



**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 13, 2013; and published by the German Federal Ministry of Justice in the official section of the electronic Federal Gazette (*Bundesanzeiger*) on June 10, 2013), subject to the qualifications set forth below. Reference is made to the declaration of the Executive Board and the Supervisory Board of March 31, 2013, as well as to the previous declarations pursuant to Section 161 AktG and the qualifications regarding the recommendations of the German Corporate Governance Code explained therein.

- Section 2.3.2 of the Code in effect until June 10, 2013, recommended 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. The Company could not comply with this recommendation, 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. This recommendation was repealed by the Code in the version which entered into force on June 10, 2013, so that this qualification is no longer necessary.

- Pursuant to Section 5.4.1 of the Code, the Supervisory Board shall specify concrete objectives regarding its composition which take into account, inter alia, an age limit to be established for members of the Supervisory Board. The supervisory Board has specified such objectives. However, the Supervisory Board did not establish an age limit, because it is of the opinion that such a general criterion is not appropriate for evaluating the qualifications of an individual candidate for membership on the Supervisory Board.

Hannover, December 2013

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

sgd. Dr. Elmar Degenhart
Chairman of the Executive Board