

**Supplement No. 1 dated August 29, 2018  
to the Base Prospectus dated May 4, 2018**

Supplement No. 1 pursuant to Art. 16(1) of Directive 2003/71/EC (as amended) (the *Prospectus Directive*) and Art. 13(1) of the Luxembourg Act relating to prospectuses for securities (*loi relative aux prospectus pour valeurs mobilières*) (the *Luxembourg Act*) dated August 29, 2018 (the *Supplement*) to the three base prospectuses (i) the base prospectus of Continental Aktiengesellschaft in respect of non-equity securities within the meaning of Art. 22 No. 6(4) of the Commission Regulation (EC) No. 809/2004 of April 29, 2004, as amended (*Non-Equity Securities*), (ii) the base prospectus of Conti-Gummi Finance B.V. in respect of Non-Equity Securities and (iii) the base prospectus of Continental Rubber of America, Corp. in respect of Non-Equity Securities, dated May 4, 2018 (together, the *Debt Issuance Programme Prospectus* or the *Prospectus*).



**Continental Aktiengesellschaft  
(Hanover, Federal Republic of Germany)  
as Issuer and, in respect of Notes issued by  
Conti-Gummi Finance B.V. and Continental Rubber of America, Corp., as Guarantor**

**Conti-Gummi Finance B.V.  
(Maastricht, The Netherlands)  
as Issuer**

**Continental Rubber of America, Corp.  
(Wilmington, Delaware, United States of America)  
as Issuer**

**€ 7,500,000,000  
Debt Issuance Programme  
(the Programme)**

This Supplement has been approved by the Commission de Surveillance du Secteur Financier (the *CSSF*) of the Grand Duchy of Luxembourg in its capacity as competent authority under the Luxembourg Act for the purposes of the Prospectus Directive.

Each Issuer has requested the CSSF in its capacity as competent authority under the Luxembourg Act which implements the Prospectus Directive into Luxembourg law to provide the competent authorities in the Federal Republic of Germany and The Netherlands with a certificate of approval attesting that the Prospectus has been drawn up in accordance with the Luxembourg Act (*Notification*). Each Issuer may request the CSSF to provide competent authorities in additional Member States within the European Economic Area with a Notification.

**Right to withdraw**

**In accordance with Article 13 paragraph 2 of the Luxembourg Act, investors who have already agreed to purchase or subscribe for the securities before this Supplement is published have the right, exercisable within a time limit of two working days after the publication of this Supplement, to withdraw their acceptances provided that the new factor, mistake or inaccuracy referred to in Article 13 paragraph 1 of the Luxembourg Act arose before the final closing of the offer to the public and the delivery of the securities. This Supplement was approved and is published on August 29, 2018, consequently investors can withdraw their acceptances until August 31, 2018. A withdrawal, if any, of an order must be communicated in writing to the Issuer at its registered office, specified in the list of NAMES AND ADDRESSES of the Prospectus on page 233.**

Copies of this Supplement, the Prospectus and all documents which are incorporated herein and therein by reference may be inspected in physical form during normal business hours at the registered office of the Issuers.

This Supplement, the Prospectus and the documents incorporated by reference herein and therein are also available for viewing at [www.bourse.lu](http://www.bourse.lu).

The purpose of this Supplement is to update several sections of the Prospectus as set forth in detail on the next pages hereof.

This Supplement is supplemental to, and should be read and shall only be distributed in connection with the Prospectus. Therefore, with respect to future issues under the Programme of Continental Aktiengesellschaft, Conti-Gummi Finance B.V. and Continental Rubber of America, Corp., references in the Final Terms to the Prospectus are to be read as references to the Prospectus as supplemented by this Supplement.

Terms defined in the Prospectus have the same meaning when used in this Supplement. All references in the Prospectus to "the Prospectus", "this Prospectus", "the Debt Issuance Prospectus", "this Debt Issuance Prospectus", or any other similar expression, in particular regarding confirmations and representations as to the information contained therein, shall be deemed to also refer to this Supplement.

Continental Aktiengesellschaft, Conti-Gummi Finance B.V. and Continental Rubber of America, Corp. (each an **Issuer** and together the **Issuers**) accept responsibility for the information contained in this Supplement. To the best of the knowledge of each Issuer, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect its importance.

To the extent that there is any inconsistency between (a) any statements in this Supplement or any statement incorporated by reference into the Prospectus by this Supplement and (b) any other statement in or incorporated in the Prospectus, the statements in (a) above will prevail.

The amendments to the Prospectus mentioned in this Supplement shall only apply to an admission to trading of instruments and/or offer to the public of instruments which is ongoing at the time of or commencing after the approval of this Supplement, or where the delivery has not yet taken place.

Page references in this document refer to pages in the Prospectus, unless otherwise indicated.

