieve- ment in % | Total amount in € thou- sands | |
|---------------------------------------------------------------------------------------------|-------------------|------|----------------------------|------|---------------|------|------|-------------------------------------------------------|-------------------------------------------------|-----------------------------------------------|-------|
| | EBIT | ROCE | FCF | EBIT | ROCE | EBIT | | | | | ROCE |
| Weighting in % | | | | | | | | | | | |
| Members of the Executive Board in 2021 | | | | | | | | | | | |
| Nikolai Setzer Chairman of the Executive Board | 40.0 | 30.0 | 30.0 | – | – | – | – | 1.0 | 2,500 | 1576 | 3,939 |
| Hans-Jürgen Duensing ContiTech (until May 31, 2021) | 20.0 | 15.0 | 30.0 | – | – | 20.0 | 15.0 | 1.0 | 483 | 164.1 | 792 |
| Katja Dürrfeld Group Finance and Controlling and Group IT (since December 14, 2021) | 40.0 | 30.0 | 30.0 | – | – | – | – | 1.0 | 58 | 1576 | 91 |
| Frank Jourdan AMS | 10.0 | 7.5 | 30.0 | 10.0 | 7.5 | 20.0 | 15.0 | 1.0 | 1,167 | 62.3 | 727 |
| Christian Kötz Tires | 20.0 | 15.0 | 30.0 | – | – | 20.0 | 15.0 | 1.0 | 1,167 | 164.1 | 1,914 |
| Helmut Matschi VNI | 10.0 | 7.5 | 30.0 | 10.0 | 7.5 | 20.0 | 15.0 | 1.0 | 1,167 | 62.3 | 727 |
| Philip Nelles ContiTech (since June 1, 2021) | 20.0 | 15.0 | 30.0 | – | – | 20.0 | 15.0 | 1.0 | 684 | 165.0 | 1,122 |
| Dr. Ariane Reinhart Group Human Relations and Sustainability | 40.0 | 30.0 | 30.0 | – | – | – | – | 1.0 | 1,167 | 1576 | 1,837 |
| Wolfgang Schäfer Group Finance and Controlling and Group IT (until November 17, 2021) | 40.0 | 30.0 | 30.0 | – | – | – | – | 1.0 | 1,026 | 1576 | 1,617 |
| Andreas Wolf ¹ Powertrain (until September 15, 2021) | 40.0 | 30.0 | 30.0 | – | – | – | – | 1.0 | 825 | 1576 | 1,300 |

1 Andreas Wolf will be measured only against the targets of the Continental Group due to the spin-off of Vitesco Technologies in fiscal 2021.

The Supervisory Board did not set any targets for the PCF for any of the Executive Board members for fiscal 2021. As a result, the value of the PCF is 1.0.

2017-2020 long-term incentive

The target value of the CVC for the 2017-2020 LTI tranche (granted in 2021), which was paid out in fiscal 2021, was €2.53 billion based on 100% target achievement. If the actual value of the CVC fell short of the target value for the CVC by 50% or more, the target achievement for the CVC target criterion was 0%. If the actual value of the CVC exceeded the target value for the CVC by 50% or more, the target achievement for the CVC target criterion was 200%. Intermediate values were calculated on a straight-line basis.

The initial share price used to determine the TSR was €174.99, and the final share price was €107.08. In addition, all dividends paid during the term of the LTI tranche were taken into account for the TSR. The dividends amounted to €4.25 in 2017, €4.50 in 2018, €4.75 in 2019 and €3.00 in 2020.

| | Allotment value 2017-2020 LTI | Target criterion 1 CVC | Target criterion 2 TSR | Total target achievement | Total amount |
|-----------------------------------------------|----------------------------------|---------------------------|---------------------------|-----------------------------|-----------------|
| | in € thousands | in % | in % | in % | in € thousands |
| Members of the Executive Board in 2021 | | | | | |
| Nikolai Setzer | 783 | 0.0 | 70.6 | 0.0 | 0 |
| Hans-Jürgen Duensing (until May 31, 2021) | 783 | 0.0 | 70.6 | 0.0 | 0 |
| Katja Dürrfeld (since December 14, 2021) | – | – | – | – | – |
| Frank Jourdan | 783 | 0.0 | 70.6 | 0.0 | 0 |
| Christian Kötz | – | – | – | – | – |
| Helmut Matschi | 783 | 0.0 | 70.6 | 0.0 | 0 |
| Philip Nelles (since June 1, 2021) | – | – | – | – | – |
| Dr. Ariane Reinhart | 783 | 0.0 | 70.6 | 0.0 | 0 |
| Wolfgang Schäfer (until November 17, 2021) | 893 | 0.0 | 70.6 | 0.0 | 0 |
| Andreas Wolf (until September 15, 2021) | – | – | – | – | – |
| Former members of the Executive Board | | | | | |
| Dr. Elmar Degenhart (until November 30, 2020) | 1,517 | 0.0 | 70.6 | 0.0 | 0 |
| José A. Avila (until September 30, 2018) | 342 | 0.0 | 70.6 | 0.0 | 0 |
| Dr. Ralf Cramer (until August 11, 2017) | 120 | 0.0 | 70.6 | 0.0 | 0 |

2018-2021 long-term incentive

The target value of the CVC for the 2018-2021 LTI tranche (earned in 2021), which will be paid out in fiscal 2022, was €2.63 billion based on 100% target achievement. If the actual value of the CVC fell short of the target value for the CVC by 50% or more, the target achievement for the CVC target criterion was 0%. If the actual value of the CVC exceeded the target value for the CVC by 50% or more, the target achievement for the CVC target criterion was 200%. Intermediate values were calculated on a straight-line basis.

The initial share price used to determine the TSR was €218.92, and the closing price was €98.32. In addition, all dividends paid during the term of the LTI tranche were taken into account for the TSR. The dividends amounted to €4.50 in 2018, €4.75 in 2019, €3.00 in 2020 and €0.00 in 2021.

| | Allotment value 2018-2021 LTI | Target criterion 1 CVC | Target criterion 2 TSR | Total target achievement | Total amount |
|-----------------------------------------------|----------------------------------|---------------------------|---------------------------|-----------------------------|-----------------|
| | in € thousands | in % | in % | in % | in € thousands |
| Members of the Executive Board in 2021 | | | | | |
| Nikolai Setzer | 783 | 0.0 | 50.5 | 0.0 | 0 |
| Hans-Jürgen Duensing (until May 31, 2021) | 667 | 0.0 | 50.5 | 0.0 | 0 |
| Katja Dürrfeld (since December 14, 2021) | – | – | – | – | – |
| Frank Jourdan | 783 | 0.0 | 50.5 | 0.0 | 0 |
| Christian Kötz | – | – | – | – | – |
| Helmut Matschi | 783 | 0.0 | 50.5 | 0.0 | 0 |
| Philip Nelles (since June 1, 2021) | – | – | – | – | – |
| Dr. Ariane Reinhart | 783 | 0.0 | 50.5 | 0.0 | 0 |
| Wolfgang Schäfer (until November 17, 2021) | 893 | 0.0 | 50.5 | 0.0 | 0 |
| Andreas Wolf (until September 15, 2021) | – | – | – | – | – |
| Former members of the Executive Board | | | | | |
| Dr. Elmar Degenhart (until November 30, 2020) | 1,130 | 0.0 | 50.5 | 0.0 | 0 |
| José A. Avila (until September 30, 2018) | 146 | 0.0 | 50.5 | 0.0 | 0 |

Benefit payments to former members of the Executive Board

Benefit payments totaling €5.297 million were paid to former Executive Board members who left the company in fiscal 2011 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:

- Future benefit rights 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 member. 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 (pursuant to Section 162 (2) Nos. 2 and 4 AktG)

Hans-Jürgen Duensing left the Executive Board prematurely on May 31, 2021. His service agreement ended on July 31, 2021. He received gross fixed remuneration of €133 thousand for the period from June 1, 2021, to July 31, 2021, and additional gross benefits of €6 thousand. In addition, he is entitled for this period to a pro rata share of the STI for fiscal 2021 and the 2021-2025 LTI. During this period, Hans-Jürgen Duensing was continuously available to ensure an orderly handover of his duties to his successor, Philip Nelles. The entitlement to compensation for non-competition starting from August 1, 2021, exceeded the pension entitlements in fiscal 2021. As a result, no benefit payments were made to Hans-Jürgen Duensing.

