

Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

Part I Reporting Issuer

1 Issuer's name <u>Continental-Aktiengesellschaft</u>		2 Issuer's employer identification number (EIN) <u>98-0349292</u>	
3 Name of contact for additional information <u>Bert Franks</u>		4 Telephone No. of contact <u>704-583-4874</u>	5 Email address of contact <u>bert.franks@conti-na.com</u>
6 Number and street (or P.O. box if mail is not delivered to street address) of contact <u>1830 MacMillan Park Drive</u>		7 City, town, or post office, state, and ZIP code of contact <u>Fort Mill, SC 29707</u>	
8 Date of action <u>September 15, 2021</u>		9 Classification and description <u>Section 355 spin-off of Vitesco Technologies Group AG</u>	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ► See attached statement.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ► See attached statement.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ► See attached statement.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶
See attached statement.

18 Can any resulting loss be recognized? ▶ See attached statement.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶
See attached statement.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ▶ [Handwritten Signature] Date ▶ Oct. 27th 2021
Print your name ▶ Dr. Verike Schramm; Stefan Scholz Title ▶ Scholz/Head of Finance & Tax Serv. Dr. Schramm/Global Head of Tax

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed <small>PTIN</small>
Firm's name ▶	Firm's EIN ▶		
Firm's address ▶	Phone no.		

Continental-Aktiengesellschaft
Corporation EIN: 98-0349292
Date of Action: September 15, 2021

Attachment to Internal Revenue Service Form 8937

The information contained herein is being provided pursuant to the requirements of Section 6045B of the Internal Revenue Code of 1986, as amended (the "Code") and includes a general summary regarding the application of certain U.S. federal income tax laws and regulations relating to the effects of the Distribution (as defined below) on the tax basis of shares of Continental-Aktiengesellschaft ("Continental AG") common stock and the allocation of tax basis between shares of Continental AG common stock and Vitesco Technologies Group AG ("Vitesco") common stock pursuant to the Distribution.

The information contained herein does not constitute tax advice and does not purport to be complete or to describe the consequences that may apply to particular categories of shareholder. Neither Continental AG nor Vitesco provides tax advice to its shareholders and the example provided below is merely illustrative. Shareholders are urged to consult their own tax advisors regarding the particular consequences of the Distribution to them, including the applicability and effect of all federal, state and local, and foreign tax laws.

* * * *

Line 14 - Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action.

On September 15, 2021, pursuant to the Spin-off and Transfer Agreement between Continental AG and Vitesco dated March 18, 2021, by way of a spin-off by absorption (*Abspaltung zur Aufnahme*) in accordance with the German Transformation Act (*Umwandlungsgesetz – UmwG*), Continental AG transferred to Vitesco (i) 100 percent of the issued and outstanding limited partnership interest in Vitesco Technologies 1. Beteiligungsgesellschaft mbH & Co. KG; (ii) 100 percent of the issued and outstanding limited partnership interest in Vitesco Technologies 2. Beteiligungsgesellschaft mbH & Co. KG; (iii) 100 percent of the issued and outstanding equity in Vitesco Technologies 1. Verwaltungs GmbH; and (iv) 100 percent of the issued and outstanding equity in Vitesco Technologies 2. Verwaltungs GmbH, and Vitesco issued new common shares *pro rata* to Continental AG's shareholders (the "**Distribution**"). In the Distribution, each holder of Continental AG common stock received one share of Vitesco common stock for every five shares of Continental AG common stock held prior to the Distribution. The Distribution qualified as a tax-free distribution pursuant to section 355 of the Code.

No fractional shares of Vitesco common stock were issued in the Distribution. All fractional shares of Vitesco common stock that the shareholders of Continental AG otherwise would have been entitled to receive as a result of the Distribution will be aggregated into whole shares and sold on the open market, and the resulting cash proceeds of the sale will be paid to such shareholders.

Line 15 - Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis.

As a consequence of the Distribution, Continental AG shareholder will be required to allocate the aggregate tax basis in their Continental AG common stock held immediately before the Distribution among (i) the Vitesco common stock received in the Distribution (including any fractional share interest in Vitesco for which cash is received) and (ii) their Continental AG common stock held immediately after the Distribution. The allocation should be made in proportion to the relative fair market value of the Continental AG common stock and the Vitesco common stock. For an illustrative application of the approach described above, please see Line 16 below. Shareholders that acquired Continental AG common stock at different times or different prices must calculate their basis in each Continental AG common share and then allocate a portion of that tax basis to the Continental AG common stock and the Vitesco common stock received with respect thereto.

Fair market value generally is the price at which property would change hands between a willing buyer and a willing seller, neither being under any compulsion to buy or to sell and both having reasonable knowledge of the facts. U.S. federal income tax law does not specifically prescribe how a shareholder should determine the fair market values of the Continental AG common stock and the Vitesco common stock for purposes of allocating the shareholder's tax basis. Shareholders should consult their own tax advisor to determine what measure of fair market value is appropriate.

Line 16 - Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates.

As described in Line 15 above, in general, Continental AG shareholders will be required to allocate the aggregate tax basis in their Continental AG common stock held immediately before the Distribution among the Vitesco common stock received in the Distribution (including any fractional share interest in Vitesco for which cash is received).

The following is an illustrative example of how the approach to basis allocation would apply to a hypothetical Continental AG shareholder who, after consulting with her advisor, determines the fair market value of the Continental AG stock and Vitesco stock using the closing market price of each stock of the first day of Vitesco trading. You are not bound by the approach illustrated below, and we take no position as to whether the approach illustrated below or any other approach is appropriate. As such, before applying any approach, you should consult your tax advisor.

Assumptions:

- Shares of Continental AG common stock owned immediately before the Distribution: 500
- Shareholder' aggregate tax basis immediately before the Distribution (assumes all 500 common shares acquired in one transaction for €50 per share): \$25,000.00

- Shares of Vitesco common stock received in the Distribution: 100
- Illustrative fair market values of Continental AG common stock and Vitesco common stock: €95.49 and €58.90 respectively as illustrated using the closing market price of each stock on the first day of Vitesco trading.

Tax basis allocation:

	# Shares Owned	Assumed Beginning Basis	Illustrative Price per share	Illustrative FMV of Shares Owned	Percentage of Total FMV	Allocated Tax Basis
Continental AG common stock	500	€25,000.00	€95.49	€47,745.00	89.0184%	€22,254.60
Vitesco common stock	100		€58.90	€5,890.00	10.9816%	€2,745.40
Total	600			€53,635.00	100%	€25000.00

Line 17 - List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based.

Sections 355, 358, and 368.

Line 18 - Can any resulting loss be recognized?

Generally, no gain or loss will be recognized for tax purposes as a result of the Distribution. A Continental AG shareholder who receives cash in lieu of a fractional share of Vitesco common stock will recognize gain or loss equal to the difference between the amount of cash received and the tax basis in his or her fractional share. The deductibility of capital losses is subject to limitations.

Line 19 - Provide any other information necessary to implement the adjustment, such as the reportable tax year.

The Distribution was consummated on September 15, 2021. For a Continental AG shareholder whose taxable year is the calendar year, the reportable tax year is 2021.