



Corporate Governance Presentation

November 2023

Ticker: CON
ADR-Ticker: CTTAY
<http://www.continental-ir.com>

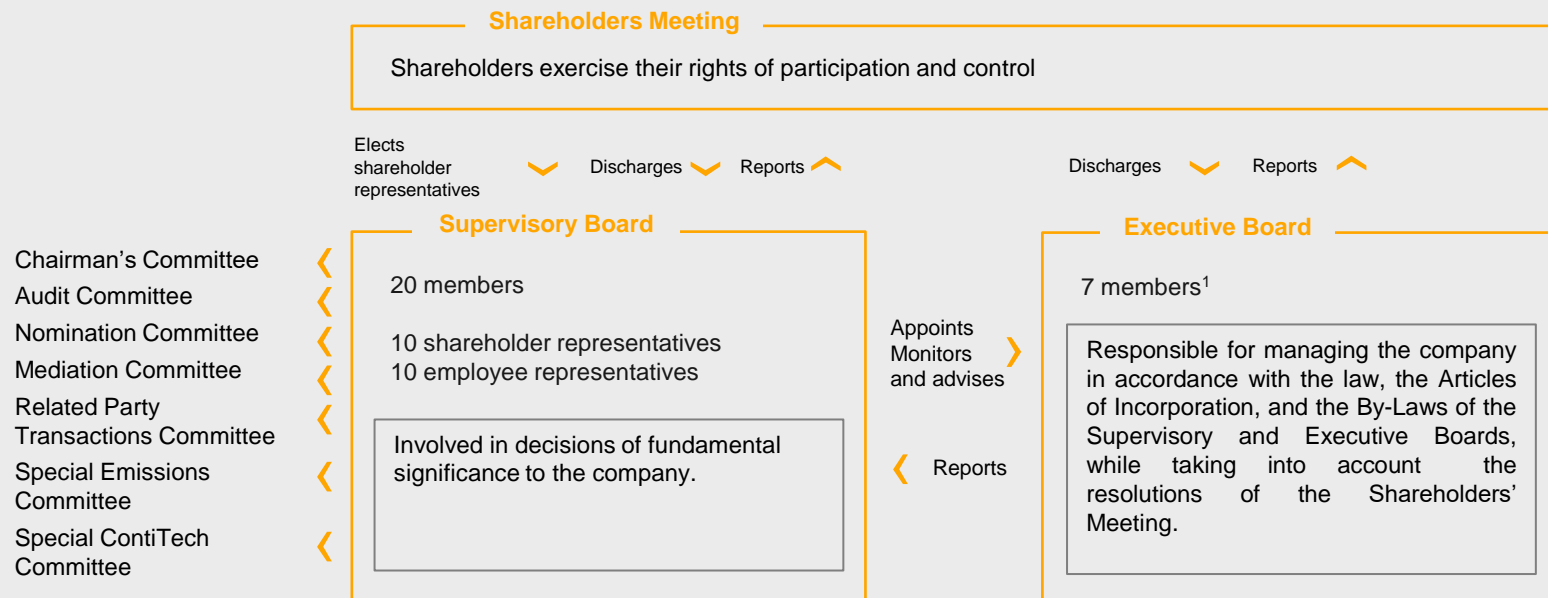
Investor Relations

Agenda

1	Corporate Bodies
2	Supervisory Board, Executive Board
3	Remuneration System
4	Diversity at Continental
5	Compliance
6	Sustainability at a glance
7	Cyber Security
8	Auditing
9	Annual Shareholders' Meeting

Two-Tier Board System – Corporate Bodies

Corporate bodies of the company



¹ Status as of November 2023

Supervisory Board

➤ elected until 2024

Shareholder representatives

Prof. Dr.-Ing. Wolfgang Reitzle

Chairman of the Supervisory Board

Born 1949, German

Elected since 2009



Dorothea von Boxberg, born 1974, elected since 2022

Stefan E. Buchner, born 1960, elected since 2022

Dr. Gunter Dunkel, born 1953, elected since 2009

Satish Khatu, born 1952, elected since 2019

Isabel Corinna Knauf, born 1972, elected since 2019

Sabine Neuß, born 1968, elected since 2014

Prof. Dr. Rolf Nonnenmacher, born 1954, elected since 2014

Klaus Rosenfeld, born 1966, elected since 2009

Georg F. W. Schaeffler, born 1964, elected since 2009

Employee representatives

Christiane Benner,

Deputy Chairwoman of the Supervisory Board

Born 1968, German

Elected since 2018



Hasan Allak, born 1970, elected since 2019

Francesco Grioli, born 1972, elected since 2018

Michael Iglhaut, born 1964, elected since 2006

Carmen Löffler, born 1972, elected since 2021

Dirk Nordmann, born 1960, elected since 2004

Lorenz Pfau, born 1961, elected since 2019

Jörg Schönfelder, born 1966, elected since 2004

Stefan Scholz, born 1965, elected since 2015

Elke Volkmann, born 1959, elected since 2014

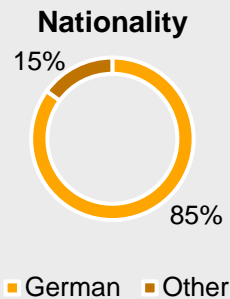
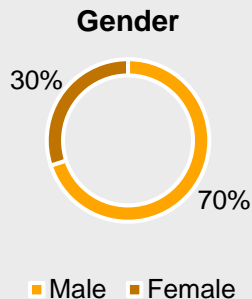
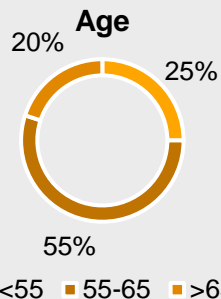
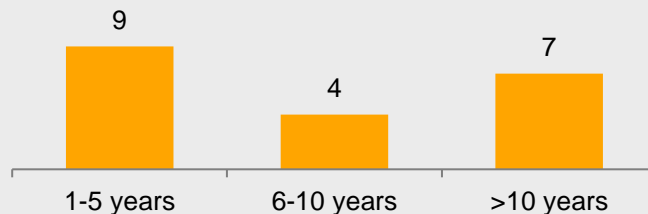
Supervisory Board