## I. Changes relating to the Summary and the German Translation of the Summary

### Change to Element B.12 in "Section B – [Issuer] [Guarantor]" regarding Continental Aktiengesellschaft

Element B.12 in "Section B – [Issuer] [Guarantor]" in the Summary regarding Continental Aktiengesellschaft on pages 10-11 of the Prospectus shall be deleted and replaced by the following:

"B.12	Selected historical key financial information	Jan. 01 – June 30,		Jan. 01 – Dec. 31,	
		2018	2017	2017	2016
		(unaudited)	(unaudited)	(audited, unless otherwise stated)	(audited, unless otherwise stated)
		(in EUR millions, unless otherwise stated)			
	(audited consolidated financial statements 2017 and unaudited condensed interim consolidated financial statements as at June 30, 2018 of Continental AG)				
	Due to the application of the modified retrospective approach during the first-time adoption of IFRS 9, <i>Financial Instruments</i> , and IFRS 15, <i>Revenue from Contracts with Customers</i> , as at January 1, 2018, all the following figures from comparative periods prior to January 1, 2018 are shown unadjusted.				
	Sales .....	22,386.5	22,032.9	44,009.5	40,549.5
	Cost of sales .....	-16,656.8	-16,338.3	-32,635.0	-29,783.0
	Gross margin on sales .....	5,729.7	5,694.6	11,374.5	10,766.5
	EBITDA <sup>(1)(6)</sup> .....	3,212.4	3,290.9	6,678.9	6,057.4
	EBIT <sup>(2)</sup> .....	2,138.2	2,267.4	4,561.5	4,095.8
	Financial result <sup>(3)</sup> .....	-111.1	-163.8	-285.7	-117.0
	Earnings before tax.....	2,027.1	2,103.6	4,275.8	3,978.8
	Cash flow arising from operating activities.....	1,467.5	1,704.8	5,220.5	4,938.1
	Cash flow arising from investing activities .....	-1,345.1	-1,413.0	-3,467.7	-3,166.8
	Cash flow before financing activities (free cash flow) <sup>(4)</sup> .....	122.4	291.8	1,752.8	1,771.3
	Cash flow arising from financing activities.....	134.6	-531.5	-1,879.2	-1,254.7
	Change in cash and cash equivalents.....	257.0	-239.7	-126.4	516.6
	Cash and cash equivalents as at the end of the reporting period .....	2,131.5	1,806.4	1,881.5	2,107.0
	Net income .....	1,587.3	1,525.9	3,048.3	2,882.0
	Non-controlling interests.....	-27.6	-30.9	-63.7	-79.5
	Net income attributable to the shareholders of the parent.....	1,559.7	1,495.0	2,984.6	2,802.5
	Net indebtedness as at the end of the reporting period <sup>(5)(6)</sup> .....	2,858.1	3,468.6	2,047.6	2,797.8
	Basic earnings per share in EUR.....	7.80	7.48	14.92	14.01
	Diluted earnings per share in EUR.....	7.80	7.48	14.92	14.01

	<u>June 30,</u> <u>2018</u> (unaudited) (in EUR millions, unless otherwise stated)	<u>Dec. 31,</u> <u>2017</u> (audited)	<u>Dec. 31,</u> <u>2016</u> (audited)
Non-current assets .....	22,312.5	22,038.4	21,321.0
Current assets .....	17,066.8	15,402.1	14,853.9
Total assets .....	39,379.3	37,440.5	36,174.9
Equity attributable to the shareholders of the parent.....	16,571.6	15,828.4	14,270.0
Non-controlling interests.....	466.0	461.9	464.8
Total equity .....	17,037.6	16,290.3	14,734.8
Non-current liabilities .....	6,495.3	6,961.5	7,885.9
Current liabilities.....	15,846.4	14,188.7	13,554.2
Total equity and liabilities.....	39,379.3	37,440.5	36,174.9
Number of employees at the end of the reporting period (excluding trainees) .....	243,311	235,473	220,137
(1)	Continental AG defines EBITDA (Earnings before interest, tax, depreciation and amortization) as earnings before financial result, tax, depreciation and amortization. It equals the sum of EBIT, depreciation of property, plant and equipment, amortization of intangible assets and impairment, excluding impairment on financial investments. Continental AG reports its EBITDA because it believes it is a helpful figure for evaluating the Continental Group's and its divisions' operating performance. EBITDA is not a performance indicator recognized under International Financial Reporting Standards ( <i>IFRS</i> ). The EBITDA reported is not necessarily comparable to the performance figures published by other companies as EBITDA or the like.		
(2)	Continental AG defines EBIT (Earnings before interest and tax) as earnings before financial result and tax. It is the result of ordinary business activities. Continental AG reports its EBIT because it believes it is a helpful figure for evaluating the Continental Group's and its divisions' operating performance. EBIT is not a performance indicator recognized under IFRS. The EBIT reported is not necessarily comparable to the performance figures published by other companies as EBIT or the like.		
(3)	Continental AG defines financial result as the sum of interest income, interest expense, the effects from currency translation (resulting from financial transactions), the effects from changes in the fair value of derivative instruments, and other valuation effects. The financial result is the result of financial activities. Continental AG reports its financial result because it believes it is a helpful figure for evaluating the Continental Group's result of financial activities. Financial result is not a performance indicator recognized under IFRS. The financial result reported is not necessarily comparable to the performance figures published by other companies as financial result or the like.		
(4)	Continental AG defines free cash flow as the sum of cash flows arising from operating and investing activities. Continental AG reports its free cash flow because it believes it is a helpful figure for evaluating the Continental Group's and its divisions' financial performance. Free cash flow is not a performance indicator recognized under IFRS. The free cash flow reported is not necessarily comparable to the performance figures published by other companies as free cash flow or the like.		
(5)	Continental AG defines net indebtedness as the net amount of interest-bearing financial liabilities as recognized in the balance sheet, the positive fair values of the derivative instruments, cash and cash equivalents, as well as other interest-bearing investments. Continental AG reports its net indebtedness because it believes it is a helpful figure for evaluating the Continental Group's capital structure. Net indebtedness is not a performance indicator recognized under IFRS. The net indebtedness reported is not necessarily comparable to the performance figures published by other companies as net indebtedness or the like.		
(6)	Unaudited.		
<b>Material adverse change in the prospects of the [Issuer] [Guarantor]</b>	On August 22, 2018, Continental AG announced that lowered sales expectations, cost increases and warranty claims are expected to have an adverse effect on the adjusted operating result (adjusted EBIT) of the Group in the third quarter of 2018. Continental AG expects that these factors will also impact the fourth quarter of 2018.		