Wolfgang Schäfer left the Executive Board prematurely on November 17, 2021. His service agreement ended on January 31, 2022 ("termination date"). Wolfgang Schäfer was entitled to fixed remuneration until the termination date. Furthermore, Wolfgang Schäfer is entitled to the performance bonus for fiscal 2021 and on a pro rata basis until the termination date for fiscal 2022, as well as one twelfth of the contractual allotment value of the 2022-2025 LTI. His entitlements from earlier LTI tranches also remain unaffected. To compensate for the contractual claims that no longer arise as a result of the premature termination of the service agreement, a compensation claim was agreed in the gross amount of €6.693 million. Payments to Wolfgang Schäfer in accordance with the aforementioned arrangements and other heretofore unpaid variable remuneration elements depend on certain conditions. If these requirements are met, the company will make the payments at a later date.

Frank Jourdan left the Executive Board prematurely on December 31, 2021; his service agreement was terminated prematurely as of the same date. As compensation for claims from the premature termination of his service agreement, Frank Jourdan received a one-time gross severance payment of €3.028 million.

Helmut Matschi left the Executive Board prematurely on December 31, 2021; his service agreement was terminated prematurely as of the same date. As compensation for claims from the premature termination of his service agreement, Helmut Matschi received a one-time gross severance payment of €4.135 million.

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

In fiscal 2021, 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 of the members of the Executive Board, the company's earnings performance and the average remuneration of employees on a full-time equivalent basis in accordance with Section 162 (1) Sentence 2 No. 2 AktG

| | Change 2017-2016 in % | Change 2018-2017 in % | Change 2019-2018 in % | Change 2020-2019 in % | Change 2021-2020 in % |
|-------------------------------------------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|
| | in Tsd € | in % | in % | in % | in Tsd € |
| Remuneration of the Executive Board ¹ | | | | | |
| Members of the Executive Board in 2021 | | | | | |
| Nikolai Setzer | -5.5 | -10.9 | -22.9 | -39.5 | 37.8 |
| Hans-Jürgen Duensing (until May 31, 2021) | 67.8 | -4.9 | -19.7 | -14.5 | -6.5 |
| Katja Dürrfeld (since December 14, 2021) | – | – | – | – | – |
| Frank Jourdan | -33.3 | 148.1 | -37.7 | -50.8 | 326.8 |
| Christian Kötz | – | – | – | 83.8 | -16.2 |
| Helmut Matschi | 1.9 | 15.6 | -12.7 | -63.5 | 437.9 |
| Philip Nelles (since June 1, 2021) | – | – | – | – | – |
| Dr. Ariane Reinhardt | -15.4 | 26.8 | 7.3 | -31.5 | 11.2 |
| Wolfgang Schäfer (until November 17, 2021) | -6.3 | 1.2 | -32.2 | -41.6 | 2.4 |
| Andreas Wolf (until September 15, 2021) | – | – | – | – | 93.0 |
| Former members of the Executive Board | | | | | |
| Dr. Elmar Degenhart (until November 30, 2020) | 1.2 | 17.2 | -36.8 | -48.5 | -11.4 |
| José Avila (until September 30, 2018) | 9.7 | -16.5 | -56.4 | -11.9 | 19.8 |
| Ralf Cramer (until August 11, 2017) | 2.8 | 5.0 | -48.4 | -106.9 | -275.0 |
| Heinz-Gerhard Wente (until April 30, 2015) | -26.7 | 4.4 | -69.2 | -23.4 | – |
| Elke Strathmann (until April 25, 2014) | -43.3 | -100.0 | – | – | – |
| Earnings performance | | | | | |
| Continental AG: net income | 45.1 | -2.4 | 324.8 | -84.5 | 54.3 |
| Continental Group: adjusted EBIT | 10.1 | -13.3 | -21.5 | -58.7 | 41.6 |
| Average employee remuneration based on full-time equivalent | | | | | |
| Reference group ² | 1.2 | 4.2 | 1.7 | -2.6 | 3.0 |

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

2 Employees of the German companies of the Continental Group, with the exception of Konrad Hornschuch AG, Hornschuch Stolzenau GmbH, Elektrobot Automotive GmbH, Continental Trebbin GmbH & Co. KG, Continental Advanced Antenna GmbH 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 German companies. 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 2021 as at December 31, 2021, excluding interns, trainees and posted workers; gross salary with employer share for social security and non-cash benefits; less severance pay and inventor remuneration.

Presentation of the number of granted or committed virtual shares based on the deferral of the performance bonus under the 2019 remuneration system - 2017 performance bonus (2018-2020 deferral)

| | Deferral 2017 | Initial share price | Number of virtual shares 2017 | Final share price | Dividend for fiscal 2018 €4.75 | Dividend for fiscal 2019 €3.00 | Dividend for fiscal 2020 €0.00 | Payment deferral in 2021 |
|-----------------------------------------------|-------------------|------------------------|----------------------------------------|----------------------|-----------------------------------------|-----------------------------------------|-----------------------------------------|--------------------------------|
| | in € thousands | in € | | in € | in € thousands | in € thousands | in € thousands | in € thousands |
| Members of the Executive Board in 2021 | | | | | | | | |
| Nikolai Setzer | 421 | 224.98 | 1,873 | 117.66 | 9 | 6 | – | 235 |
| Hans-Juergen Duensing (until May 31, 2021) | 552 | 224.98 | 2,452 | 117.66 | 11 | 7 | – | 308 |
| Katja Dürrfeld (since December 14, 2021) | – | – | – | – | – | – | – | – |
| Frank Jourdan | 700 | 224.98 | 3,112 | 117.66 | 15 | 9 | – | 390 |
| Christian Kötz | – | – | – | – | – | – | – | – |
| Helmut Matschi | 603 | 224.98 | 2,681 | 117.66 | 13 | 8 | – | 336 |
| Philip Nelles (since June 1, 2021) | – | – | – | – | – | – | – | – |
| Dr. Ariane Reinhart | 653 | 224.98 | 2,902 | 117.66 | 14 | 9 | – | 364 |
| Wolfgang Schäfer (until November 17, 2021) | 653 | 224.98 | 2,902 | 117.66 | 14 | 9 | – | 364 |
| Andreas Wolf (until September 15, 2021) | – | – | – | – | – | – | – | – |
| Former members of the Executive Board | | | | | | | | |
| Dr. Elmar Degenhart (until November 30, 2020) | 1,399 | 224.98 | 6,218 | 117.66 | 29 | 19 | – | 780 |
| José A. Avila (until September 30, 2018) | 700 | 224.98 | 3,112 | 117.66 | 15 | 9 | – | 390 |
| Dr. Ralf Cramer (until August 11, 2017) | 399 | 224.98 | 1,773 | 117.66 | 8 | 5 | – | 222 |