Key Facts

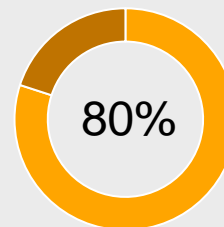
20 board members



Supervisory board tenure



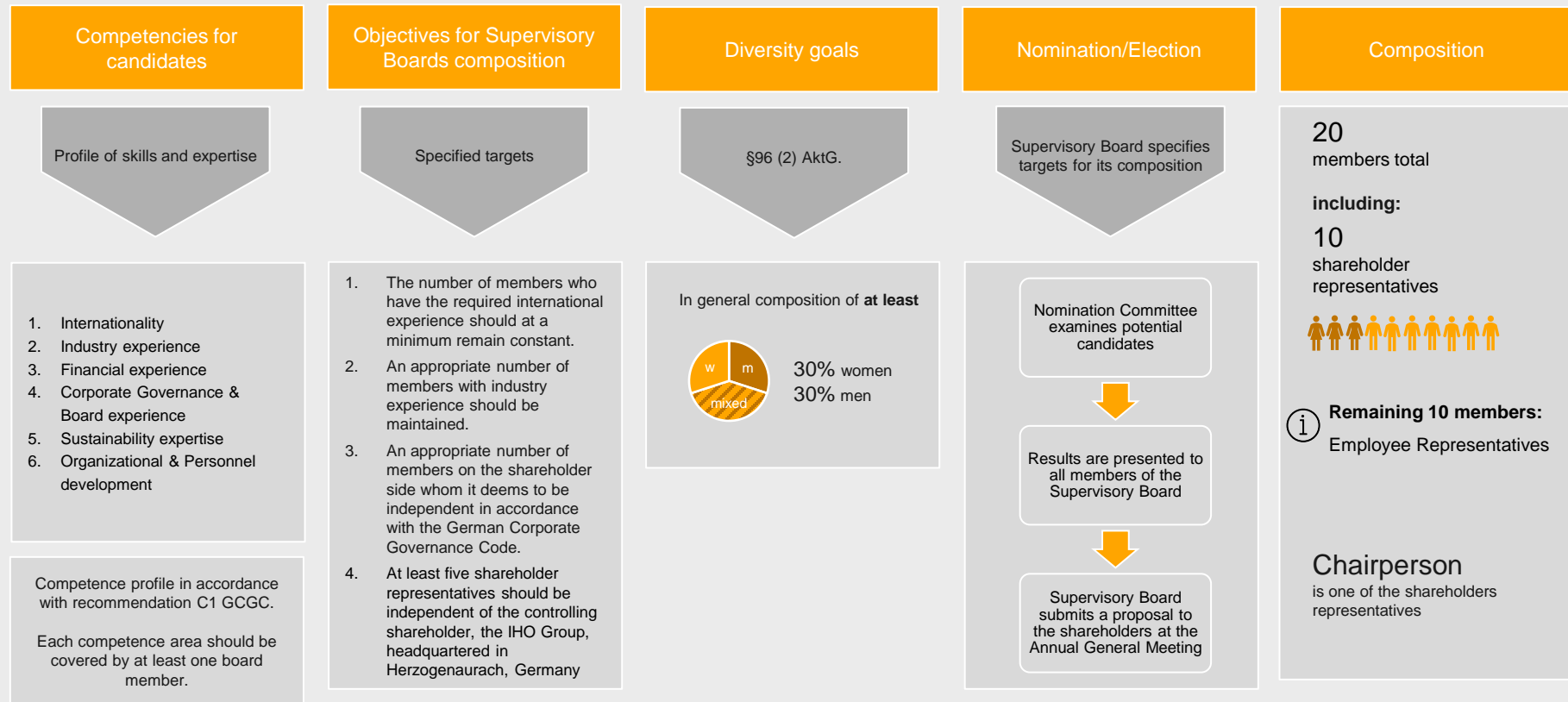
Independence of shareholder representatives¹



¹ Independence from controlling shareholder pursuant to German Corporate Governance Code (GCGC).


Supervisory Board (SB)

Nomination process for shareholder representatives




Supervisory Board

Overview of shareholder representatives

Position				Fields of Competence							Diversity criteria					
Name	Initial Election	End of term	Member of Supervisory Board for >12 years?	Financial experience	Corporate Governance and board experience	Sustainability expertise	Organizational and personnel development	Internationality	Internationality with regard to Asian markets	Industry experience	Age	Gender	Nationality	Independence in the meaning of C.7 (2) GCCG	Independence in the meaning of C.9 GCCG	Link to CV
Prof. Dr. Wolfgang Reitzle (Chair)	2009	2024	yes								74	m	GER			Link
Dorothea von Boxberg	2022	2024	no								49	f	GER			Link
Stefan E. Buchner	2022	2024	no								63	m	GER			Link
Dr. Gunter Dunkel	2009	2024	yes								70	m	AUT			Link
Satish Khata	2019	2024	no								71	m	USA			Link
Isabel Corinna Knauf	2019	2024	no								51	f	GER			Link
Sabine Neuß	2014	2024	no								55	f	GER			Link
Prof. Dr. Rolf Nonnenmacher	2014	2024	no								69	m	GER			Link
Klaus Rosenfeld	2009	2024	yes								57	m	GER			Link
Georg F. W. Schaeffler	2009	2024	yes								59	m	GER			Link