		In addition, Continental AG still estimates that exchange-rate effects will negatively impact Continental's consolidated sales in 2018 by about EUR 1 billion.
	<b>Significant change in the financial and trading position</b>	Except as disclosed under " <i>Element B.13 – Recent events</i> ", there has been no significant change in the financial or trading position of Continental AG since June 30, 2018."

**Change to Element B.13 in "Section B – [Issuer] [Guarantor]" regarding Continental Aktiengesellschaft**

Element B.13 in "Section B – [Issuer] [Guarantor]" in the Summary regarding Continental Aktiengesellschaft on page 12 of the Prospectus shall be deleted and replaced by the following:

<b>"B.13</b>	<b>Recent events</b>	<p><b><i>OSRAM Continental GmbH founded</i></b> Following the successful conclusion of all negotiations and the granting of the required merger control authorizations, OSRAM Continental GmbH, Munich, commenced global operations on July 2, 2018. OSRAM Continental GmbH is an associate of Continental in which Continental Automotive GmbH, Hanover, and OSRAM GmbH, Munich, each hold a 50% stake. Continental will account for this shareholding using the equity method. It is expected that Continental will contribute net assets, including intangible assets, with a preliminary value of about EUR 400 million to OSRAM Continental GmbH. Continental anticipates a one-off gain, currently estimated at about EUR 200 million, from this contribution.</p> <p><b><i>Plan assets for pensions in the USA</i></b> Owing to the change in U.S. tax laws, it was possible for Continental to fund most of the plan assets for pensions in the USA while benefiting from tax breaks. On July 11, 2018, about EUR 209 million was transferred to the corresponding plan assets. The pension obligations reported for Continental will be reduced accordingly in the third quarter of 2018. Overall this will result in a one-off outflow of liquidity of about EUR 165 million in 2018, including the associated tax refunds.</p> <p><b><i>3.00% euro bond redeemed</i></b> The EUR 750.0 million 3.00% fixed-rate notes issued by Continental AG in July 2013 matured on July 16, 2018 and were redeemed on the due date.</p> <p><b><i>Continental realigns for the mobility of the future</i></b> On July 18, 2018, Continental announced that the Group would be realigning for the mobility of the future. A holding structure of Continental AG will be created under the new "Continental Group" umbrella brand. It will be supported by the three "group sectors": "Continental Rubber", "Continental Automotive" and "Powertrain". The reporting structure and the new names are to be used starting 2020.</p> <p>Furthermore, the Chassis &amp; Safety and Interior divisions will be reorganized by the beginning of 2020. They will become two business areas newly named "Autonomous Driving Technologies" and "Vehicle Networking Technologies", with their business results being reported under the new "Continental Automotive" group sector. The two areas will be supported by a newly created central "Automotive Research and Development" function.</p>
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		<p>The separate organizational structure of the two current divisions Tires ("Tire Technologies" in the future) and ContiTech will remain unchanged. Their business results will be reported in the future "Continental Rubber" group sector.</p> <p>As part of the realignment, the Powertrain division will be transformed into an independent group of legal entities with a new name at the beginning of 2019. In addition to the combustion engine business, Continental's future "Powertrain" group sector will continue to be in charge of all future business involving hybrid and electric drive systems and all current battery activities. At the same time, Continental is preparing a partial initial public offering (IPO) for the new Powertrain company, which could take place possibly starting mid-2019. Continental does not, however, plan to relinquish control of the Powertrain business in the medium or long term.</p> <p>Continental expects that the transformation of the Powertrain division into an independent group of legal entities by the beginning of 2019 will lead to estimated operational costs of approximately EUR 350 million. The majority of these costs will be incurred in 2018 and 2019. In addition, this is expected to result in negative tax effects totaling about EUR 100 million, which will be incurred primarily in 2019.</p> <p>The supervisory board of Continental AG approved the realignment plans on July 26, 2018.</p> <p><b><i>Continental acquires Kmart Tyre and Auto Service</i></b>  On August 13, 2018, Continental announced that it is to acquire Kmart Tyre and Auto Service (KTAS), one of Australia's largest tire and auto service suppliers. This will greatly reinforce Continental's tire dealership network in Australia. KTAS is being sold by Wesfarmers Limited of Australia. The deal is worth AUD 350 million (approximately EUR 227 million as of August 13, 2018). "</p>
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**Change to Element B.15 in "Section B – [Issuer] [Guarantor]" regarding Continental Aktiengesellschaft**

