



**Information on shareholders' rights  
and further information pursuant to Section 124a, sentence 1, no. 2, no. 4 of the  
German Stock Corporation Act (*Aktiengesetz – AktG*)  
regarding the Annual Shareholders' Meeting**

**I. Information on shareholders' rights**

The following information pursuant to Section 121 (3), sentence 3, no. 3 AktG provides supplementary explanation of the shareholders' rights already presented under item III, no. 6 of the invitation to the Annual Shareholders' Meeting pursuant to Sections 122 (2), 126 (1) and (4), 127, 131 (1) AktG.

**1. 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 € 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 determined maximum remuneration 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.

A request to add an item to the agenda must be in writing (as defined by Section 122 (2) in conjunction with Section 122 (1), sentence 1 AktG) 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 26, 2024, 24:00 hours (CET)**. Shareholders are asked to use the following address:

Executive Board of Continental Aktiengesellschaft  
Continental-Plaza 1  
30175 Hanover  
Germany

E-mail: [hv@conti.de](mailto: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 and submitted for publication to those media which may be presumed to distribute the information throughout the European Union. In addition, such requests are published on the Internet at [www.continental-ir.com](http://www.continental-ir.com) under the "Annual Shareholders' Meeting" link.

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

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

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

#### **Section 121 General provisions (excerpts)**

- (1) – (6) [...]
- (7) In the case of time limits and deadlines, which are counted backward from the date of the meeting, the date of the meeting must not be counted.  
Deferment from a Sunday, a Saturday or a public holiday to a preceding or subsequent business day is not permitted.  
Sections 187 to 193 of the German Civil Code cannot be applied accordingly.  
In the case of non-stock exchange listed companies, the articles may provide for a different calculation of the time limit.

#### **Section 70 Calculation of the shareholding period**

Should the exercise of rights arising from the shares be dependent upon the shareholder having held the shares for a specified period, a claim to transfer of title against a financial institution, a financial services provider, or a company pursuing activities in accordance with Section 53 (1), sentence 1, or Section 53b (1), sentence 1, or (7) of the Banking Act (*Kreditwesengesetz – KWG*) shall be equivalent to holding the shares.

The period of ownership of a legal predecessor shall be attributed to the shareholder if he or she has acquired the shares without consideration from his or her trustee, by way of universal succession, in connection with the liquidation of a community of interest, or as a result of a portfolio transfer pursuant to Section 13 of the Insurance Supervisory Act (*Versicherungsaufsichtsgesetz – VAG*) or Section 14 of the Act on Savings and Loan Associations (*Gesetz über Bausparkassen – BauSparkG*).

## **Section 87 Principles relating to the remuneration of executive board members (excerpts)**

(1) – (3) [...]

(4) Subject to a request in accordance with Section 122 (2), sentence 1, the shareholder's meeting may lower the maximum remuneration pursuant to Section 87a (1), sentence 2, no. 1.

## **Section 87a Remuneration system of stock exchange listed companies (excerpts)**

(1) The supervisory board of the stock exchange listed company shall resolve a clear and comprehensible system for the remuneration of executive board members. This remuneration system shall include at least the following information relating to remuneration components, but only insofar as these are actually provided for:

no. 1. determination of a maximum remuneration for the members of the management board;

no. 2. – 11. and (2) [...]

## **2. Countermotions or nominations by shareholders pursuant to Sections 126 and 127 AktG**

Shareholders are entitled to submit countermotions to a proposed resolution by the Executive Board and/or Supervisory Board regarding a specific agenda item (Section 126 AktG) and nominations for the election of Supervisory Board members or auditors (Section 127 AktG).

Countermotions and nominations that are to be made available on the Company's website must be sent exclusively to:

Continental Aktiengesellschaft  
Abteilung Hauptversammlung  
Continental-Plaza 1  
30175 Hanover  
Germany

E-mail: [hv@conti.de](mailto:hv@conti.de)

Countermotions and nominations addressed otherwise will not be taken into account.

Countermotions to be made available should include a supporting statement. Nominations to be made available do not require a supporting statement.

Countermotions or nominations from shareholders with proof of shareholder status received at the aforementioned address by **April 11, 2024, 24:00 hours (CEST)** at the latest will be published online at [www.continental-ir.com](http://www.continental-ir.com) under the "Annual Shareholders' Meeting" link immediately after receipt, stating the name of the shareholder and any supporting statements, provided that they meet the requirements of Section 126 AktG and/or Section 127 AktG and are to be made accessible to the other shareholders. We will publish any management responses at the same web address.