Supervisory Board

Overview of employee representatives

Position				Fields of Competence							Diversity criteria					
Name	Initial Election	End of term	Member of Supervisory Board for >12 years?	Financial experience	Corporate Governance and board experience	Sustainability expertise	Organizational and personnel development	Internationality	Internationality with regard to Asian markets	Industry experience	Age	Gender	Nationality	Independence in the meaning of C.7 (2) GCCG	Independence in the meaning of C.9 GCCG	Link to CV
Christiane Benner (Deputy Chair)	2018	2024	no								55	f	GER	n.a.	n.a.	Link
Hasan Allak	2019	2024	no								53	m	GER	n.a.	n.a.	Link
Francesco Grioll	2018	2024	no								51	m	ITA	n.a.	n.a.	Link
Michael Ighaut	2006	2024	yes								59	m	GER	n.a.	n.a.	Link
Carmen Löffler	2021	2024	no								51	f	GER	n.a.	n.a.	Link
Dirk Nordmann	2004	2024	yes								63	m	GER	n.a.	n.a.	Link
Lorenz Pfau	2019	2024	no								62	m	GER	n.a.	n.a.	Link
Jörg Schönfelder	2004	2024	yes								57	m	GER	n.a.	n.a.	Link
Stefan Scholz	2015	2024	no								58	m	GER	n.a.	n.a.	Link
Elke Volkmann	2014	2024	no								64	f	GER	n.a.	n.a.	Link

Supervisory Board

Committees with decision-making powers

	Chairman's Committee	Audit Committee	Nomination Committee	Mediation Committee	Committee for Related Party Transactions
					
Members	<ul style="list-style-type: none"> ▪ Prof. Dr. Wolfgang Reitzle (Chairman) ▪ Christiane Benner ▪ Georg F. W. Schaeffler ▪ Jörg Schönfelder 	<ul style="list-style-type: none"> ▪ Prof. Dr. Rolf Nonnenmacher (Chairman) ▪ Francesco Grioli ▪ Michael Ighaut ▪ Dirk Nordmann ▪ Klaus Rosenfeld ▪ Georg F. W. Schaeffler 	<ul style="list-style-type: none"> ▪ Prof. Dr. Wolfgang Reitzle (Chairman) ▪ Isabel Corinna Knauf ▪ Prof. Dr. Rolf Nonnenmacher ▪ Georg F. W. Schaeffler 	<ul style="list-style-type: none"> ▪ Prof. Dr. Wolfgang Reitzle (Chairman) ▪ Christiane Benner ▪ Georg F. W. Schaeffler ▪ Jörg Schönfelder 	<ul style="list-style-type: none"> ▪ Prof. Dr. Wolfgang Reitzle (Chairman) ▪ Prof. Dr. Rolf Nonnenmacher ▪ Further members to be elected if necessary
Tasks	<p>Key responsibilities are preparing the appointment of Executive Board members and concluding, terminating and amending their employment contracts and other agreements with them.</p> <p>However, the plenum of the Supervisory Board alone is responsible for establishing the total remuneration of the Executive Board members.</p>	<p>The Audit Committee's primarily deals with the audit of the accounts, the monitoring of the accounting process and the effectiveness of the internal control system, the risk management system and the internal audit system, the audit of the financial statements (including sustainability reporting and examination thereof) and compliance.</p>	<p>Responsible for nominating suitable candidates for the Supervisory Board to propose to the Annual Shareholders' Meeting for election.</p> <p>In addition, the committee must propose targets for the Supervisory Board's composition and profile of skills and expertise and review both regularly.</p>	<p>In accordance with Section 31 (3) Sentence 1 MitbestG, the Mediation Committee becomes active only if the first round of voting on a proposal to appoint a member of the Executive Board or to remove a member by consent does not achieve the legally required two-thirds majority.</p>	<p>Deals with transactions between Continental AG and a related person, where these transactions require the prior consent of Continental AG's Supervisory Board in accordance with Sections 111a and 111b AktG. Transactions in this case require the prior consent of the Supervisory Board.</p>



Only decision-making committees are listed in this table.
All committees report to the plenary session on a regular basis.

- **Shareholder Representative**
- **Employee Representative**

Supervisory Board

Attendance at board meetings 2022

Supervisory Board Member	Attendance	
	Number of meetings	Attendance in %
Prof. Dr. Wolfgang Reitzle (Chairman)	7/7	100
Dorothea von Boxberg (since April 29, 2022)	4/5	80
Stefan Buchner	7/7	100
Dr. Gunter Dunkel	7/7	100
Satish Khatu	6/7	85,71
Isabel Corinna Knauf	7/7	100
Sabine Neuß	7/7	100
Prof. Dr. Rolf Nonnenmacher	6/7	85,71
Klaus Rosenfeld	7/7	100
Georg F. W. Schaeffler	7/7	100
Schaeffler-Thumann, M.-E. (until April 29, 2022)	2/2	100

Supervisory Board Member	Attendance	
	Number of meetings	Attendance in %
Christiane Benner	7/7	100
Hasan Allak	6/7	85,71
Francesco Grioli	7/7	100
Michael Iglhaut	7/7	100
Carmen Löffler	7/7	100
Dirk Nordmann	7/7	100
Lorenz Pfau	7/7	100
Jörg Schönfelder	7/7	100
Stefan Scholz	7/7	100
Elke Volkmann	7/7	100

7
Meetings in total

97,01%
Overall attendance

Supervisory Board

Attendance at committee meetings in 2022

Chairman´s Committee Member	Number of meetings	Attendance in %
Prof. Dr. Wolfgang Reitzle (Chairman)	2/2	100
Christiane Benner	2/2	100
Georg F. W. Schaeffler	2/2	100
Jörg Schönfelder	2/2	100

Audit Committee Member	Number of meetings	Attendance in %
Prof. Dr. Rolf Nonnenmacher (Chairman)	4/4	100
Francesco Grioli	3/4	75
Michael Iglhaut	4/4	100
Dirk Nordmann	4/4	100
Klaus Rosenfeld	4/4	100
Georg F. W. Schaeffler	4/4	100

Special Emissions Committee Member	Number of meetings	Attendance in %
Prof. Dr. Wolfgang Reitzle (Chairman)	2/2	100
Dirk Nordmann	2/2	100
Georg F. W. Schaeffler	1/2	50



The Mediation Committee as well as the Committee for Transactions with Related Persons (§ 111b (1) in conj. with §107 (3) sent. 4-6 Stock Corporation Act) were not required to convene for meetings.