At the end of Element B.15 "Principal Activities" in "Section B – [Issuer] [Guarantor]" in the Summary regarding Continental Aktiengesellschaft on pages 12-13 of the Prospectus, the following new paragraph shall be inserted:

"On July 18, 2018, Continental announced that the Group would be realigning for the mobility of the future. See "Element B.13 – Recent Events – Continental realigns for the mobility of the future"."

**Change to Element B.12 in "Section B – Issuer" regarding Conti-Gummi Finance B.V.**

Element B.12 in "Section B – Issuer" in the Summary regarding Conti-Gummi Finance B.V. on page 15 of the Prospectus shall be deleted and replaced by the following:

<b>"B.12</b>	<b>Selected historical key financial information</b>				
	(audited financial statements 2017 and unaudited interim financial statements as at June 30, 2018 of CGF in accordance with Dutch GAAP)				
		<b><u>Jan. 01 – June 30,</u></b> <b><u>2018</u></b> <b>(unaudited)</b>	<b><u>2017</u></b> <b>(unaudited)</b>	<b><u>Jan. 01 – Dec. 31,</u></b> <b><u>2017</u></b> <b>(audited)</b>	<b><u>2016</u></b> <b>(audited)</b>
		<b>(in EUR thousands)</b>			
	Net interest income/Net income .....	12	119	129	632
	Result before tax .....	-18	74	28	456
	Result after tax .....	-13	55	21	342
		<b><u>June 30,</u></b> <b><u>2018</u></b> <b>(unaudited)</b>	<b><u>Dec. 31,</u></b> <b><u>2017</u></b> <b>(audited)</b>	<b><u>Dec. 31,</u></b> <b><u>2016</u></b> <b>(audited)</b>	
		<b>(in EUR thousands)</b>			
	Total current assets .....	7,507	7,565	771,932	
	Total noncurrent assets .....	0	0	0	
	Total assets .....	7,507	7,565	771,932	
	Total current liabilities.....	6	51	764,439	
	Total long-term liabilities .....	0	0	0	
	Total liabilities .....	6	51	764,439	
	Total shareholder's equity .....	7,501	7,514	7,493	
	Total liabilities and shareholder's equity .....	7,507	7,565	771,932	
	<b>Material adverse change in the prospects of the Issuer</b>	There has been no material adverse change in the prospects of CGF since December 31, 2017.			
	<b>Significant change in the financial and trading position</b>	Not applicable. There has been no significant change in the financial or trading position of CGF since June 30, 2018."			

**Change to Element B.12 in "Section B – Issuer" regarding Continental Rubber of America, Corp.**

Element B.12 in "Section B – Issuer" in the Summary regarding Continental Rubber of America, Corp. on pages 17-18 of the Prospectus shall be deleted and replaced by the following:

<b>"B.12</b>	<b>Selected historical key financial information</b>				
	(audited financial statements 2017 of CRoA and unaudited interim financial statements as at June 30, 2018 of CRoA in accordance with U.S. GAAP)				
		<u><b>Jan. 01 – June 30,</b></u> <u><b>2018</b></u> <b>(unaudited)</b>	<u><b>Jan. 01 – June 30,</b></u> <u><b>2017</b></u> <b>(unaudited)</b>	<u><b>Jan. 01 – Dec. 31,</b></u> <u><b>2017</b></u> <b>(audited)</b>	<u><b>Jan. 01 – Dec. 31,</b></u> <u><b>2016</b></u> <b>(audited)</b>
		<b>(in USD thousands)</b>			
	Income before income tax .....	1,164	1,627	3,478	3,445
	Net income.....	1,429	1,032	2,892	2,185
	Net cash provided by operating activities.....	n/a	n/a	3,643	7,174
	Net cash provided by investing activities .....	n/a	n/a	70,000	257,000
	Net cash used in financing activities.....	n/a	n/a	-73,643	-264,174
		<u><b>June 30,</b></u> <u><b>2018</b></u> <b>(unaudited)</b>	<u><b>Dec. 31,</b></u> <u><b>2017</b></u> <b>(audited)</b>	<u><b>Dec. 31,</b></u> <u><b>2016</b></u> <b>(audited)</b>	
		<b>(in USD thousands)</b>			
	Total current assets .....	125,455	104,148	39,491	
	Total noncurrent assets .....	536,431	576,387	641,432	
	Total assets .....	661,886	680,535	680,923	
	Total current liabilities.....	595,261	16,106	84,505	
	Total noncurrent liabilities.....	0	598,824	534,657	
	Total liabilities .....	595,261	614,930	619,162	
	Total shareholder's equity .....	66,625	65,605	61,761	
	Total liabilities and shareholder's equity .....	661,886	680,535	680,923	
	<b>Material adverse change in the prospects of the Issuer</b>	There has been no material adverse change in the prospects of CRoA since December 31, 2017.			
	<b>Significant change in the financial and trading position</b>	Not applicable. There has been no significant change in the financial or trading position of CRoA since June 30, 2018."			