The Company may refuse to make available a countermotion and its supporting statements 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 or would render the Executive Board criminally liable.

Supporting statements to countermotions do not need to be made available if the statements contain more than 5,000 characters in total.

The same applies with regard to the process for making available nominations (and any supporting statements) as it does for countermotions. In addition, it is not required to make available an election nomination pursuant to Section 127, sentence 3 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, if it does not contain additional information regarding that person's membership of other supervisory boards to be established pursuant to statutory provisions.

The right to submit countermotions regarding the various agenda items and nominations for Supervisory Board members or external auditors during the Annual Shareholders' Meeting, even without prior and timely submission to the Company, shall remain unaffected.

It should be noted that countermotions and nominations from shareholders can only be put to a vote if they are submitted during the Annual Shareholders' Meeting, even if they have been submitted to the Company in advance by the required deadline.

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

#### **Section 126 Motions by shareholders (excerpts)**

- (1) Motions by shareholders, including the shareholder's name, supporting information and, if any, management's discussion shall be made available to the eligible persons referred to in Section 125 (1) through (3) under the conditions specified therein, provided that the shareholder had submitted, at least 14 days prior to the meeting, a countermotion to a proposal of the executive board and the supervisory board regarding a specific item on the agenda, together with supporting information, to the address designated for this purpose in the shareholders' meeting notice. The day of receipt shall not be taken into account. In the case of stock exchange listed companies, the required availability shall be provided through the company's website. Section 125 (3) shall apply mutatis mutandis.
- (2) A countermotion and supporting information need not be made accessible if:
  1. the executive board would by reason of such accessibility become criminally liable;
  2. the countermotion would result in a resolution of the shareholders' meeting that would be illegal or would violate the articles;
  3. the reasons contain statements that are manifestly false or misleading in material respects or which are libelous;
  4. a countermotion of such shareholder based on the same facts has already been made available with respect to a shareholders' meeting of the company pursuant to Section 125;
  5. the same countermotion of such shareholder based on essentially identical supporting information has already been made available pursuant to Section 125 to at least two shareholders' meetings of the company within the past five years and at such shareholders' meeting less than one-twentieth of the capital stock represented has voted in favor of such countermotion;
  6. the shareholder indicates that he/she will neither attend nor be represented at the shareholders' meeting; or
  7. within the past two years at two shareholders' meetings, the shareholder has failed to make or cause to be made on his/her behalf a countermotion communicated by him/her.

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

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

### **Section 127 Nominations by shareholders**

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

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

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

(1) – (2) [...]

- (3) With respect to each item on the agenda that is to be decided by the shareholders' meeting, proposals for the respective resolutions shall be published by the executive board and the supervisory board in the case of resolutions pursuant to section 120a (1), sentence 1, and solely by the supervisory board in the case of elections of members of the supervisory board and auditors. In the case of companies which are public-interest entities as defined by Section 316a, sentence 2 of the German Commercial Code (*Handelsgesetzbuch - HGB*), the proposal of the supervisory board concerning the election of the external auditor shall be based on the recommendation of the audit committee. Sentence 1 shall not apply if the shareholders' meeting is bound by nominations for the election of members of the supervisory board pursuant to Section 6 MontanMitbestG, or if the subject matter of the resolution has been put on the agenda upon request by a minority. Nominations for the election of members of the supervisory board or auditors shall state their name, occupation held and place of domicile. If the supervisory board is to comprise representatives of employees, any resolution of the supervisory board regarding proposals for the election of members of the supervisory board shall require only the majority of the votes of the representatives of the shareholders in the supervisory board; Section 8 MontanMitbestG shall remain unaffected.

(4) [...]

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

- (1) The executive board of a company that has not exclusively issued registered shares must communicate the convening of the shareholders' meeting at least 21 days before that meeting and must do so as follows:
  1. to intermediaries that hold shares of the company in custody,
  2. to shareholders and intermediaries that have requested such communication, and

3. to shareholders' associations that have requested such communication or have exercised voting rights at the preceding shareholders' meeting.

The day of notice shall not be taken into account. If the agenda is to be amended pursuant to Section 122 (2), such amended agenda shall be communicated in the case of stock exchange listed companies. Such communication shall point out that voting rights may be exercised by proxy holders as well as by shareholders' associations. In the case of stock exchange listed companies, the proposal for the election of supervisory board members must be enclosed with details on their membership of other supervisory boards to be established pursuant to statutory provisions; details on their membership of comparable domestic and foreign controlling bodies of business enterprises should also be provided.

(2) – (5) [...]