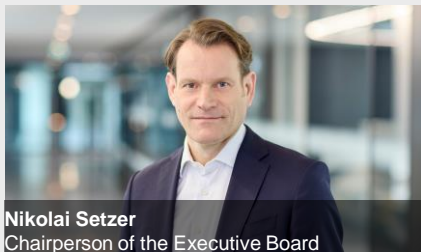


There are no other decision-making committees.

93,06%

Overall attendance

Executive Board



Group Communications and Public Affairs, Group Strategy, Contract Manufacturing, Market China

First appointed: August 2009
Appointed until: March 2029



Group Finance and Controlling,
Group Information Technology

First appointed: December 2021
Appointed until: December 2024



Group Human Relations, Group Sustainability, Director of Labor Relations,

First appointed: October 2014
Appointed until: September 2025



Group Compliance, Group Internal Audit, Group Law and Intellectual Property, Group Quality, CBS and Environment, Group Risks and Controls

First appointed: May 2023
Appointed until: July 2026

NEW



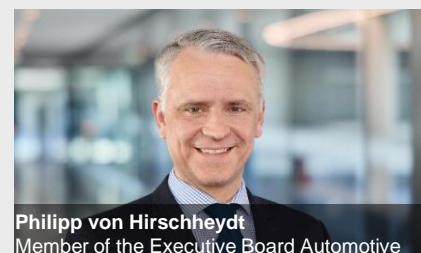
Group Sector Tires
Group Purchasing

First appointed: March 2019
Appointed until: April 2027



Group Sector ContiTech

First appointed: June 2021
Appointed until: May 2029



Group Sector Automotive

First appointed: May 2023
Appointed until: April 2026

NEW

Executive Board

Candidate Profile



Candidate profiles must meet a variety of different criteria to be eligible for promotion to the Senior Executive Level, such as:

- Track record of performance
- Multiple career steps and accumulated experience (cross-functional, cross-organizational, international)
- Value-compliant
- Exemplary behavior
- Integrity
- Rule-compliant behavior



Assessment center
based on EB
Success Profile
(supported by
external provider)



Individual development
measures tailored to
candidates with coaching
and networking events



Candidates are then presented
to the supervisory board for
decision

Chairman of supervisory board conducts individual interviews with
candidates

Executive Board

Appointment and Succession Process

Board Talent Conference

- Usually takes place at the beginning of each year
- Short, mid, and long-term measures are defined.
- Board Succession plans to align with the goals of Continental

Board Talent Review

- Usually takes place in September
- Update and review of Board Succession plan measures
- Special Focus dedicated to development of diversity of succession pipeline

Presentation to Supervisory Board

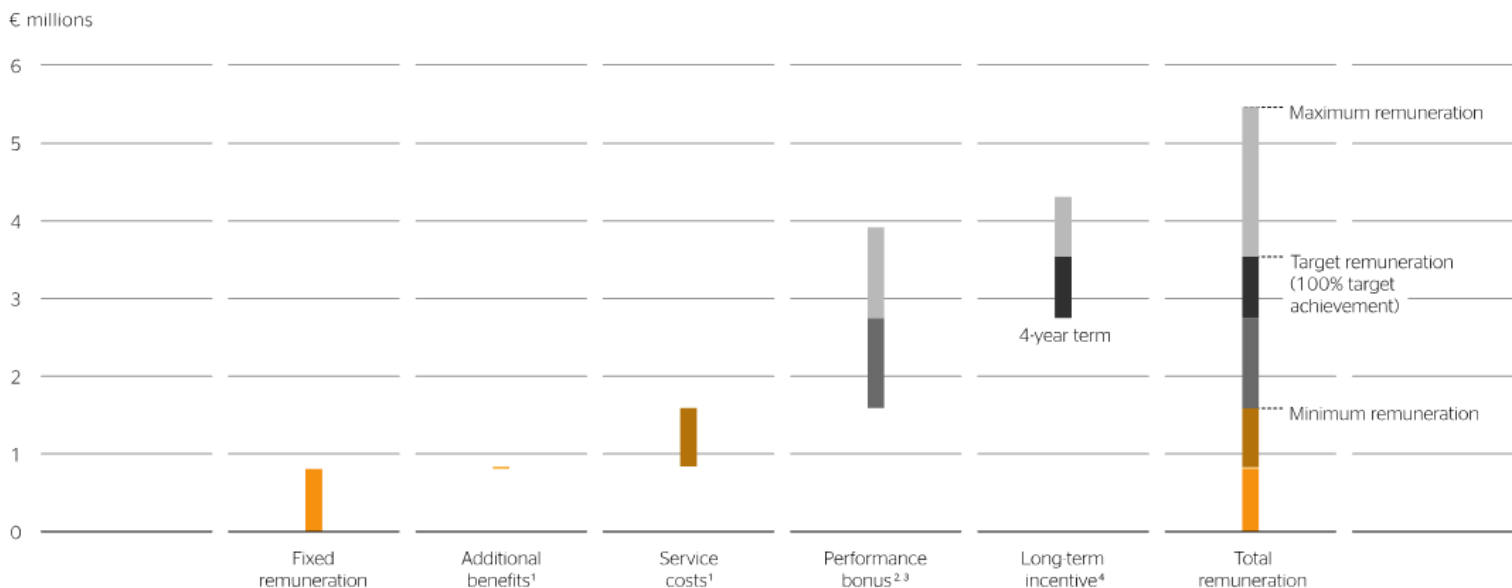
- Usually takes place end of September
- Presentation and evaluation of the succession plan based on Continental Goals

For their first appointment, Board members are appointed for 3 years. Afterwards usually extended for additional 5 years.

Remuneration System

Remuneration of an Executive Board Member

Example of Remuneration of an Executive Board Member responsible for a business area



¹ Average figure.

² Based on a target amount (here €1.167 million) for 100% achievement of defined EBIT, ROCE and FCF targets as well as a personal contribution factor (PCF) of 1.0. A maximum of 200% of the target bonus can be achieved.