**Change to Punkt B.12 in "Abschnitt B – [Emittentin] [Garantin]" regarding Continental Aktiengesellschaft**

Punkt B.12 in "Abschnitt B – [Emittentin] [Garantin]" in the German Translation of the Summary regarding Continental Aktiengesellschaft on pages 31-32 of the Prospectus shall be deleted and replaced by the following:

"B.12	Ausgewählte wesentliche historische Finanzinformationen (geprüfter Konzernabschluss 2017 und ungeprüfter verkürzter Konzern-Zwischenabschluss zum 30. Juni 2018 der Continental AG)	<u>01. Jan. – 30. Juni</u>		<u>01. Jan. – 31. Dez.</u>	
		<u>2018</u>	<u>2017</u>	<u>2017</u>	<u>2016</u>
		(ungeprüft)	(ungeprüft)	(geprüft, sofern nicht anders angegeben)	
		(in EUR Mio., sofern nicht anders angegeben)			
	Umsatzerlöse .....	22.386,5	22.032,9	44.009,5	40.549,5
	Herstellungskosten der zur Erzielung der Umsatzerlöse erbrachten Leistungen.....	-16.656,8	-16.338,3	-32.635,0	-29.783,0
	Bruttoergebnis vom Umsatz.....	5.729,7	5.694,6	11.374,5	10.766,5
	EBITDA <sup>(1)(6)</sup> .....	3.212,4	3.290,9	6.678,9	6.057,4
	EBIT <sup>(2)</sup> .....	2.138,2	2.267,4	4.561,5	4.095,8
	Finanzergebnis <sup>(3)</sup> .....	-111,1	-163,8	-285,7	-117,0
	Ergebnis vor Ertragsteuern.....	2.027,1	2.103,6	4.275,8	3.978,8
	Mittelzufluss/-abfluss aus laufender Geschäftstätigkeit.....	1.467,5	1.704,8	5.220,5	4.938,1
	Mittelabfluss aus Investitionstätigkeit.....	-1.345,1	-1.413,0	-3.467,7	-3.166,8
	Cashflow vor Finanzierungstätigkeit (Free Cashflow) <sup>(4)</sup> .....	122,4	291,8	1.752,8	1.771,3
	Mittelabfluss/-zufluss aus Finanzierungs- tätigkeit.....	134,6	-531,5	-1.879,2	-1.254,7
	Veränderung der flüssigen Mittel .....	257,0	-239,7	-126,4	516,6
	Flüssige Mittel zum Ende der Berichts- periode.....	2.131,5	1.806,4	1.881,5	2.107,0
	Konzernergebnis.....	1.587,3	1.525,9	3.048,3	2.882,0
	Auf Anteile in Fremdbesitz entfallender Gewinn.....	-27,6	-30,9	-63,7	-79,5
	Konzernergebnis den Anteilseignern zuzurechnen.....	1.559,7	1.495,0	2.984,6	2.802,5
	Netto-Finanzschulden zum Ende der Berichtsperiode <sup>(5)(6)</sup> .....	2.858,1	3.468,6	2.047,6	2.797,8
	Ergebnis pro Aktie in EUR, unverwässert.....	7,80	7,48	14,92	14,01
	Ergebnis pro Aktie in EUR, verwässert.....	7,80	7,48	14,92	14,01

