Articles of Incorporation

Continental Aktiengesellschaft

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Section I
General Provisions

Article 1

(1) The name of the Company is Continental Aktiengesellschaft.

(2) The Company is registered in Hanover, Federal Republic of Germany. It is incorporated for an indefinite time period.

Article 2

(1) The objects of the Company are

a) to manufacture and sell tires and industrial products of all types made of natural or synthetic rubber, plastics or other raw materials as well as assembly parts, system components and complete systems for all kinds of vehicles,

b) to trade commercially in these types of products using the trademark “Continental” and other trademarks,

c) to manufacture or purchase raw materials which are required for the production of these goods.

The objects of the Company may be realized by the Company itself or by its subsidiaries or affiliates.

(2) The Company shall be entitled to transact all business and take all steps which appear suitable to directly or indirectly promote the object of the Company, in particular to acquire and dispose of real estate and to establish branches in any domestic or foreign location, to participate in other enterprises as well as to conclude contracts on the pooling of interests and/or intercompany agreements.

Article 3

(1) Company announcements are made in the Federal Bulletin (*Bundesanzeiger*).

(2) Information may be distributed via long-distance data transfer to holders of registered Company securities.

Section II
Capital Stock and Shares

Article 4

The capital stock of the company amounts to Euro 512,015,316.48. It is divided into 200,005,983 no-par-value shares (*Stückaktien*).

Article 5

(1) The shares are made out to bearer.

(2) The shareholders' claim to have their shares represented by a written instrument is excluded, unless a written instrument is required by rules that apply at a stock exchange at which the share is admitted for trading. Global certificates may be issued.

Section III
Constitution

Article 6

Organs of the Company are

1. The Executive Board,

2. the Supervisory Board,

3. the Shareholders' Meeting.

1. The Executive Board

Article 7

(1) The Executive Board of the Company shall consist of not less than two persons; the Supervisory Board may determine a larger number of members of the Executive Board. Deputy members of the Executive Board may be appointed.

The Supervisory Board shall be entitled to nominate one member of the Executive Board to act as Chairman of the Executive Board.

(2) The Supervisory Board may empower a committee of the Supervisory Board to conclude, amend or terminate the Contracts of Appointment.

Article 8

The Company shall be legally represented by two members of the Executive Board or by one member of the Executive Board jointly with a Prokurist (authorized signatory) of the Company.

Article 9

The Executive Board shall conduct the affairs of the Company as required by statute laws, the Articles of Incorporation and its operating procedures.

2. The Supervisory Board

Article 10

(1) The Supervisory Board is constituted according to statutory provisions. The members of the Supervisory Board shall be elected for a term not extending beyond the close of the Annual Shareholders' Meeting that passes the ratification for the fourth fiscal year following commencement of their term in office. The fiscal year in which their term of office begins is not counted.

(2) The elections of the shareholder representatives to the Supervisory Board and any replacement members shall be conducted on the basis of individual appointment.

(3) If a member of the Supervisory Board is elected to replace a retiring member, the new member's term of office shall run for the remainder of the replaced member's term. If a substitute member replaces the retiring member, the substitute member's term of office shall expire at the close of the Shareholders' Meeting at which a new member is elected to replace the retired member, however not later than at the expiration of the retired member's term of office.

(4) Any retiring member or substitute member of the Supervisory Board shall be eligible for immediate re-election.

(5) Any member or substitute member of the Supervisory Board may resign from office subject to his giving four weeks' notice addressed to the Chairman of the Supervisory Board. The Chairman of the Supervisory Board shall forthwith pass such notice of resignation on to the Executive Board. The Chairman of the

Supervisory Board may shorten the notice period of waive compliance with the notice period.

Article 11

(1) In a meeting which takes place without a special invitation following the Shareholders' Meeting at which all or some of the shareholder representatives have been elected or at the end of which the term of office of the employee representatives begins after their new elections in accordance with the provisions of the German Employee Co-Determination Act (*Mitbestimmungsgesetz*), the Supervisory Board shall elect, provided that the Supervisory Board does not have a Chairman or Deputy Chairman at the end of this Shareholders' Meeting, from among its members the Chairman and the Deputy Chairman and, if the committee in accordance with Section 27 (3) of the German Employee Co-Determination Act (*Mitbestimmungsgesetz*) is not fully staffed at the end of this Shareholders' Meeting, its members. The election of the Chairman and the Deputy Chairman shall take place for the shorter term of office of the persons to be elected as Chairman and Deputy Chairman of the Supervisory Board. The members of the committee in accordance with Section 27 (3) of the German Employee Co-Determination Act (*Mitbestimmungsgesetz*) are elected for the term of office of the persons in the Supervisory Board. If the office of the Chairman or Deputy Chairman or the membership in the committee in accordance with Section 27 (3) of the German Employee Co-Determination Act (*Mitbestimmungsgesetz*) ends prematurely, the Supervisory Board must immediately hold a corresponding by-election for this position