Equity deferral performance bonus (from 2020) of active members of the Executive Board in fiscal 2021

| | Number of shares | Total value of acquired shares ¹ as at December 31, 2021 | Equity deferral amount ² | Blocked until |
|--------------------------------------------------|------------------|------------------------------------------------------------------------------|----------------------------------------|---------------|
| | | in € thousands | in € thousands | |
| Members of the Executive Board in 2021 | | | | |
| Nikolai Setzer | | | | |
| Equity deferral performance bonus 2020 | 225 | 21 | | May 31, 2024 |
| Equity deferral performance bonus 2021 | | | 1,576 | – |
| Additional SOG holding obligation ³ | – | – | | |
| Total | 225 | 21 | | |
| SOG holding obligation³ | | | | |
| | – | | | – |
| Hans-Jürgen Duensing (until May 31, 2021) | | | | |
| Equity deferral performance bonus 2020 | 378 | 35 | | May 31, 2024 |
| Equity deferral performance bonus 2021 | | | 317 | – |
| Additional SOG holding obligation | 708 | 66 | | |
| Total | 1,086 | 101 | | |
| SOG holding obligation | | | | |
| | 1,086 | | | July 31, 2023 |
| Katja Dürrfeld (from December 14, 2021) | | | | |
| Equity deferral performance bonus 2020 | – | – | | – |
| Equity deferral performance bonus 2021 | | | 36 | – |
| Additional SOG holding obligation ³ | – | – | | |
| Total | – | – | | |
| SOG holding obligation³ | | | | |
| | – | | | – |

| | Number of shares | Total value of acquired shares ¹ | Equity deferral amount ² | Blocked until |
|------------------------------------------------|------------------|------------------------------------------------|----------------------------------------|-------------------|
| | | as at December 31, 2021 | | |
| Members of the Executive Board in 2021 | | in € thousands | in € thousands | |
| Frank Jourdan | | | | |
| Equity deferral performance bonus 2020 | 206 | 19 | | May 31, 2024 |
| Equity deferral performance bonus 2021 | | | 291 | – |
| Additional SOG holding obligation | 462 | 43 | | |
| Total | 668 | 62 | | |
| SOG holding obligation | 668 | | | December 31, 2023 |
| Christian Kötz | | | | |
| Equity deferral performance bonus 2020 | 213 | 20 | | May 31, 2024 |
| Equity deferral performance bonus 2021 | | | 765 | – |
| Additional SOG holding obligation ³ | – | – | | |
| Total | 213 | 20 | | |
| SOG holding obligation ³ | – | | | – |
| Helmut Matschi | | | | |
| Equity deferral performance bonus 2020 | 206 | 19 | | May 31, 2024 |
| Equity deferral performance bonus 2021 | | | 291 | – |
| Additional SOG holding obligation | 308 | 29 | | |
| Total | 514 | 48 | | |
| SOG holding obligation | 514 | | | December 31, 2023 |
| Philip Nelles | | | | |
| Equity deferral performance bonus 2020 | – | – | – | – |
| Equity deferral performance bonus 2021 | | | 449 | – |
| Additional SOG holding obligation ³ | – | – | | |
| Total | – | – | | |
| SOG holding obligation ³ | – | | | – |
| Dr. Ariane Reinhart | | | | |
| Equity deferral performance bonus 2020 | 206 | 19 | | May 31, 2024 |
| Equity deferral performance bonus 2021 | | | 735 | – |
| Additional SOG holding obligation ³ | – | – | | |
| Total | 206 | 19 | | |
| SOG holding obligation ³ | – | | | – |
| Wolfgang Schäfer (until November 17, 2021) | | | | |
| Equity deferral performance bonus 2020 | 206 | 19 | | May 31, 2024 |
| Equity deferral performance bonus 2021 | | | 647 | – |
| Additional SOG holding obligation ³ | 430 | 40 | | |
| Total | 636 | 59 | | |
| SOG holding obligation ³ | 636 | | | January 31, 2024 |

| | Number of shares | Total value of acquired shares ¹ | | Equity deferral amount ² | Blocked until |
|-----------------------------------------|------------------|---------------------------------------------|----------------|-------------------------------------|--------------------|
| | | as at December 31, 2021 | | | |
| Members of the Executive Board in 2021 | | in € thousands | in € thousands | | |
| Andreas Wolf (until September 15, 2021) | | | | | |
| Equity deferral performance bonus 2020 | 486 | 45 | | | May 31, 2024 |
| Equity deferral performance bonus 2021 | | | | 520 | – |
| Additional SOG holding obligation | 760 | 71 | | | |
| Total | 1.246 | 116 | | | |
| SOG holding obligation | 1.246 | | | | September 15, 2023 |

1 Calculated using the closing price of the Continental share on December 30, 2021, in the Xetra system of Deutsche Börse AG, which stood at €93.11.

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 on fixed and variable remuneration components of individual active members of the Executive Board in fiscal 2021 (Section 162 (1) Sentence 2 No. 1 AktG) was determined assuming a tax and contribution ratio of 50% flat.

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

4 As at January 31, 2022 (end of the accumulation period).

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

The Supervisory Board of Continental AG did not apply the malus and clawback provision in fiscal 2021 because the associated conditions were not met.

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

The company did not deviate from the remuneration system in fiscal 2021.

Compliance with the 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 €11.500 million gross for the chief executive officer, €6.700 million gross for the Executive Board members responsible for Finance and Human Relations, and €6.200 million gross for the other members of the Executive Board. The maximum remuneration will not be exceeded for the past fiscal year. Although it cannot be established definitively until 2025 whether the maximum remuneration has been exceeded because the answer depends on the payout amount of the 2021-2024 LTI tranche, the maximum remuneration for the past fiscal year will not be exceeded even if the maximum amount of the 2021-2024 LTI tranche is assumed to be paid out in 2025.

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

The pension entitlements of the individual members of the Executive Board are presented below.

| In € thousands | Defined benefit obligation ¹ | | Service cost ² | |
|--------------------------------------------|-----------------------------------------|-------------------|---------------------------|------|
| | December 31, 2021 | December 31, 2020 | 2021 | 2020 |
| Members of the Executive Board in 2021 | | | | |
| Nikolai Setzer | 9,863 | 10,129 | 2,157 | 999 |
| Hans-Jürgen Duensing (until May 31, 2021) | 4,475 | 4,608 | 289 | 691 |
| Katja Dürrfeld (since December 14, 2021) | 81 | – | 25 | – |
| Frank Jourdan | 6,563 | 6,308 | 724 | 711 |
| Christian Kötz | 2,612 | 1,899 | 1,000 | 936 |
| Helmut Matschi | 9,875 | 9,927 | 832 | 805 |
| Philip Nelles (since June 1, 2021) | 637 | – | 588 | – |
| Dr. Ariane Reinhart | 7,699 | 7,431 | 1,125 | 920 |
| Wolfgang Schäfer (until November 17, 2021) | 14,781 | 14,618 | 860 | 844 |
| Andreas Wolf (until September 15, 2021) | 960 | 446 | 300 | 244 |

1 Provisions for pension entitlements accrued to date in accordance with IFRS.

2 Service cost for the year in accordance with IFRS.

Individual remuneration of the members of the Supervisory Board in fiscal 2021

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 chairperson 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 chairperson 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 the value added tax incurred by them for activities relating to Supervisory Board work.