	<b><u>30. Juni</u> 2018</b>	<b><u>31. Dez.</u> 2017</b>	<b><u>31. Dez.</u> 2016</b>
	(ungeprüft)	(geprüft)	(geprüft)
	(in EUR Mio., sofern nicht anders angegeben)		
Langfristige Vermögenswerte .....	22.312,5	22.038,4	21.321,0
Kurzfristige Vermögenswerte .....	17.066,8	15.402,1	14.853,9
Bilanzsumme (Aktiva) .....	39.379,3	37.440,5	36.174,9
Den Anteilseignern zuzurechnendes Eigenkapital .....	16.571,6	15.828,4	14.270,0
Anteile in Fremdbesitz .....	466,0	461,9	464,8
Eigenkapital.....	17.037,6	16.290,3	14.734,8
Langfristige Rückstellungen und Verbindlichkeiten .....	6.495,3	6.961,5	7.885,9
Kurzfristige Rückstellungen und Verbindlichkeiten .....	15.846,4	14.188,7	13.554,2
Bilanzsumme (Passiva) .....	39.379,3	37.440,5	36.174,9
Anzahl Mitarbeiter am Ende der Berichtsperiode (ohne Auszubildende).....	243.311	235.473	220.137
(1)	Die Continental AG definiert EBITDA (Earnings before interest, tax, depreciation and amortization) als die Summe aus EBIT und Abschreibungen auf Sachanlagen und immaterielle Vermögenswerte (ohne Abschreibungen auf Finanzanlagen) sowie Wertminderungen. Die Continental AG weist ihr EBITDA aus, da sie der Ansicht ist, dass es sich um eine hilfreiche Kennzahl zur Beurteilung der operativen Ertragskraft des Continental-Konzerns und seiner Divisionen handelt. EBITDA ist keine nach den International Financial Reporting Standards ( <i>IFRS</i> ) anerkannte Erfolgskennzahl. Das ausgewiesene EBITDA ist nicht unbedingt mit den Erfolgskennzahlen, die von anderen Unternehmen als EBITDA oder ähnliches ausgewiesen werden, vergleichbar.		
(2)	Die Continental AG definiert EBIT als Ergebnis vor Finanzergebnis und Ertragsteuern. Die Continental AG versteht EBIT als Ergebnis der gewöhnlichen Geschäftstätigkeit und weist ihr EBIT aus, da sie der Ansicht ist, dass es sich um eine hilfreiche Kennzahl zur Beurteilung der operativen Ertragskraft des Continental-Konzerns und seiner Divisionen handelt. EBIT ist keine nach den IFRS anerkannte Erfolgskennzahl. Das ausgewiesene EBIT ist nicht unbedingt mit den Erfolgskennzahlen, die von anderen Unternehmen als EBIT oder ähnliches ausgewiesen werden, vergleichbar.		
(3)	Die Continental AG definiert Finanzergebnis als Summe aus Zinserträgen, Zinsaufwendungen, Effekten aus Währungsumrechnung (resultierend aus Finanzgeschäften) sowie Effekten aus Änderungen des beizulegenden Zeitwerts von derivativen Finanzinstrumenten und sonstigen Bewertungseffekten. Das Finanzergebnis wird als Ergebnis aus Finanzierungsaktivitäten verstanden. Die Continental AG weist ihr Finanzergebnis aus, da sie der Ansicht ist, dass es sich um eine hilfreiche Kennzahl zur Beurteilung des Ergebnisses aus Finanzierungsaktivitäten des Continental-Konzerns handelt. Das Finanzergebnis ist keine nach den IFRS anerkannte Erfolgskennzahl. Das ausgewiesene Finanzergebnis ist nicht unbedingt mit den Erfolgskennzahlen, die von anderen Unternehmen als Finanzergebnis oder ähnliches ausgewiesen werden, vergleichbar.		
(4)	Die Continental AG definiert Free Cashflow bzw. Cashflow vor Finanzierungstätigkeit als Summe aus Mittelzufluss bzw. Mittelabfluss aus laufender Geschäftstätigkeit und Mittelabfluss aus Investitionstätigkeit. Die Continental AG weist ihren Free Cashflow aus, da sie der Ansicht ist, dass es sich um eine hilfreiche Kennzahl zur Beurteilung der finanziellen Leistungsfähigkeit des Continental-Konzerns und seiner Divisionen handelt. Free Cashflow ist keine nach den IFRS anerkannte Erfolgskennzahl. Der ausgewiesene Free Cashflow ist nicht unbedingt mit den Erfolgskennzahlen, die von anderen Unternehmen als Free Cashflow oder ähnliches ausgewiesen werden, vergleichbar.		
(5)	Die Continental AG definiert Netto-Finanzschulden als Saldo der zinspflichtigen bilanzierten finanziellen Verbindlichkeiten, der beizulegenden Zeitwerte der derivativen Finanzinstrumente, der flüssigen Mittel sowie der sonstigen verzinslichen Anlagen. Die Continental AG weist ihre Netto-Finanzschulden aus, da sie der Ansicht ist, dass es sich um eine hilfreiche Kennzahl zur Beurteilung der Kapitalstruktur des Continental-Konzerns handelt. Netto-Finanzschulden sind keine nach den IFRS anerkannte Erfolgskennzahl. Die ausgewiesenen Netto-Finanzschulden sind nicht unbedingt mit den Erfolgskennzahlen, die von anderen Unternehmen als Netto-Finanzschulden oder ähnliches ausgewiesen werden, vergleichbar.		
(6)	Ungeprüft.		

	<b>Wesentliche Verschlechterung der Aussichten der [Emittentin] [Garantin]</b>	Am 22. August 2018 gab Continental AG bekannt, dass reduzierte Umsatzerwartungen, Kostensteigerungen und Gewährleistungsfälle im dritten Quartal 2018 zu einer negativen Belastung des bereinigten operativen Ergebnisses (EBIT bereinigt) führen werden. Continental AG erwartet, dass die genannten Sachverhalte auch das vierte Quartal 2018 belasten werden.  Continental AG erwartet zudem weiterhin einen negativen Umsatzeffekt aus Wechselkursen im Jahr 2018 in Höhe von rund 1 Milliarde Euro.
	<b>Wesentliche Veränderungen der Finanzlage oder Handelsposition</b>	Mit Ausnahme der unter " <i>Punkt B.13 – Jüngste Entwicklungen</i> " dargestellten Ereignisse ist seit dem 30. Juni 2018 keine wesentliche Veränderung der Finanzlage oder Handelsposition der Continental AG eingetreten."