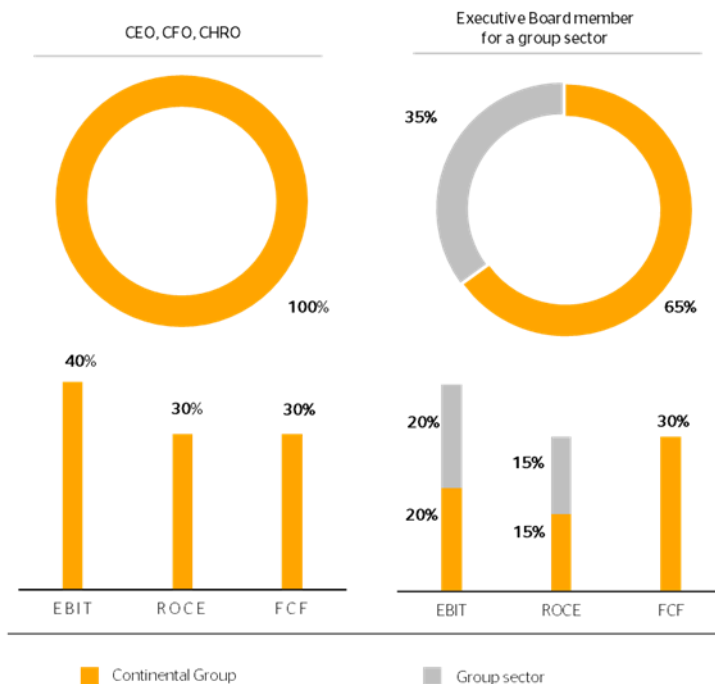
³ From the net inflow of the performance bonus, shares of Continental AG with a value of 20% of the total gross amount of the performance bonus must be purchased and held for a period of three years.

⁴ Based on the allotment value (here €783 million), which is converted into virtual shares of Continental AG. The payment amount depends on the relative total shareholder return, the sustainability criteria achieved and the share price before the payment. A maximum of 200% of the allotment value can be achieved.

Remuneration System

Short-Term Incentive (STI)

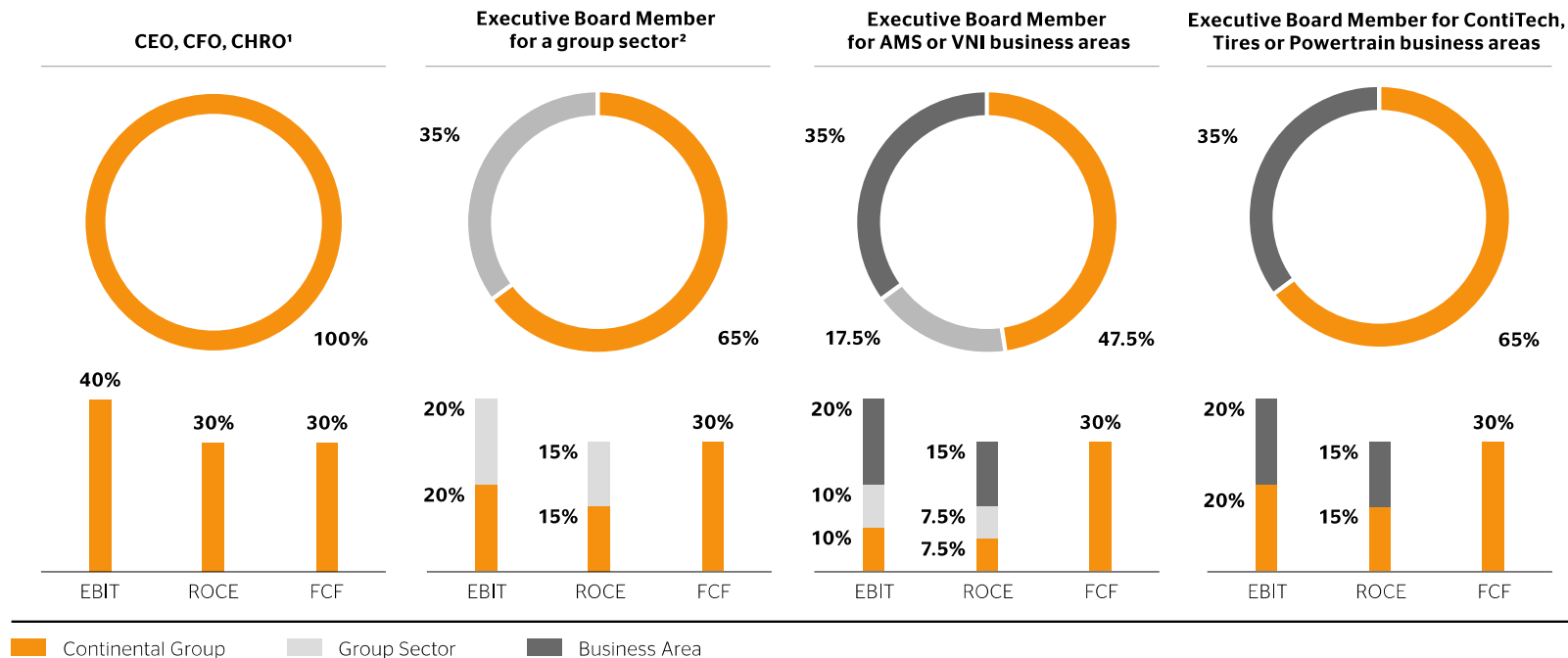
Consideration of Business Responsibility – from January 1, 2022



Remuneration System

Short-Term Incentive (STI)