Individual remuneration of the Supervisory Board in fiscal 2021

Presentation of the remuneration granted to individual active and former members of the Supervisory Board in fiscal 2021 in accordance with the requirements of Section 162 (1) Sentence 2 No. 1 AktG

| In € thousands | Remuneration components | | |
|--------------------------------------------------------|-------------------------|-------------------------|-------|
| | 2021 | | |
| | Fixed ¹ | Meeting-attendance fees | Total |
| Prof. Dr.-Ing. Wolfgang Reitzle ² | 540 | 0 | 540 |
| Hasan Allak ³ | 180 | 7 | 187 |
| Christiane Benner ^{3,4} | 270 | 7 | 277 |
| Dr. Gunter Dunkel | 180 | 7 | 187 |
| Francesco Grioli ³ | 270 | 8 | 278 |
| Michael Iglhaut ³ | 270 | 23 | 293 |
| Satish Khatu | 180 | 5 | 185 |
| Isabel Corinna Knauf | 180 | 7 | 187 |
| Carmen Löffler (since September 16, 2021) ³ | 53 | 4 | 57 |
| Sabine Neuß | 180 | 10 | 190 |
| Prof. Dr. Rolf Nonnenmacher | 450 | 2 | 452 |
| Dirk Nordmann ³ | 270 | 7 | 277 |
| Lorenz Pfau ³ | 180 | 2 | 182 |
| Klaus Rosenfeld | 270 | 6 | 276 |
| Georg F. W. Schaeffler | 270 | 1 | 271 |
| Maria-Elisabeth Schaeffler-Thumann | 270 | 0 | 270 |
| Jörg Schönfelder ³ | 270 | 5 | 275 |
| Stefan Scholz ³ | 180 | 7 | 187 |
| Elke Volkmann ³ | 180 | 7 | 187 |
| Kirsten Vörkel (until September 15, 2021) ³ | 127 | 3 | 130 |
| Prof. TU Graz e.h. KR Ing. Siegfried Wolf | 180 | 8 | 188 |

1 The remuneration of the Supervisory Board comprises only a fixed remuneration.

2 Chairman of the Supervisory Board.

3 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 one case to other institutions as well.

4 Vice chairperson 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 2017-2016 | Change 2018-2017 | Change 2019-2018 | Change 2020-2019 | Change 2021-2020 |
|-------------------------------------------------------------|---------------------|---------------------|---------------------|---------------------|---------------------|
| Remuneration of the Supervisory Board ¹ | in % | in % | in % | in % | in % |
| Members of the Supervisory Board in 2021 | | | | | |
| Prof. Dr.-Ing. Wolfgang Reitzle ² | 6.2 | 1.8 | -32.3 | 34.9 | 2.7 |
| Hasan Allak | – | – | – | 98.9 | 2.2 |
| Christiane Benner ³ | – | – | -18.6 | 36.5 | 3.0 |
| Dr. Gunter Dunkel | 5.5 | 2.1 | -31.6 | 37.3 | 1.6 |
| Francesco Grioli | – | – | 316.7 | 34.5 | 3.3 |
| Michael Iglhaut | 40.0 | 1.7 | -31.5 | 32.5 | 10.6 |
| Satish Khatu | – | – | – | 94.6 | 3.4 |
| Isabel Corinna Knauf | – | – | – | 98.9 | 2.2 |
| Carmen Löffler (since September 16, 2021) | – | – | – | – | – |
| Sabine Neuß | 5.5 | 1.6 | -31.3 | 29.9 | 9.2 |
| Prof. Dr. Rolf Nonnenmacher | 5.1 | 1.9 | -31.6 | 33.4 | 3.0 |
| Dirk Nordmann | 5.1 | 2.4 | -32.0 | 36.0 | 1.8 |
| Lorenz Pfau | – | – | – | 97.8 | 0.0 |
| Klaus Rosenfeld | 5.5 | 2.8 | -32.2 | 36.0 | 1.5 |
| Georg F. W. Schaeffler | 5.5 | 2.1 | -31.8 | 30.7 | 2.7 |
| Maria-Elisabeth Schaeffler-Thumann | 5.6 | 0.5 | 4.2 | -12.6 | 55.2 |
| Jörg Schönfelder | 5.9 | 0.7 | -31.5 | 36.9 | 1.5 |
| Stefan Scholz | 5.5 | 2.1 | -31.6 | 35.8 | 2.7 |
| Elke Volkmann | 7.3 | 2.1 | -31.6 | 35.1 | 3.3 |
| Kirsten Vörkel (until September 15, 2021) | 5.5 | 2.1 | -31.6 | 36.6 | -29.0 |
| Prof. TU Graz e.h. KR Ing. Siegfried Wolf | 5.0 | 3.2 | -32.7 | 31.8 | 8.0 |
| Former members of the Supervisory Board | | | | | |
| Hans Fischl (until December 31, 2016) | -100.0 | – | – | – | – |
| Prof. Dr.-Ing. Peter Gutzmer (until April 26, 2019) | 6.7 | 1.0 | -78.9 | -100.0 | – |
| Peter Hausmann (until October 31, 2018) | 4.8 | -14.0 | -100.0 | – | – |
| Prof. Dr. Klaus Mangold (until April 26, 2019) | 6.1 | 2.1 | -78.6 | -100.0 | – |
| Hartmut Meine (until February 28, 2018) | 6.3 | -83.6 | -100.0 | – | – |
| Gudrun Valten (until April 26, 2019) | – | 2.1 | -79.1 | -100.0 | – |
| Erwin Wörle (until September 23, 2016) | -22.3 | 2.1 | -79.1 | -100.0 | – |
| Earnings performance | | | | | |
| Continental AG: net income | 45.1 | -2.4 | 324.8 | -84.5 | 54.3 |
| Continental Group: adjusted EBIT | 10.1 | -13.3 | -21.5 | -58.7 | 41.6 |
| Average employee remuneration based on full-time equivalent | | | | | |
| Reference group ⁴ | 1.2 | 4.2 | 1.7 | -2.6 | 3.0 |

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

2 Chairman of the Supervisory Board.

3 Vice chairperson of the Supervisory Board.

4 Employees of the German companies of the Continental Group, with the exception of Konrad Hornschuch AG, Hornschuch Stolzenau GmbH, Elektrobit Automotive GmbH, Continental Trebbin GmbH & Co. KG, Continental Advanced Antenna GmbH 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 German companies. 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 2021 as at December 31, 2021, excluding interns, trainees and posted workers; 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,

Nikolai Setzer
Chairman of the Executive Board

Katja Dürrfeld
Member of the Executive Board (CFO)

For the Supervisory Board,

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

Auditor's Report

To Continental Aktiengesellschaft, Hannover

We have audited the remuneration report of Continental Aktiengesellschaft, Hannover, for the financial year from 1 January to 31 December 2021 including the related disclosures, which was prepared to comply with § [Article] 162 AktG [Aktengesetz: German Stock Corporation Act].

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, that complies with the requirements of § 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, that 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 Institut der Wirtschaftsprüfer (Institute of Public Auditors in Germany) (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 1 January to 31 December 2021, including the related disclosures, complies in all material respects with the accounting provisions of § 162 AktG.

Reference to an Other Matter - Formal Audit of the Remuneration Report according to § 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 § 162 Abs. [paragraph] 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 § 162 Abs. 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. § 334 BGB [Bürgerliches Gesetzbuch: German Civil Code], according to which objections arising from a contract may also be raised against third parties, is not waived.