### **3. Right to receive information pursuant to Section 131 (1) AktG**

Pursuant to Section 131 (1) AktG, each shareholder must, subject to a request submitted at the Annual Shareholders' Meeting, be provided information from the Executive Board on the Company's affairs, including the legal and business relationships between the Company and its affiliated enterprises, and the position of the Group and of the Company's consolidated subsidiaries, provided the information is required for proper appraisal of an agenda item and there is no right to refuse to provide such information.

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

Shareholders must participate in the Annual Shareholders' Meeting in order to exercise their right to receive information. The requirements for participating in the Annual Shareholders' Meeting apply accordingly, particularly regarding the registration deadline.

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

#### **Section 131 Right of shareholders to receive information (excerpts)**

(1) Each shareholder shall upon request be provided with information at the shareholders' meeting by the executive board regarding the company's affairs, to the extent that such information is necessary to permit a proper evaluation of the relevant item on the agenda. The duty to provide information shall also extend to the company's legal and business relations with any affiliated enterprise. If a company makes use of the simplified procedure pursuant to Section 266 (1), sentence 3, Section 276, or Section 288 HGB, each shareholder may request that the annual financial statements be presented to him/her at the shareholders' meeting in such form that would have been used without this simplified procedure. The duty of the executive board of a parent company to provide information (Section 290 (1) and (2) HGB) at the shareholders' meeting at which the consolidated financial statements and management's discussion and analysis of these statements are presented also extends to information on the consolidated group's position and the affiliated enterprises included in the consolidated financial statements.

(1a) – (1f) [...]

(2) The information provided shall comply with the principles of conscientious and accurate accounting. The articles or the bylaws pursuant to Section 129 may authorize the chairman of the meeting to reasonably limit a shareholder's time to speak and ask questions and may provide relevant details in this connection.

(3) The executive board may refuse to provide information:

1. to the extent that providing such information is, according to sound business judgment, likely to cause material damage to the company or an affiliated enterprise;

2. to the extent that such information relates to tax valuations or the amount of certain taxes;
3. with regard to the difference between the value at which items are shown in the annual balance sheet and the higher market value of such items, unless the shareholders' meeting is to approve the annual financial statements;
4. with regard to the methods of classification and valuation, if disclosure of such methods in the notes suffices to provide a clear view of the actual condition of the company's assets, financial position and profitability within the meaning of Section 264 (2) HGB; the foregoing shall not apply if the shareholders' meeting is to approve the annual financial statements;
5. if provision thereof would render the executive board criminally liable;
6. insofar as, in the case of banks or financial services institutions, information need not be given on accounting policies applied and set-offs made in the annual financial statements, management report, consolidated financial statements and group management report;
7. if the information is continuously available on the website of the company for at least seven days prior to the beginning of and throughout the shareholders' meeting.

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

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

In addition, during the virtual Annual Shareholders' Meeting, the chair of the meeting is authorized to adopt various measures of order and control at the Annual Shareholders' Meeting in accordance with the Articles of Incorporation of Continental AG, including setting appropriate time limits on the right of the shareholders to submit questions and to speak. The underlying provisions of the Company's Articles of Incorporation read as follows:

#### **Article 19 of the Articles of Incorporation of Continental Aktiengesellschaft (excerpts)**

(1) – (2) [...]

(3) The chair determines the sequence of the items on the agenda, as well as the type, format and sequence of voting procedures. The chair can set appropriate time limits on the right of the shareholders to submit questions and to speak, and in the event of a virtual Annual Shareholders' Meeting also on their right to ask follow-up questions and their right to ask questions on new matters.

(4) [...]

## **II. Information pursuant to Section 124a AktG**

### **1. Information on agenda item 1 pursuant to Section 124a, sentence 1, no. 2 AktG**

Agenda item 1 of the invitation to the Annual Shareholders' Meeting relates to Documents for the Annual Shareholders' Meeting. The Supervisory Board approved the annual financial statements and

consolidated financial statements prepared by the Executive Board at its meeting on March 12, 2024. Accordingly, the Annual Shareholders' Meeting is not required to take a resolution on agenda item 1 pursuant to the statutory provisions.

## **2. Information on the total number of shares and voting rights pursuant to Section 124a, sentence 1, no. 4 AktG**

At the time of this notice of convocation of the Annual Shareholders' Meeting, the total number of shares and the number of voting rights issued by the Company each amount to 200,005,983. At the time of this notice of convocation of the Annual Shareholders' Meeting, the Company holds no treasury shares.

Hanover, March 2024

Continental Aktiengesellschaft