Consideration of Business Responsibility – until December 31, 2021

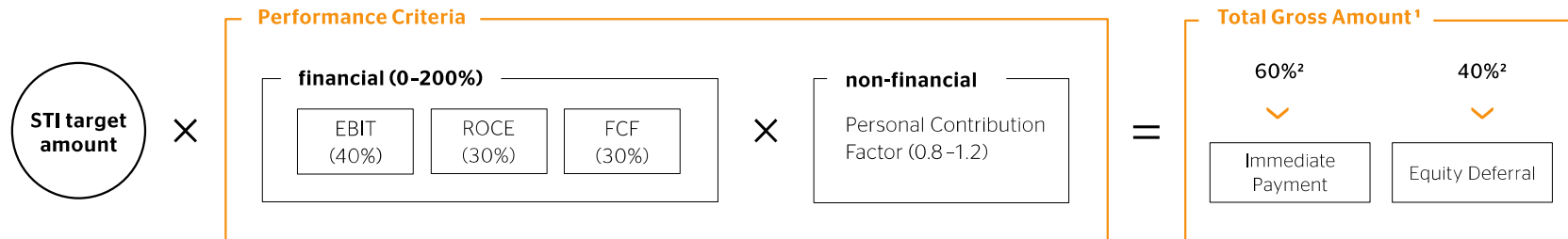


¹ For the 2021 STI ("granted" in 2022), the measurement of target achievement for the Executive Board member responsible for Powertrain was also based solely on the Continental Group's key figures due to the spin-off.

² For the 2021 STI ("granted" in 2022), this weighting was not applied because an Executive Board member with sole responsibility for one group sector was not appointed.

Remuneration System

Structure of the Performance Bonus (STI)



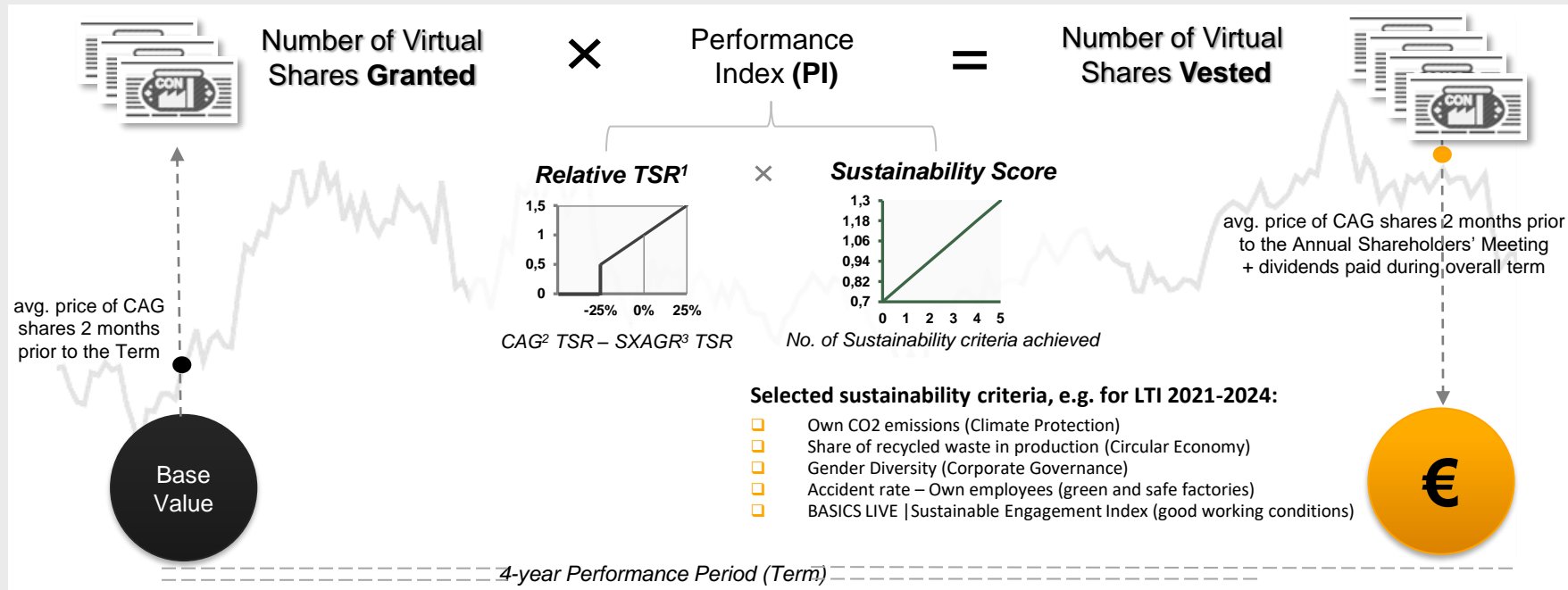
¹ A maximum of 200% of the target amount can be achieved.

² Net amount: from the net inflow of the performance bonus, shares of Continental AG with a value of 20% of the total gross amount of the performance bonus must be purchased and held for a period of three years; the corresponding gross amount was calculated assuming a tax and contribution ratio of 50% flat.

Remuneration System

Consideration of TSR and Sustainability for Long-Term Incentive (LTI)

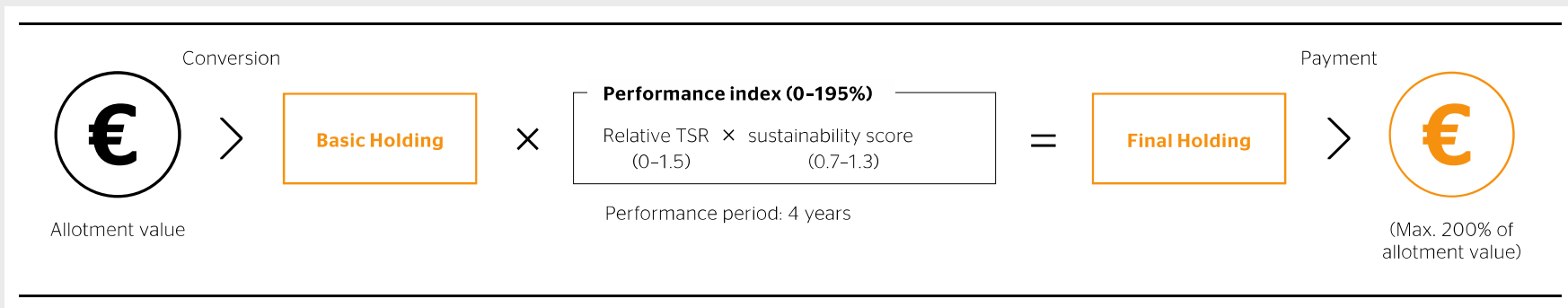
Adjusted to fulfill the DCGK legal requirements and investor's expectations



¹ TSR = Total Shareholder Return = Share price appreciation + Dividends paid. | ² "CAG" = Continental AG. | ³ "SXAGR" = STOXX® Europe 600 Automobiles & Parts (Gross Return).