Hannover, 17 March 2022

**PricewaterhouseCoopers GmbH
Wirtschaftsprüfungsgesellschaft**

Harald Kayser
Wirtschaftsprüfer

Sven Rosorius
Wirtschaftsprüfer

2. Regarding agenda item 7: Information on the election of the pro-posed candidate to the Supervisory Board

Dorothea von Boxberg

Chief Executive Officer of Lufthansa Cargo AG

| | |
|---------------------------------------------------------------------------------------------------------------------|----------------------------------------------------|
| Year of birth | 1974 |
| Nationality | German |
| Domicile | Darmstadt |
| Membership in other supervisory boards mandated by law or comparable domestic and foreign control committees | Aerologic GmbH, Schkeuditz (Shareholder Committee) |

Education

| | |
|-------------|-------------------------------------------------------------------------------------------------------------------------------------|
| 1993 - 1999 | Studied Business Engineering, Electronics, at TU Berlin and Study of Business Administration at ESCP Paris (Double Diploma Program) |
|-------------|-------------------------------------------------------------------------------------------------------------------------------------|

Professional career

| | |
|-------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1999 - 2005 | Boston Consulting Group (BCG), Advisor, later Project Leader |
| 2005 - 2007 | Star Alliance Services GmbH, Director Alliance Development |
| 2007 - 2015 | Deutsche Lufthansa AG, Various positions, among others Head of Strategy and Participations for the airline, Head of Customer Experience (bord- und ground products) |
| 2015 - 2018 | Lufthansa Cargo AG, Vice President Global Sales Management |
| 2018 - 2021 | Lufthansa Cargo AG, Member of the Executive Board Product and Sales |
| Since 2020 | Lufthansa Cargo AG, Member of the Executive Board Product and Sales and Chief Financial Officer |
| Since 2021 | Lufthansa Cargo AG, Chief Executive Officer and Chief Financial Officer |

Additional functions

| | |
|------------|----------------------------------------------------------------------------------------------------------------|
| Since 2021 | Member of the Executive Board of the Federal Association of Logistics (Bundesvereinigung Logistik e. V. (BVL)) |
|------------|----------------------------------------------------------------------------------------------------------------|

Independence (recommendation C.13, DCGC)

According to the assessment of the Supervisory Board, Ms. von Boxberg does not maintain any personal or business relationship with Continental Aktiengesellschaft or its affiliated companies, the governing bodies of Continental Aktiengesellschaft or any shareholder holding a significant participation in Continental Aktiengesellschaft, whose disclosure is recommended pursuant to C.13 of the German Corporate Governance Code.

Stefan E. Buchner

Member in various supervisory boards

Mr. Stefan E. Buchner has been a Supervisory Board member since January 1, 2022.

| | |
|---------------------------------------------------------------------------------------------------------------------|----------------------|
| Year of birth | 1960 |
| Nationality | German |
| Domicile | Bietigheim-Bissingen |
| Membership in other supervisory boards mandated by law or comparable domestic and foreign control committees | thyssenkrupp AG* |

Education

| | |
|-------------|---------------------------------------------------------------------------------------------------------------------------------------------|
| 1977 - 1979 | Training as a communications equipment mechanic at German Federal Railways, Vocational school for radio and information electronics, Munich |
| 1979 - 1980 | University of applied science entrance qualification, University of applied science, Esslingen am Neckar |
| 1981 - 1981 | German Armed Forces, Airborne Division |
| 1981 - 1986 | Studies in industrial engineering, University of Applied Sciences, Esslingen am Neckar |

Professional career

| | |
|-------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1986 - 1998 | Daimler Benz AG, various management functions, among others management of purchasing holding non-production materials, Stuttgart; Head of the Interior Division, Sindelfingen |
| 1999 - 2002 | Daimler Chrysler, Head of Purchasing Interior, External Relations & Complete Vehicles in the Mercedes-Benz PMW business unit |
| 2002 - 2004 | Mitsubishi Motors Corporation, Tokyo, Head of Global Procurement & Supply, Member of Management |
| 2004 - 2010 | Daimler Trucks, Stuttgart, Head of Procurement Daimler Trucks & Buses, Member of Management |
| 2010 - 2013 | Daimler Trucks, Stuttgart, Head of Production Global Powertrain, Procurement & Manufacturing Engineering, Member of Management |
| 2013 - 2020 | Daimler Truck AG, Stuttgart, Member of the Executive Board; Head of the Daimler Truck Executive Board - Europe/Latin America region and Mercedes-Benz brand |

Additional functions

| | |
|------------|-----------------------------------|
| Since 2021 | Senior Advisor McKinsey & Company |
|------------|-----------------------------------|

Independence (recommendation C.13, DCGC)

According to the assessment of the Supervisory Board, Mr. Buchner does not maintain any personal or business relationship with Continental Aktiengesellschaft or its affiliated companies, the governing bodies of Continental Aktiengesellschaft or any shareholder holding a significant participation in Continental Aktiengesellschaft, whose disclosure is recommended pursuant to C.13 of the German Corporate Governance Code.

*listed on the stock exchange

III. Further information on convocation

The Executive Board of Continental Aktiengesellschaft, with the approval of the Supervisory Board, has decided to hold this year's Annual Shareholders' Meeting in the form of a virtual Annual Shareholders' Meeting without the physical presence of shareholders or their proxies. The physical participation of the shareholders or their proxies (with the exception of proxy holders appointed by the Company) is therefore excluded.

The basis for this decision is Section 1 of the Act Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic (Gesetz über Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins-, Stiftungs- und Wohnungseigentumsrecht zur Bekämpfung der Auswirkungen der COVID-19-Pandemie) of March 27, 2020 (Federal Law Gazette I, issue 14, 2020, page 570) as amended by the Act Concerning the Further Shortening of the Residual Debt Exemption Procedure and on the Adaption of Pandemic-Related Provisions in the Law of Companies, Cooperative Societies, Associations and Foundations and in Tenancy and Lease Law (Gesetz zur weiteren Verkürzung des Restschuldbefreiungsverfahrens und zur Anpassung pandemiebedingter Vorschriften im Gesellschafts-, Genossenschafts-, Vereins- und Stiftungsrecht sowie im Miet- und Pachtrecht) of December 22, 2020 (Federal Law Gazette I, issue 67, 2020, page 3332), the period of validity of which was extended to August 31, 2022 through the Act on the Establishment of a Special Fund "Reconstruction Aid 2021" and on the Temporary Suspension of the Obligation to File for Insolvency due to Heavy Rainfall and Floods in July 2021 as well as the Amendment of Other Laws (Gesetz zur Errichtung eines Sondervermögens „Aufbauhilfe 2021“ und zur vorübergehenden Aussetzung der Insolvenzantragspflicht wegen Starkregenfällen und Hochwassern im Juli 2021 sowie zur Änderung weiterer Gesetze) of September 10, 2021 (Federal Law Gazette I, issue 63, 2021, page 4153) (hereinafter "COVID-19 Act").

Holding the Annual Shareholders' Meeting 2022 as a virtual general meeting results in modifications to the procedures and to the rights of shareholders. Shareholders are advised to pay particular attention to the further instructions and information provided below.

1. Total number of shares and voting rights

At the time of this notice of convocation of the Annual Shareholders' Meeting, the Company's share capital is divided into 200,005,983 shares, each of which confers one vote at the Annual Shareholders' Meeting. The total number of shares at the time of convocation of the Annual Shareholders' Meeting includes three treasury shares that do not entitle the Company to any rights.

2. InvestorPortal, live-streaming of the Annual Shareholders' Meeting

The Company maintains an internet-based, password-protected online portal (hereinafter "**InvestorPortal**") at www.continental-ir.com under the link "Annual Shareholders' Meeting." Via this portal, properly registered shareholders (or their proxies) have the possibility, among other things, to attend the audio-visual transmission of the Annual Shareholders' Meeting, exercise their voting rights, grant proxies, submit questions or raise objections to be recorded in the minutes.

Access to the InvestorPortal is granted by entering the "registration confirmation no." and the "online access code," which shareholders will find in the registration confirmation sent to them (see registration procedure in this section under number 3 below).

