

**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 May 26, 2010) and published by the German Federal Ministry of Justice in the official section of the electronic Federal Gazette (*Bundesanzeiger*) on July 2, 2010, subject to the following qualifications. Reference is made to the declaration of the Executive Board and the Supervisory Board of October 19, 2009 regarding the recommendations of the German Corporate Governance Code as of June 18, 2009.

- 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 5.4.1 of the Code, the Supervisory Board shall specify concrete objectives regarding its composition which, whilst considering the specifics of the enterprise, take into account the international activities of the enterprise, potential conflicts of interest, an age limit to be specified for the members of the Supervisory Board and diversity. These concrete objectives shall, in particular, stipulate an appropriate degree of female representation. The Supervisory Board has resolved to follow the recommendations of Section 5.4.1 and has requested a committee to prepare a resolution of the Supervisory Board on such objectives. Once the objectives will have been adopted, the Supervisory Board will publish them in accordance with the Code.

Hanover, October 18, 2010

sgd. Prof. Dr.-Ing. Wolfgang Reitzle
Chairman of Supervisory Board

sgd. Dr. Elmar Degenhart
Chairman of the Executive Board