

**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 6, 2008) and published by the German Federal Ministry of Justice in the official section of the electronic Federal Gazette (*Bundesanzeiger*) on August 8, 2008, subject to the following qualifications:

- The recommendation pursuant to Section 2.3.2 of the Code to send the convening notice to the annual general meeting and the documents relating thereto electronically to all financial service providers, shareholders and shareholder associations cannot be complied with by the Company because the shares of the Company are bearer shares (Section 5 of the Articles of Incorporation), and a complete identification of recipients is therefore impossible.
- Pursuant to Section 4.2.3, para. 4 of the Code, in concluding Executive Board contracts, care shall be taken to ensure that payments made to an Executive Board member on premature termination of his contract without serious cause do not exceed the value of two years' compensation (severance payment cap) and compensate no more than the remaining term of the contract. The Executive Board contracts of Continental AG do not provide for severance payments in such case. However, upon the premature termination of some Executive Board contracts payments were agreed in the past, to the extent permitted by law, which exceeded the severance payment cap recommended by the Code. The Supervisory Board is currently reviewing the compensation system for the Executive Board including the possible introduction of a severance payment cap.
- 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) have not been adopted.

Hanover/Germany, December 10, 2008



Dr. Hubertus von Grünberg
Chairman of Supervisory Board



Dr. Karl-Thomas Neumann
Chairman of the Executive Board