The Annual Shareholders' Meeting will also be live-streamed online in its full length at www.continental-ir.com under the link "Annual Shareholders' Meeting."

Neither the live-stream on the internet nor the transmission on the InvestorPortal enables participation in the Annual Shareholders' Meeting as defined by Section 118 (1) sentence 2 AktG.

3. Registration, record date, registration confirmation

The only persons entitled to exercise shareholder rights, in particular voting rights, are those who hold one or more shares in the Company at the beginning of the 21st day before the Annual Shareholders' Meeting, i.e. on April 8, 2022, 00:00h (CEST) (hereinafter "**Record Date**"), who have registered for the Annual Shareholders' Meeting in time and who have submitted proof of their right to exercise voting rights (hereinafter "**properly registered shareholders**").

In accordance with the Articles of Incorporation of Continental Aktiengesellschaft, either a special proof of share ownership issued by the custodian institution in text format ("Textform," Section 126b of the German Civil Code (BGB)) or proof in text format pursuant to Section 123 (4) sentence 1 AktG in conjunction with Section 67c (3) AktG in accordance with the requirements of Article 5 of Implementing Regulation (EU) 2018/1212 is sufficient proof of entitlement. Proof of share ownership must refer to the Record Date in each case and must be in German or English.

The effective date of proof has no effect on the ability to dispose of the shares and has no significance for the entitlement to dividends. Shareholders who hold shares on the Record Date and sell them after the Record Date but before the Annual Shareholders' Meeting are, in relation to the Company, nevertheless entitled to exercise their right to vote, provided that they have registered and submitted the proof of share ownership in time.

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

The registration and proof of ownership must be received by the Company at the registration venue and the address indicated below by no later than the end of the day on April 22, 2022, 24:00 hours (CEST):

Continental Aktiengesellschaft
c/o Computershare Operations Center
80249 Munich
Germany

E-mail: anmeldestelle@computershare.de

Once registration and proof of share ownership have been received by the registration agent, shareholders will be sent a registration confirmation for the Annual Shareholders' Meeting.

To ensure the timely receipt of their registration confirmation for the Annual Shareholders' Meeting and their access data for the InvestorPortal, we kindly ask shareholders to request their registration confirmation from their custodian institution well in advance. Despite timely registration, it may occur in individual cases that a shareholder may not receive the registration confirmation on time. In such cases, we ask shareholders to call the hotline at +49 (0)89 30903-6324.

4. Procedure for submitting votes by absentee voting

Properly registered shareholders may exercise their voting rights in writing through absentee voting (by mail or e-mail) or through electronic communication via the InvestorPortal (hereinafter "**absentee voting**").

To cast their votes in writing, the shareholders may use the form that will be sent to them together with the registration confirmation for the Annual Shareholders' Meeting, mailed to the following address:

Continental Aktiengesellschaft
c/o Computershare Operations Center
80249 Munich
Germany

E-mail: Continental-HV2022@computershare.de

Votes must be cast by no later than the end of the day on April 28, 2022, 24:00 hours (CEST). The same applies to changing or revoking votes cast by written vote.

Votes may also be cast using the InvestorPortal. Here, votes may be cast up to the time when the meeting chair announces that voting on the agenda items is closed. Until that time, shareholders may also use the InvestorPortal to change or revoke any votes previously made by absentee voting.

If shareholders have cast votes through absentee voting by different communication media, we will deem the votes with the most recent issue date to be binding. If we receive deviating votes or instructions by different communication media and cannot determine the most recent, we will recognize the submission in the following order: 1. via InvestorPortal, 2. by e-mail and 3. by mail.

Should we receive from the same shareholder both a vote cast through absentee voting as well as an authorization (with instructions) issued to the proxy holders appointed by the Company, we will deem the vote cast through absentee voting to be binding.

Please note that absentee voting only allows votes to be cast on proposed resolutions or motions in respect of which proposed resolutions were published together with this notice or subsequently by the Executive Board and/or Supervisory Board pursuant to Section 124 (3) AktG or in respect of which motions were submitted by shareholders pursuant to Section 124 (1) AktG.

5. Proxy voting procedure

Properly registered shareholders may also exercise their voting rights or other rights by proxy, i.e. through an intermediary (e.g. a financial institution), a shareholder association or, in relation to their voting right only, the proxy holders appointed by the Company.

- a) If proxy is given neither to an intermediary (e.g. a financial institution) nor to an equivalent person or institution pursuant to Section 135 (8) AktG (e.g. a shareholder association), but to another third party, the proxy must be issued in text format ("Textform," Section 126 b BGB) to the Company or directly to the proxy holder. When issuing the proxy via a declaration to the proxy holder, the shareholders are kindly requested to use the authorization form that all properly registered shareholders receive with the registration confirmation for the Annual Shareholders' Meeting. The same applies to issuing proxy via a declaration to the Company; separate proof of authorization is not needed in this case.
- b) When a proxy is granted to intermediaries (e.g. a financial institution) or one of the equivalent persons and institutions pursuant to Section 135 (8) AktG (e.g. a shareholder association) as well as when evidence of such a proxy is given or the proxy is revoked, the statutory provisions apply, particularly Section 135 AktG. The shareholders are therefore requested to coordinate in advance with the intermediary (e.g. a financial institution) or one of the equivalent persons or institutions (e.g. a shareholder association) pursuant to Section 135 (8) AktG regarding the form(s) which may be required for their authorization.
- c) We offer our shareholders the option of granting proxy, prior to the Annual Shareholders' Meeting, to proxy holders appointed by the Company who are bound to follow the shareholders' instructions. The proxies for the proxy holders appointed by the Company must be in text format ("Textform," Section 126 b BGB) and must contain instructions for exercising each voting right. A proxy is not effective without such instructions. The proxy holders appointed by the Company are obligated to vote as instructed; they are not permitted to exercise voting rights at their own discretion.

Please note that proxy holders can only vote on proposed resolutions and motions in respect of which proposed resolutions were published together with this notice or subsequently by the Executive Board and/or Supervisory Board pursuant to Section 124 (3) AktG or in respect of which motions were submitted by shareholders pursuant to Section 124 (1) AktG.

Shareholders who wish to make use of their voting right via a proxy are requested to use the authorization and instruction forms for issuing an authorization and/or instructions included with the registration confirmation for the Annual Shareholders' Meeting and send them to the following address by mail or e-mail:

Continental Aktiengesellschaft
c/o Computershare Operations Center
80249 Munich
Germany

E-mail: Continental-HV2022@computershare.de

The forms must be received at the aforementioned address by no later than the end of the day on April 28, 2022, 24:00 hours (CEST).

Properly registered shareholders may also grant proxy to a third party or to proxy holders appointed by the Company and issue their instructions via the Investor-Portal. Proxy may be given up to the date of the Annual Shareholders' Meeting no later than at the time when the meeting chair announces that voting on the items on the agenda has been closed.

If shareholders have issued an authorization and instructions to the proxy holders appointed by the Company via different communication media, we will deem the authorization and instructions with the most recent issue date to be binding, regardless of the time at which they were received. If we receive deviating votes or instructions by different communication media and cannot determine the most recent, we will recognize the submission in the following order: 1. via Investor-Portal, 2. by e-mail and 3. by mail.

The proxies appointed by the Company will not be able to represent shareholders at the Annual Shareholders' Meeting if the shareholders in question grant them authorization without issuing them voting instructions.

Using the InvestorPortal, shareholders can revoke authorization they have granted, change instructions they have issued, and change votes they have cast. Any revocation or modifications must also have been issued by no later than at the time when the meeting chair has announced that voting on the agenda items is closed.