(2) The Vice Chairman of the Supervisory Board shall have the legal and statutory rights and duties of the Chairman only if the latter is prevented from holding office. However, the Vice Chairman shall not be entitled to the casting vote granted to the Chairman in accordance with the provisions of the German Co-Determination Act (*Mitbestimmungsgesetz*).

Article 12

Meetings of the Supervisory Board shall be called by the Chairman or his Deputy whenever so required by law or circumstances and thereby announcing the items on the Agenda. Such notice of meeting may be in writing, by telephone, by fax, e-mail or other electronic means of communication. Section 110 of the German Stock Corporation Act (*Aktiengesetz*) shall remain unaffected.

Article 13

(1) The meetings of the Supervisory Board and its committees shall be held as actual meetings in person at the company's registered office or at any other meeting venue to be announced in the invitation. Meetings may also be held by telephone conference or electronic means of communication (in particular as video conference) (virtual meeting) or by individual members of the Supervisory Board joining in by telephone or electronic means of communication (hybrid

meeting). Virtual meetings and hybrid meetings are deemed equal to actual meetings in person.

(2) The Supervisory Board shall be deemed to constitute a quorum if not less than half its members participate in the voting on its resolutions. If a member of the Supervisory Board is unable to attend the meeting, he may, in accordance with Section 108 Subsection 3 Sentences 1 and 2 of the German Stock Corporation Act (*Aktiengesetz*), authorize another member of the Supervisory Board to pass on his vote prepared by him in writing.

(3) If not all members of the Supervisory Board are present to participate in the meeting and if the absent members have not passed on written votes, then the adoption of a resolution shall be postponed on a motion by at least two members of the Supervisory Board attending the meeting. In the event of an adjournment, the new resolution will be passed at the next regular meeting, unless a special meeting of the Supervisory Board meeting is convened. A renewed minority request for postponement is not permissible in the case of a new resolution.

(4) If the Chairman of the Supervisory Board attends the meeting or if another member of the Supervisory Board is present and in possession of the Chairman's written vote, Subsection 3 hereof shall not apply provided that an equal number of shareholders' and employees' representatives attend the meeting in person or participate in the adoption of resolutions by way of written vote, or provided that any imbalance is eliminated through individual members of the Supervisory Board failing to participate in the adoption of resolutions.

(5) Meetings of the Supervisory Board shall be presided over by the Chairman of the Supervisory Board or, in the event of his being unable to attend, his Deputy.

(6) Resolutions of the Supervisory Board shall be taken by a majority of the votes cast, save as otherwise provided for by law. Where voting results in a tie, a further vote shall be carried out on a motion by the Chairman of the Supervisory Board or another member of the Supervisory Board, to the extent permitted by law. If this second voting also results in a tie, the Chairman of the Supervisory Board shall have the casting vote in accordance with Section 29 Subsection 2 of the German Employee Co-Determination Act (*Mitbestimmungsgesetz*); Section 31 Subsection 4 of the German Employee Co-Determination Act (*Mitbestimmungsgesetz*) shall remain unaffected.

(7) If the chairman so stipulates, and provided no member of the Supervisory Board objects to such stipulation within a reasonable time period determined by the chair-man at the same time and not exceeding one week, resolutions of the Supervisory Board may also be adopted outside of meetings orally, in writing, by telephone, by fax, by e-mail or by any other electronic means of

communication, and by combining the aforesaid communication channels. The Subsections of these Articles governing oral voting shall apply accordingly.

Article 14

In addition to those specified by law, the Supervisory Board defines further transactions and measures for which the Executive Board requires the approval of the Supervisory Board.

