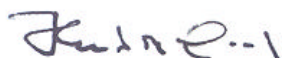


## **Declaration of Continental AG pursuant to Section 161 of the German Stock Corporation Act (AktG)**

The Executive Board and the Supervisory Board of Continental AG declare that the recommendations issued by the "Regierungskommission Deutscher Corporate Governance Kodex", in the form dated May 21, 2003, and published by the Federal Ministry of Justice in the official section of the electronic Federal Gazette on November 26, 2002 (the "Code") were and are complied with subject to the following qualifications:

- The recommendation pursuant to Section 4.2.3, para. 2, sentence 4 and para. 3 of the Code, to set some form of limit for extraordinary, unforeseen developments in the case of stock options or comparable instruments is complied with only with respect to the stock option plan adopted by the shareholders meeting on May 14, 2004.
- The remuneration of the members of the Executive Board and the members of the Supervisory Board has not been reported individually in the Notes to the Consolidated Financial Statements in the past (deviation from Section 4.2.4, sentence 2 and Section 5.4.5 of the Code). The remuneration will be reported individually beginning with the Consolidated Financial Statements 2004.

Hannover, December 17, 2004



Dr. Hubertus von Grünberg  
Chairman of the Supervisory Board



Manfred Wennemer  
Chairman of the Executive Board