

**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, since April 28, 2011, 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 qualifications set forth below. Reference is made to the declaration of the Executive Board and the Supervisory Board of April 28, 2011, as well as to the previous declarations regarding the recommendations of the German Corporate Governance Code.

- 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.

Hannover, April 27, 2012

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

sgd. Dr. Elmar Degenhart
Chairman of the Executive Board