Article 15

(1) The Supervisory Board may form committees from among its members. Section 27 Subsection 3 of the German Employee Co-Determination Act (*Mitbestimmungsgesetz*) shall remain unaffected. The functions and powers of such committees and the relevant procedures to be adopted shall be determined by the Supervisory Board. To the extent permitted by law a committee may be authorized to exercise the Supervisory Board's powers of decision. Subsections 5 and 6 of Article 13 hereof shall apply to the committees' adoption of resolutions, save as stipulated to the contrary in statutory provisions; Subsections 2 and 3 of Article 13 hereof shall not apply.

(2) Binding declarations on the part of the Supervisory Board and its committees shall be made in the name of the Supervisory Board by its Chairman or his Deputy.

(3) The Executive Board may, with the consent of the Supervisory Board, entrust to individual members of the Supervisory Board certain matters, or kinds of matters, which are not within the scope of the duties of the Supervisory Board as defined by law. The Executive Board may agree with such members that they receive a remuneration for such matters. Such remuneration shall be booked as expenses.

Article 16

(1) In addition to reimbursement of their cash outlay and the turnover tax to which they are subject for their activities on the Supervisory Board, the Supervisory Board members will each receive a fixed remuneration of EUR 180,000 annually, payable in the last month of the fiscal year.

(2) The Chairman and the Deputy Chairperson of the Supervisory Board as well as the Chairpersons and members of committees will receive an increased remuneration. For the Chairman, this will amount to 3-times the amount, for the Chairperson of the Audit Committee 2.5-times the amount, for the Chairpersons of other committees 2-times the amount and for the Deputy Chairperson and for the members of a committee 1.5-times the amount of the fixed remuneration for a Supervisory Board member according to section 1. If a member of the Supervisory Board assumes more than one function for which an increased remuneration is envisaged, his or her remuneration will be determined

exclusively in accordance with the function with the highest remuneration that he or she exercises.

(3) Each Supervisory Board member will receive a meeting-attendance fee of EUR 1,000 for each Supervisory Board meeting that the member attends personally. This also applies for personal attendance at committee meetings which do not take place on the date of a Supervisory Board meeting.

(4) If the office or the function with an increased remuneration begins or ends during the course of a fiscal year, the Supervisory Board member will receive the remuneration or increased remuneration pro rata temporis.

(5) The company can conclude a pecuniary loss liability insurance policy for the Supervisory Board members at its cost. This includes an appropriate deductible.

3. The Shareholders' Meeting

Article 17

(1) The Annual Shareholders' Meeting shall be held at the Company's registered office, at a German stock exchange or in a German city with a population of more than 150,000. In the case of a virtual Annual Shareholders' Meeting, sentence 1 shall not apply.

(2) Notice of the Annual Shareholders' Meeting shall be given by the Supervisory Board or Executive Board at least 36 days prior to the meeting date. The day of the Annual Shareholders' Meeting and the day the notice is published shall not be counted. The notice of the meeting shall be published in the Federal Bulletin (*Bundesanzeiger*).

(3) The notice must include the Company name, its registered office and the time and date of the Annual Shareholders' Meeting. The agenda must also be included.

(4) The Executive Board is authorized to provide that the Annual Shareholder's Meeting be held at the location of the Annual Shareholders' Meeting without the physical presence of the shareholders or their proxies (virtual Annual Shareholders' Meeting). This authorization shall apply to Annual Shareholders' Meetings which are held within a period of three years following registration of this provision of the Articles of Incorporation in the commercial register of the Company.

(5) Members of the Supervisory Board shall, in consultation with the Chairman of the Supervisory Board, be permitted to participate in the Annual Shareholders' Meeting by means of audio-visual transmission in cases where, due to legal restrictions, their presence abroad, their necessary presence at another location within Germany or due to an unreasonable travel time, their physical presence

at the location of the Annual Shareholders' Meeting would not be possible or would only be possible with considerable effort, or if the Annual Shareholders' Meeting is held as a virtual Annual Shareholders' Meeting pursuant to paragraph 3.

Article 18

(1) In order to participate in the Annual Shareholders' Meeting, exercise the voting right or make a motion, the shareholders must register with the Company prior to the Annual Shareholders' Meeting and prove their authorization to participate in the Annual Shareholders' Meeting and to exercise their voting rights. The registration and proof must be received by the Company or by an authorized agent at least six days before the Annual Shareholders' Meeting at the address listed in the notice. The day of the Annual Shareholders' Meeting and the day the notice is published shall not be counted.

