

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 Company has complied with and will comply with the recommendations issued by the "Government Commission on the German Corporate Governance Code" (as amended on June 2, 2005) and published by the German Federal Ministry of Justice in the official section of the electronic Federal Gazette (*Bundesanzeiger*) on July 20 and 21, 2005, 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 approved by the Annual Shareholders' Meeting on May 14, 2004.
- The recommendations pursuant to Section 5.4.3, sentence 1 (elections to the Supervisory Board to be made on an individual basis) and Section 5.4.4 (the previous chairman of the Executive Board or an Executive Board member as a rule being barred from becoming Supervisory Board chairman or the chairman of a Supervisory Board committee) will not be adopted.

Hanover, October 1, 2005

Kuln P-1

Dr. Hubertus von Grünberg Chairman of the Supervisory Board

Ullella

Manfred Wennemer Chairman of the Executive Board

Continental Aktiengesellschaft Vahrenwalder Str. 9 30165 HANOVER P.O. Box 1 69 30001 HANOVER GERMANY Phone +49 511 938-01 Fax +49 511 938-81770 www.conti-online.com

Chairman of the Supervisory Board: Dr. Hubertus von Grünberg

Registered Office: Hanover Registered Court: Amtsgericht Hanover HRB 3527 VAT-ID-No. DE 115645799 Executive Board: Manfred Wennemer, Chairman Dr. Alan Hippe Gerhard Lerch Dr. Karl-Thomas Neumann Dr. Hans-Joachim Nikolin Thomas Sattelberger Account at: Deutsche Postbank AG, Hanover BIC / SWIFT: PBNKDEFF250 Account No.: 0000194301 NBIC: 25010030 IBAN: DE21250100300000194301