Remuneration System







Structure of the 2022 Long-Term Incentive (2022-2025 LTI)



Diversity at Continental

Women's Target Quota - Executive Board and below

pursuant to Section 76 (4) AktG

	Executive Board	First level below Executive Board	Second level below Executive Board
Target Ratio	<p>28.6% </p> <p>is the target quota for women on the Executive Board until July 31, 2022¹</p>	<p>37%  ①</p> <p>is the target rate for women in the first level below the Executive Board. until December 31, 2026</p>	<p>33%  ②</p> <p>is the target rate for women in the second level below the Executive Board. until December 31, 2026</p>
Status 31.12.2022	<p>40% </p> <p>women on the Executive Board of Continental.</p> <p>From June 1, 2023: 28,57% women on the Executive Board of Continental</p>	<p>35%  ①</p> <p>women in the first level below the Executive Board of Continental.</p>	<p>30.3%  ②</p> <p>women in the second level below the Executive Board of Continental.</p>

¹ Since August 1, 2022, the minimum participation requirement pursuant to Art. 76 par. 3a German Stock Corporation Act applies; this requirement is met by Continental AG.

Diversity at Continental

Women's Target Quota and Internationality – Continental Group

- › Continental is committed to equal opportunities for all employees, regardless of age, gender, nationality, religion, skin color or sexual orientation
- › This attitude is also reflected in our corporate guidelines and in our signing of the German Diversity Charter
- › The current focus of its commitment to promote diversity is on internationality and a balanced gender ratio.
- › *The measures and programs to promote internationality and women in management positions also serve succession planning for the Executive Board, for which the Supervisory and Executive Boards are jointly responsible*

25%



by 2025 is our corporate target to increasing share of women in management positions.¹

30%



by 2030 is our corporate target to increasing share of female executives and senior executives.¹

19.1%



in 2022 is the proportion of women in management positions.¹

~ 43%



of our employees are based outside of Europe.²

~ 49%



of the Continental Group's Executives and Senior Executives came from countries other than Germany.¹

~ 75%



of our employees work at locations outside Germany.²

Compliance at Continental

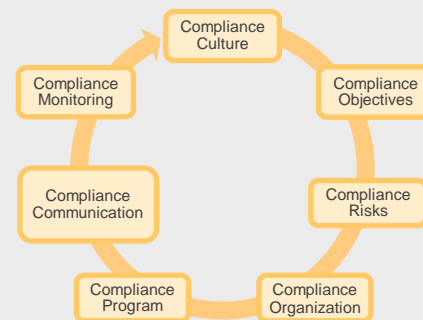
Integrity: With Heart and Hand

Objective

Helping Continental ensure the observance of all applicable laws, internal rules, as well as binding product requirements

Focus Areas

Business ethics incl. anti-corruption, antitrust, technical compliance, anti-money laundering, as well as data compliance



Integrity Culture

Fostering an active integrity and ownership culture is at the heart of every activity that Group Compliance engages in.

Compliance Risk Assessment

A state-of-the-art compliance risk assessment ensures that compliance risks are identified and mitigated in a standardized, efficient and cost-effective way.

Modern Rules

Revised policies and procedures ensure a reliable and transparent framework for developing industry leading products and doing business with integrity.

Regional Presence

More than 100 Compliance Officers and Coordinators in all regions and business sectors are close to our stakeholders – providing them with actionable support and practical training.

Business Partner Integrity

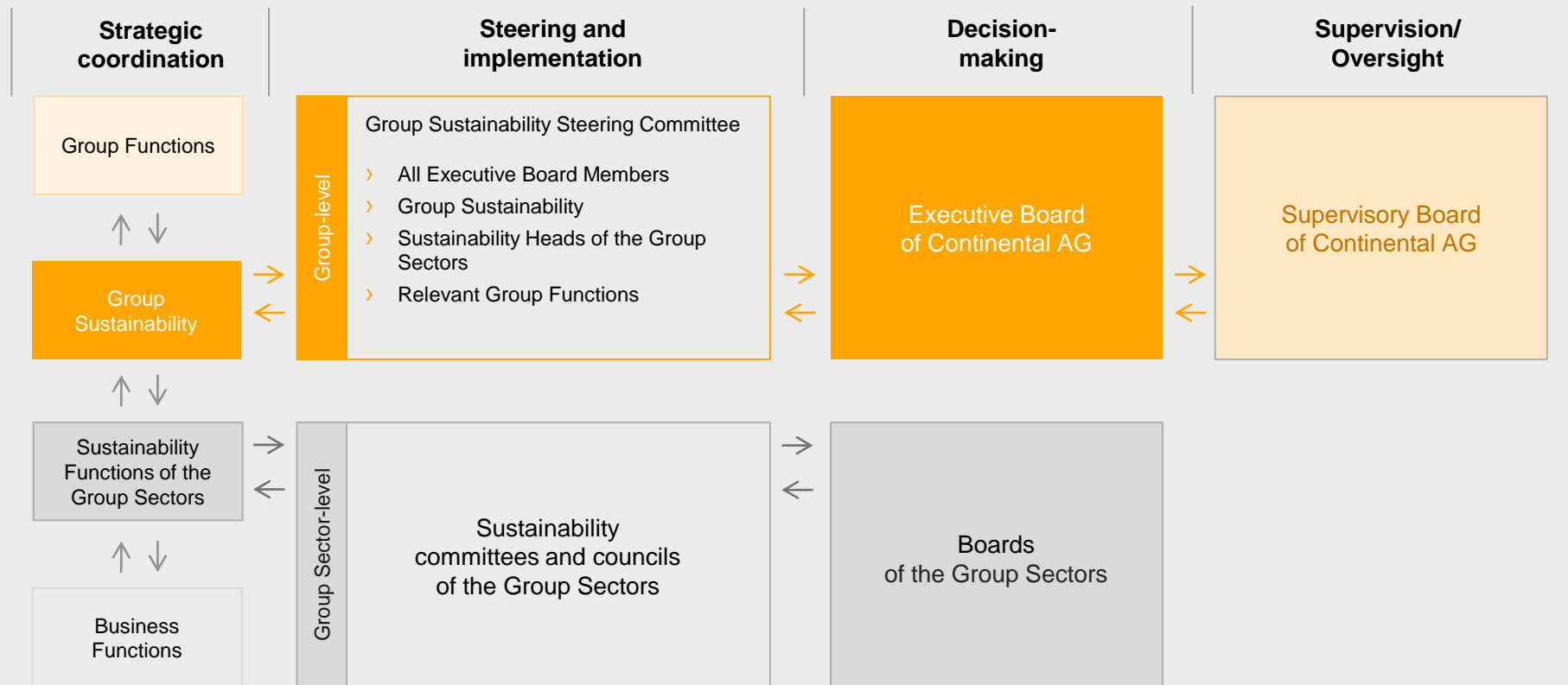
A new Business Partner Code of Conduct, together with a new approach to business partner due diligence, ensures, business is done according to the same ethical standards.