**Change to Punkt B.13 in "Abschnitt B – [Emittentin] [Garantin]" regarding Continental Aktiengesellschaft**

Punkt B.13 in "Abschnitt B – [Emittentin] [Garantin]" in the German Translation of the Summary regarding Continental Aktiengesellschaft on page 33 of the Prospectus shall be deleted and replaced by the following:

<b>"B.13</b>	<b>Jüngste Entwicklungen</b>	<p><b><i>OSRAM Continental GmbH gegründet</i></b> Nach erfolgreichem Abschluss aller Verhandlungen und Erteilung der notwendigen Fusionskontrollfreigaben nahm die OSRAM Continental GmbH, München, am 2. Juli 2018 weltweit den Betrieb auf. Die OSRAM Continental GmbH ist ein assoziiertes Unternehmen der Continental, an dem die Continental Automotive GmbH, Hannover, und die OSRAM GmbH, München, zu jeweils 50% beteiligt sind. Continental wird die Beteiligung nach der Equity-Methode bilanzieren. Continental wird voraussichtlich Netto-Vermögen, inklusive immaterieller Vermögenswerte, mit einem vorläufigen Wert von etwa 400 Mio. Euro in die OSRAM Continental GmbH einbringen. Aus der Einbringung erwartet Continental einen Einmalsertrag von vorläufig etwa 200 Mio. Euro.</p> <p><b><i>Planvermögen für Pensionen in den USA</i></b> Aufgrund der Änderung der US-Steuergesetzgebung ergab sich für den Konzern die Möglichkeit, die meisten Planvermögen für Pensionen in den USA steuerlich begünstigt zu dotieren. Am 11. Juli 2018 wurden die entsprechenden Planvermögen mit rund 209 Mio. Euro dotiert. Die für den Konzern ausgewiesenen Pensionsverpflichtungen werden im dritten Quartal 2018 entsprechend gemindert. Insgesamt führt dies im Jahr 2018, einschließlich der damit verbundenen Steuererstattungen, zu einem einmaligen Liquiditätsabfluss in Höhe von rund 165 Mio. Euro.</p> <p><b><i>Rückzahlung der 3,00%-Euro-Anleihe</i></b> Die am 16. Juli 2018 fälligen 750,0 Mio. Euro 3,00% festverzinslichen Schuldverschreibungen, die Continental AG im Juli 2013 begeben hatte, wurden fristgerecht zurückgezahlt.</p> <p><b><i>Continental stellt sich für Mobilität der Zukunft neu auf</i></b> Am 18. Juli 2018 gab Continental bekannt, dass sich die Gruppe für die Mobilität der Zukunft neu aufstellen wird. Unter der neuen Dachmarke "Continental Group" wird eine Holding-Struktur der Continental AG gebildet. Sie wird von drei geschäftlichen Säulen mit der Bezeichnung "Unternehmensbereiche" getragen. Dazu zählen "Continental Rubber",</p>
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	<p>"Continental Automotive" und "Powertrain". Die Berichtsstruktur und die neuen Bezeichnungen sollen ab 2020 angewendet werden.</p> <p>Außerdem werden bis Anfang 2020 die Divisionen Chassis &amp; Safety und Interior neu formiert. Aus ihnen werden zwei Geschäftsfelder unter den neuen Bezeichnungen "Autonomous Driving Technologies" und "Vehicle Networking Technologies" hervorgehen. Ihre Geschäftsverläufe werden im künftigen Unternehmensbereich "Continental Automotive" berichtet. Unterstützt werden beide durch eine neu geschaffene, zentrale "Forschung und Entwicklung Automotive".</p> <p>Die beiden heutigen Divisionen Reifen (zukünftig "Tire Technologies") und ContiTech bleiben in ihren eigenständigen Organisationsformen unverändert bestehen. Ihre Geschäftsverläufe werden im künftigen Unternehmensbereich "Continental Rubber" berichtet.</p> <p>Im Rahmen der Neuausrichtung erfolgt die Verselbstständigung der heutigen Division Powertrain unter neuer Firmierung Anfang 2019. Zu den künftigen Aufgaben von "Powertrain" zählen wie bisher neben dem Geschäft mit Verbrennungsantrieben auch das komplette Zukunftsgeschäft mit Hybrid- und Elektroantrieben sowie alle laufenden Batterieaktivitäten. Gleichzeitig bereitet Continental für das neue Powertrain-Unternehmen einen Teilbörsengang vor, der ab Mitte 2019 stattfinden könnte. Continental beabsichtigt jedoch mittel- bis langfristig nicht, die Kontrolle über das Powertrain-Geschäft abzugeben.</p> <p>Continental erwartet, dass die bis Anfang 2019 erfolgende rechtliche und organisatorische Verselbstständigung der heutigen Division Powertrain zu operativen Kosten in Höhe von rund 350 Mio. Euro führt. Der überwiegende Teil dieser Kosten wird in den Jahren 2018 und 2019 anfallen. Zusätzlich entstehen wahrscheinlich steuerliche Nachteile, die sich auf rund 100 Mio. Euro summieren und im Wesentlichen im Jahr 2019 anfallen werden.</p> <p>Der Aufsichtsrat der Continental AG hat dem organisatorischen Umbau am 26. Juli 2018 zugestimmt.</p> <p><b>Continental übernimmt Kmart Tyre Auto Service</b>  Am 13. August 2018 gab Continental bekannt, einen der größten australischen Reifen- und Autoteileanbieter „Kmart Tyre and Auto Service“ (KTAS) zu übernehmen. Damit verstärkt Continental sein Händlernetz in Australien deutlich. Verkäufer ist die australische Wesfarmers Limited. Der Kaufpreis beläuft sich auf 350 Millionen Australische Dollar (rund 227 Millionen Euro zum 13. August 2018)."</p>
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**Change to Punkt B.15 in "Abschnitt B – [Emittentin] [Garantin]" regarding Continental Aktiengesellschaft**