6. Minority's 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 number of whole shares - 10,000,300 shares) or a partial amount of the share capital of €500,000.00 (which - rounded up to the next highest number of whole shares - is equivalent to 195,313 shares) may request that items be added to the agenda and published. Pursuant to Section 87 (4) AktG, the Annual Shareholders' Meeting can also, upon request in accordance with Section 122 (2), sentence 1, AktG, lower the maximum compensation for the Executive Board pursuant to Section 87a (1) sentence 2 no. 1, AktG. A supporting statement or a proposed resolution must accompany each new item.

Applicants must prove that they have been shareholders for at least 90 days before the date on which the request is received and that they continue to hold these shares until the Executive Board has made a decision on the request; Section 70 AktG applies when calculating the shareholding period. A corresponding letter of confirmation from the custodian bank would be sufficient evidence.

The request 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 the day on March 29, 2022, 24:00 hours (CEST). Shareholders are asked to send their request to the following address, or if they make their request using the qualified electronic form (Section 126a 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, requests to add 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 requests will be published online at www.continental-ir.com under the "Annual Shareholders' Meeting" link.

7. Motions or nominations by shareholders pursuant to Sections 126 and 127 AktG in conjunction with Section 1 (2), sentence 3 of the COVID-19 Act

Shareholders are entitled to submit countermotions to a proposal by the Executive Board and/or Supervisory Board regarding a specific agenda item and nominations for the election of Supervisory Board members or auditors. Countermotions and nominations that are to be made available on the Company's website pursuant to Sections 126 and 127 AktG must be sent exclusively to:

Executive Board of Continental Aktiengesellschaft
Vahrenwalder Straße 9
30165 Hanover
Germany

E-mail: hv@conti.de

We will post countermotions and nominations by shareholders that are to be made available, including the shareholder's name and the reason for the countermotion, online at www.continental-ir.com under the "Annual Shareholders' Meeting" link immediately upon receipt, provided they reach us at the above-mentioned address by no later than the end of the day on April 14, 2022, 24:00 hours (CEST). 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 supporting statements or a nomination if one of the exceptions enumerated under Section 126 (2) AktG applies, for instance if the countermotion would lead to a resolution of the Annual Shareholders' Meeting that violates the law or the Articles of Incorporation. Supporting statements to a countermotion do not need to be made available if the statements contain more than 5,000 characters in total.

In addition, it is not required to make available an election nomination pursuant to Section 127 AktG if it does not contain the name, occupation held and place of domicile of the proposed auditor, or 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.

Countermotions and nominations that are to be made available pursuant to Section 126 AktG or Section 127 AktG are, pursuant to Section 1 (2) sentence 3 of the COVID-19 Act, deemed to have been submitted to the Annual Shareholders' Meeting if the shareholder submitting the countermotion or the nomination is properly authenticated and is registered for the Annual Shareholders' Meeting. This does not affect the right of the meeting chair to first put the management proposals to a vote.

8. Shareholders' right to ask questions pursuant to Section 1 (2) sentence 1 no. 3, sentence 2 of the COVID-19 Act

Within the scope of the virtual Annual Shareholder's Meeting, shareholders do not have a right to request information pursuant to Section 131 (1) AktG. They do, however, have the right to ask questions by submitting them by means of electronic communication (Section 1 (2) sentence 1 no. 3 of the COVID-19 Act). The Executive Board may determine that questions be submitted no later than one day before the Annual Shareholders' Meeting. The Executive Board of the Company, with the approval of the Supervisory Board, has also made use of this provision.

Moreover, the Executive Board will decide, at its duty-bound, free discretion, how to answer specific questions in accordance with Section 1 (2) sentence 2 of the COVID-19 Act. It may summarize questions when answering them if it deems appropriate to do so.

Properly registered shareholders must submit any questions via the Investor Portal no later than one day before the Annual Shareholders' Meeting, i.e. by no later than the end of the day on April 27, 2022, 24:00 hours (CEST). The Investor-Portal is accessible at www.continental-ir.com under the link "Annual Shareholders' Meeting." It is not possible to submit questions via any other communication media.

Questions cannot be submitted after the above-mentioned deadline. It is intended that the questioner will always be addressed by name when responding to the questions.

9. Submission of video messages for publication in the InvestorPortal and during the Annual Shareholders' Meeting

In order to allow shareholders to enter into a dialog and to personally express their opinions on the agenda, the Executive Board has, with the approval of the Supervisory Board, decided to accept video messages for publication on the InvestorPortal. These may be made available on the Investor Portal and also be live-streamed during the Annual Shareholders' Meeting.

Shareholders who are properly registered have the option of submitting a video message via the Investor Portal up to one day in advance of the Annual Shareholders' Meeting, i.e. by no later than the end of the day on April 27, 2022, 24:00 hours (CEST). The InvestorPortal is accessible at www.continental-ir.com under the link "Annual Shareholders' Meeting."

Video messages must not exceed a length of three minutes. Video messages must show only the shareholder or his/her proxy in front of a neutral background and must be composed in German. Only one video message may be submitted per shareholder. Every video message must be related to the agenda. When submitting, the shareholder must at the same time consent to the mentioning of his/her name when the video message is published in the InvestorPortal and, if applicable, during the Annual Shareholders' Meeting.

The intention is to publish the video messages on the InvestorPortal in advance of the Annual Shareholders' Meeting. It is also planned that the videos be live-streamed during the Annual Shareholders' Meeting. The time and sequence of their streaming is at the meeting chair's discretion. There is no legal entitlement to publication of a video message on the InvestorPortal, nor to its streaming at the Annual Shareholders' Meeting. The Executive Board in particular reserves the right not to publish video messages that do not bear a recognizable relation to the agenda of the Annual Shareholders' Meeting, do not represent an admissible contribution to the Annual Shareholders' Meeting in terms of content and presentation, or contain offensive, discriminating, illegal, misleading, manifestly false content or an advertising character. Moreover, the meeting chair can, at its free discretion, decide to stream only individual video messages at the Annual Shareholders' Meeting or to refrain entirely from streaming any video messages at the Annual Shareholders' Meeting. The decision may be made to stream only individual video messages or to dispense with streaming them in their entirety if such streaming would otherwise compromise conducting the Annual Shareholders' Meeting within an appropriate time frame.

Questions and motions must be submitted exclusively via the specifically intended channel. Questions, nominations for elections and motions that are contained in a video message and that were not submitted via the specifically intended channel (please see nos. 6-8 in this section) will not be answered or taken into consideration.

Further details regarding the technical requirements for video messages, their transmission and legal questions (granting of rights, data protection), etc. are available on the InvestorPortal.

10. Objections for the record against resolutions of the Annual Shareholders' Meeting pursuant to Section 245 no. 1 AktG in conjunction with Section 1 (2) sentence 1 no. 4 of the COVID-19 Act

Properly registered shareholders or their proxy holder who have exercised their voting right are provided the option to raise objections by way of electronic communication against resolutions of the Annual Shareholders' Meeting for the record of the notary (Section 245 no. 1 AktG in conjunction with Section 1 (2) sentence 1 no. 4 of the COVID-19 Act). An objection may be declared from the beginning of the Annual Shareholders' Meeting until its close by the meeting chair.

Shareholders can raise their objections by clicking the "Objection" button provided on the InvestorPortal. The InvestorPortal is accessible at www.continental-ir.com under the link "Annual Shareholders' Meeting."