Integrity Hotline

Group Compliance maintains a worldwide, 24/7 whistleblowing channel, where internal and external individuals can report concerns of non-compliance – also anonymously.

Sustainability Management

Steering of Sustainability in the Continental Group



Sustainability

Burchert Reports



Dr. Ariane Reinhart

Chief Human Relations & Sustainability Officer
Group Human Relations, Director of Labor Relations
and Sustainability

Our Reporting is based on...

- Accounting Standard Global Reporting Initiative
- UN Global Compact
- UN Sustainable Development Goals
- Task Force on Climate Related Financial Disclosures
- Sustainability Accounting Standards Board

Main medium...

for our sustainability reporting is our Integrated Sustainability Report. This report brings together information, in a modular format, from the company's combined non-financial statement, management report, consolidated financial statements and other sources, as well as additional information.

Material topics...

of the sustainability strategy, and therefore our sustainability reporting were identified in 2019 based on a survey with more than 1700 stakeholders, as well as additional analyses.

Continental's Integrated Sustainability Report...



encompasses the same scope of consolidation as for the consolidated financial statements.

Sustainability

Continental's Sustainability Ambitions

Providing the framework to turn change into opportunities

Our Key Ambitions



100% **Carbon Neutrality**
along our entire value chain



100% **Emission-free mobility & industry**
(no harmful emissions)



100% **Circular Economy**



100% **Responsible Value Chain**



by 2050 at the latest



and together with our value chain partners

+ 8 Essentials



Good working conditions



Green and safe factories



Innovations and digitalization



Benchmark in quality



Safe mobility



Long-term value creation



Sustainable management practices



Corporate citizenship



Of central importance for our ambition are the requirements and speed of transformation of our customers, industries and markets.

Sustainability

Detailed overview for Continental's ambitions



Carbon Neutrality

We strive for 100% carbon neutrality along our entire value chain.

> [Find out more](#)

Significantly limiting the average global warming to below two degrees Celsius is essential for protecting our climate. For this, companies need to operate carbon-neutrally. Continental is aiming for 100% carbon neutrality by 2050 at the latest – with ambitious intermediate targets.



Emission-Free Mobility and Industry

We strive for 100% emission-free mobility and industries.

> [Find out more](#)

100% emission-free driving, emission-free industrial products and factories by 2050 are the main goals of our sustainability ambition. In doing so, we are committed to clean air and a better quality of life for all.



Circular Economy

We strive for 100% closed resource and product cycles.

> [Find out more](#)

By 2050 at the latest, Continental plans to close its product and resource cycles and to avoid waste at the end of the product's service life. Circular economy will be the economic model of the future, because waste is just material in the wrong place.



Responsible Value Chain

We strive for 100% responsible sourcing and business partnerships.

> [Find out more](#)

By 2050, the Continental value chain is to be designed based on responsible sourcing and business partnerships. For Continental, responsibility along the value chain means that each partner creates ecological, economic and social value for society.

Cyber Security

General information

Our goal...

is to prevent attacks or unintentional activities that violate the confidentiality, integrity, or availability of data. Attacks and unintentional activities include both theft and manipulation or sabotage of data.

Cyber Security Management...

at Continental is based on the industry standards of the ISO 27001 standard for information security. A corporate cybersecurity policy and a specific supplementary policy for non-office areas define the guidelines and several manuals and standards govern the design and implementation of specific topics.



Preventive checks...

include the secure configuration of hardware and software, controlled access to devices and identities based on necessary knowledge, software updates, vulnerability management, defense against malware, and user education.

Detective checks...

are, for example, the collection and examination of data, processing of incidents, measurement of external risk potential, as well as site checks, service checks and penetration tests.

Responsive checks...

are, for example, incident handling and protective system changes and emergency management.

Auditing

General Information

Auditor for FY 2022

PricewaterhouseCoopers GmbH (PwC)

since 2021

Lead auditors

Sven Rosorius and Dr. Arne Jacobi

since 2021 & 2022
respectively

Auditors' Fees

€ millions	2022	2021
Audit of financial statements	5.7	4.3
Other assurance services	0.1	0.0
Tax advisory services	0.0	0.2
Other services provided to the parent company or its subsidiaries	0.2	0.5
Total	6.0	5.0

Annual Shareholders' Meeting



The Annual Shareholders' Meeting took place **on April 27, 2023**, in the form of a virtual meeting without the physical presence of shareholders or their proxy holders. The electronically connected shareholders had the opportunity to exercise their right to speak and information at the meeting by means of video communication.

All agenda items were agreed upon by a range between 89,13% and 99,61%

Further Information can be found on the [Continental Investor Relations Page / Annual Shareholders' Meeting](#)

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Disclaimer

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