



**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 24, 2014; and published by the German Federal Ministry of Justice in the official section of the electronic Federal Gazette (*Bundesanzeiger*) on September 30, 2014), subject to the qualifications set forth below. Reference is made to the declaration of the Executive Board and the Supervisory Board of December, 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.

- 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 2014

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

sgd. Dr. Elmar Degenhart  
Chairman of the Executive Board