11. Receipt of a voting confirmation pursuant to Section 118 (1) sentence 3 to 5, (2) sentence 2 AktG and proof of the vote count pursuant to Section 129 (5) AktG

In accordance with Section 118 (1) sentence 3, (2) sentence 2 AktG, when a voting right is exercised electronically, receipt of the electronically cast vote must be confirmed electronically to the voter by the Company in accordance with the requirements pursuant to Article 7 (1) and Article 9 (5) subparagraph 1 of Implementing Regulation (EU) 2018/1212. If the confirmation is issued to an intermediary, this intermediary must, in accordance with Section 118 (1) sentence 4 AktG, immediately transmit the confirmation to the shareholder. Shareholders and proxies can access and print out a confirmation of their votes immediately after casting them.

Furthermore, the voter may, in accordance with Section 129 (5) sentence 1 AktG, request within one month after the date of the Annual Shareholders' Meeting that the Company provide confirmation of whether and how his/her vote was counted. The Company must provide the confirmation pursuant to the requirements in Article 7 (2) and Article 9 (5) subparagraph 2 of Implementing Regulation (EU) 2018/1212. If the confirmation is issued to an intermediary, this intermediary must, in accordance with Section 129 (5) sentence 3 AktG, immediately transmit the confirmation to the shareholder.

Even in the absence of a request by the shareholder or his/her proxy, the Company makes available proof of the vote count, which can be accessed via the InvestorPortal, for each shareholding that has participated in a vote. Moreover, corresponding inquiries from shareholders or proxies may be addressed within the period specified above to:

Continental Aktiengesellschaft
Abteilung Hauptversammlung
Vahrenwalder Straße 9
30165 Hanover
Germany

E-mail: hv@conti.de

12. Publications on the website

The information and documents that the Company is required to make available and the information pursuant to Section 125 AktG in conjunction with Implementing Regulation (EU) 2018/1212 may be viewed on the internet at www.continental-ir.com under the link "Annual Shareholders' Meeting." After the Annual Shareholders' Meeting, the voting results and the CEO's speech will also be published here.

13. Data protection

When shareholders and/or their proxies register for the virtual Annual Shareholders' Meeting, authorize a proxy to exercise voting rights, exercise their shareholder rights, use the InvestorPortal or connect to the virtual Annual Shareholders' Meeting, the Company processes personal data of the shareholder and/or the proxy (e.g. last name and first name, address, e-mail address, number of shares, type of shareholding and personal access data for using the InvestorPortal; if they submit a video message, their video image, voice and statement are, in particular, also processed). This processing takes place in order to enable shareholders and their proxies access to the InvestorPortal and exercise their rights in connection with the virtual Annual Shareholders' Meeting.

The entity responsible for processing is:

Continental Aktiengesellschaft
Vahrenwalder Str. 9
30165 Hanover
Germany

E-mail: dataprotection@conti.de

Insofar as the Company appoints service providers to carry out the virtual Annual Shareholders' Meeting, these process the shareholders' personal data exclusively on behalf of the Company and are also bound by confidentiality.

Providing the legal requirements are met, each data subject has the right to information, rectification, restriction, erasure and, where applicable objection regarding processing of his or her personal data, as well as the right of data transmission and of complaint to the data protection authority at all times. Insofar as the processing is based on the consent of the data subject, the data subject has the right to withdraw consent at any time. The withdrawal of consent shall not affect the legality of any processing that happened on the basis of the consent in place up to the time it was withdrawn.

Further information on the processing of personal data and on the rights of shareholders and their proxies under the European General Data Protection Regulation is available at any time at www.continental-ir.com under the link "Annual Shareholders' Meeting" or may be requested from the following address: Continental Aktiengesellschaft, Vahrenwalder Straße 9, 30165 Hanover, Germany; e-mail: hv@conti.de.

14. Technical support and information on availability of the transmission and of the InvestorPortal

In the event of technical questions regarding the InvestorPortal, the staff of our Annual Shareholders' Meeting service provider will be available before and during the Annual Shareholders' Meeting:

Shareholder Hotline: +49 (0)89 30903-6324

E-mail address anmeldestelle@computershare.de

The Shareholder Hotline is available from Monday to Friday between 9:00 a.m. and 5:00 p.m. (CEST) and on the date of the Annual Shareholders' Meeting, April 29, 2022, from 8:00 a.m. (CEST).

According to the present state of the art, video and audio transmission of the virtual Annual Shareholders' Meeting and availability of the InvestorPortal may be subject to fluctuations owing to restricted availability of the telecommunications network and restricted internet services on the part of third party providers, upon which the Company has no influence. The Company cannot therefore provide any guarantee or accept any liability for the functionality or seamless availability of the online services employed, for third party network elements used, for video and audio transmission or for access to the InvestorPortal and its general availability. Neither does the Company accept any responsibility for faults and defects in the hardware or software employed for the online service, including those used by service providers, except in the event of malicious intent attributable to the Company. For this reason, the Company recommends making use of the above-mentioned options for exercising shareholder rights, particularly voting rights, in good time. Should compelling data-protection or security considerations so require, the meeting chair of the Annual Shareholders' Meeting retains the right to interrupt or completely cancel the Annual Shareholders' Meeting.

Hanover, March 2022

Continental Aktiengesellschaft
The Executive Board

Overview with information pursuant to Section 125 of the German Stock Corporation Act in conjunction with Table 3 of Implementing Regulation (EU) 2018/1212 (hereinafter "EUIR")**A. Content of the notification**

1. **Unique identifier for the event:** Virtual Annual Shareholders' Meeting of Continental Aktiengesellschaft 2022

Formal designation according to EUIR: 3c127d0afc8eec11812b005056888925

2. **Notification type:** Convening of the Annual Shareholders' Meeting

Formal designation according to EUIR: NEWM

B. Issuer information

1. **ISIN:** DE 0005439004

2. **Issuer name:** Continental Aktiengesellschaft

C. Information on the Annual Shareholders' Meeting

1. **Date of the Annual Shareholders' Meeting:** April 29, 2022

Formal designation according to EUIR: 20220429

2. **Time of the Annual Shareholders' Meeting (start):** 10:00 a.m. (CEST)

Formal designation according to EUIR: 8:00 a.m. UTC

3. **Type of Annual Shareholders' Meeting:** Regular Annual Shareholders' Meeting as a virtual Annual Shareholders' Meeting without physical presence of shareholders or their proxies at the event location

Formal designation according to EUIR: GMET

4. **Location of the Annual Shareholders' Meeting:** URL to the Company's InvestorPortal to follow the Annual Shareholders' Meeting in video and audio as well as to exercise shareholders' rights: www.continental-ir.com

Location of the Annual Shareholders' Meeting within the meaning of the German Stock Corporation Act: Vahrenwalder Straße 9, 30165 Hanover, Germany

Formal designation according to EUIR: www.continental-ir.com

5. **Record Date (Record Date):** April 8, 2022, 00:00 hours (CEST) (corresponds to 10:00 p.m. UTC)

Shareholder rights, in particular voting rights, can only be exercised by persons who are shareholders in the Company at the beginning of the 21st day before the Annual Shareholders' Meeting, i.e. on April 8, 2022, 00:00 hours (corresponds to 10:00 p.m. UTC) ("Record Date"), who have registered for the Annual Shareholders' Meeting in due time, and who have submitted proof of their entitlement to exercise shareholder rights.

Formal designation according to EUIR: 20220408

6. **Internet page for the Annual Shareholders' Meeting/URL:** www.continental-ir.com

Further information on convening of the Annual Shareholders' Meeting (Blocks D to F of Table 3 of Implementing Regulation (EU) 2018/1212):

Further information on participating in the Annual Shareholders' Meeting (Block D), the agenda (Block E) and the statement of deadlines for exercising other shareholder rights (Block F) can be found on the following website:

www.continental-ir.com



Continental Aktiengesellschaft

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