(2) The evidence of entitlement under paragraph 1 must be provided in text format by a special proof of share ownership prepared in German or English by the custodian institution; in any case, proof pursuant to Section 67c (3) of the German Stock Corporation Act (*Aktiengesetz*) is sufficient. The proof of share ownership must relate to the close of business on the twenty second day before the Annual Shareholders' Meeting.

(3) The voting right can be exercised by a proxy. If the shareholder grants proxy rights to more than one person, the Company may reject one or more of them. The issuance of proxy rights, their revocation and the proof of proxy rights to the Company must be provided in writing (*Textform*).

(4) The Executive Board is authorized to provide that shareholders may participate in the Annual Shareholders' Meeting without being present or represented and may exercise some or all of their rights in whole or in part electronically (online participation). Independently thereof, the Executive Board may give the shareholders the opportunity to vote without participating in the meeting, in writing or electronically (absentee voting). More detailed provisions regarding an online participation and an absentee voting determined by the Executive Board will be announced in the notice of the Annual Shareholders' Meeting.

Article 19

(1) The Chairman of the Supervisory Board, or another member of the Supervisory Board who is a shareholders' representative, shall preside over the Shareholders' Meeting. In the event that a member of the Supervisory Board does not take the chair, the chairman of the Meeting shall be elected by the Shareholders' Meeting.

(2) If this is announced in the invitation to the Annual Shareholders` Meeting, the chairman of the Meeting can allow the complete or partial video and audile transmission of the Annual Shareholders` Meeting via electronic media in a

manner to be determined in greater detail by said chairman. The transmission can also be effected in a manner affording the public unlimited access.

(3) The chairman of the Meeting determines the sequence of the items on the agenda, as well as the type, format and sequence of voting procedures. He can appropriately limit in time the right of the shareholders to submit questions and to speak, in the event of a virtual Annual Shareholders' Meeting also their right to ask questions and their right to ask questions on new matters.

(4) The result of voting shall be obtained by adding the votes for and the votes against. It may also be obtained by deducting the votes for or the votes against and the abstentions from the overall number of votes to which the voters are entitled. The chairman of the Meeting may also order a different procedure to be adopted and determine further particulars of voting.

Article 20

(1) Each no-par-value share shall entitle the holder to one vote at the Shareholders' Meeting.

(2) Resolutions of the Shareholders' Meeting shall be adopted by such majority of the votes cast as provided by law and, insofar as a majority of the capital stock is required, by a simple majority of the capital stock represented unless otherwise required by mandatory law or by the Articles of Incorporation. Repeal or amendment of Article 20, Subsection 2, Sentence 1 as well of this Article 20, Subsection 2, Sentence 2 of the Articles of Incorporation shall require a majority of at least three quarters of the capital stock represented at the meeting voting on the resolution.

(3) The Supervisory Board may amend the Articles of Incorporation insofar as such amendments only relate to the wording.

Section IV
Annual Financial Statement and Allocation of Profits

Article 21

(1) The fiscal year is the calendar year.

(2) The Executive Board shall, within the first three months of each fiscal year, prepare the annual financial statement and the management report for the preceding financial year, and submit them to the auditor. As soon as they are prepared, the annual financial statements, the management report and the proposal for allocation net income, as well as the consolidated financial statements and the group management report are to be submitted to the Supervisory Board.

(3) The Supervisory Board has to pass its report to the Executive Board within a month of receipt of these submissions. In the event that this does not occur in the time allotted, the Executive Board must immediately set the Supervisory Board a deadline of one additional month at most. In the event that the Supervisory Board report is not passed on to the Executive Board by this deadline, the financial statements shall be deemed not approved by the Supervisory Board. The preceding sentence also applies to the consolidated financial statements.

Article 22

(1) The Annual Shareholders' Meeting takes place within the first eight months of a fiscal year.

(2) It resolves in particular on the use of the net income, on the election of the auditors, on the ratification of the actions of the Executive Board and the Supervisory Board, on the election of members of the Supervisory Board and, in the cases stipulated by the law, on the adoption of the financial statements and the approval of the consolidated financial statements. In resolving on the allocation of the net income, a distribution in kind can be resolved in addition to or instead of a distribution in cash.

Article 23

(1) Net profit shall be distributed among the shareholders to the extent it is not carried forward or the Shareholders' Meeting does not decide any other use.

(2) In the event of new shares being issued, dividend entitlement may be determined differently to the extent permitted by law.