At the end of Punkt B.15 "Haupttätigkeiten" in "Abschnitt B – [Emittentin] [Garantin]" in the German Translation of the Summary regarding Continental Aktiengesellschaft on pages 33-34 of the Prospectus, the following new paragraph shall be inserted:

"Am 18. Juli 2018 gab Continental bekannt, dass sich Continental für die Mobilität der Zukunft neu aufstellen wird. Siehe "Punkt B.13 – Jüngste Entwicklungen – Continental stellt sich für Mobilität der Zukunft neu auf"."

**Change to Element B.12 in "Section B – Issuer" regarding Conti-Gummi Finance B.V.**

Element B.12 in "Section B – Issuer" in the German Translation of the Summary regarding Conti-Gummi Finance B.V. on pages 36-37 of the Prospectus shall be deleted and replaced by the following:

<b>"B.12</b>	<b>Ausgewählte wesentliche historische Finanzinformationen</b>				
	(geprüfter Jahresabschluss 2017 und ungeprüfter Zwischenabschluss zum 30. Juni 2018 der CGF gemäß Dutch GAAP)				
		<b><u>01. Jan. – 30. Juni</u></b>		<b><u>01. Jan. – 31. Dez.</u></b>	
		<b><u>2018</u></b>	<b><u>2017</u></b>	<b><u>2017</u></b>	<b><u>2016</u></b>
		(ungeprüft)	(ungeprüft)	(geprüft)	(geprüft)
		(in EUR Tausend)			
	Zinsergebnis/Ergebnis .....	12	119	129	632
	Ergebnis vor Ertragsteuern .....	-18	74	28	456
	Ergebnis nach Ertragsteuern .....	-13	55	21	342
		<b><u>30. Juni</u></b>		<b><u>31. Dez.</u></b>	
		<b><u>2018</u></b>	<b><u>2017</u></b>	<b><u>31. Dez.</u></b>	
		(ungeprüft)	(geprüft)	<b><u>2016</u></b>	
				(geprüft)	
		(in EUR Tausend)			
	Kurzfristige Vermögenswerte.....	7.507	7.565	771.932	
	Langfristige Vermögenswerte.....	0	0	0	
	Bilanzsumme (Aktiva).....	7.507	7.565	771.932	
	Kurzfristige Verbindlichkeiten .....	6	51	764.439	
	Langfristige Verbindlichkeiten .....	0	0	0	
	Verbindlichkeiten .....	6	51	764.439	
	Eigenkapital .....	7.501	7.514	7.493	
	Bilanzsumme (Passiva).....	7.507	7.565	771.932	
	<b>Wesentliche Verschlechterung der Aussichten der Emittentin</b>	Seit dem 31. Dezember 2017 ist keine wesentliche Verschlechterung der Aussichten der CGF eingetreten.			
	<b>Wesentliche Veränderungen der Finanzlage oder Handelsposition</b>	Nicht zutreffend. Seit dem 30. Juni 2018 ist keine wesentliche Veränderung der Finanzlage oder Handelsposition der CGF eingetreten."			

**Change to Element B.12 in "Section B – Issuer" regarding Continental Rubber of America, Corp.**

Element B.12 in "Section B – Issuer" in the German Translation of the Summary regarding Continental Rubber of America, Corp. on page 39 of the Prospectus shall be deleted and replaced by the following:

<b>"B.12</b>	<b>Ausgewählte wesentliche historische Finanzinformationen</b>			
	(geprüfter Jahresabschluss 2017 und ungeprüfter Zwischenabschluss zum 30. Juni 2018 der CRoA gemäß U.S. GAAP)			
		<b><u>01. Jan. – 30. Juni</u></b>	<b><u>01. Jan. – 31. Dez.</u></b>	
		<b><u>2018</u></b>	<b><u>2017</u></b>	<b><u>2017</u></b>
		<b>(ungeprüft)</b>	<b>(ungeprüft)</b>	<b>(geprüft)</b>
				<b><u>2016</u></b>
				<b>(geprüft)</b>
		<b>(in USD Tausend)</b>		
	Jahresüberschuss vor Ertragsteuern .....	1.164	1.627	3.478
	Jahresüberschuss.....	1.429	1.032	2.892
	Mittelzufluss aus			
	laufender Geschäftstätigkeit .....	n/a	n/a	3.643
	Mittelzufluss aus			
	Investitionstätigkeit.....	n/a	n/a	70.000
	Mittelabfluss aus			
	Finanzierungstätigkeit.....	n/a	n/a	-73.643
				-264.174
		<b><u>30. Juni</u></b>	<b><u>31. Dez.</u></b>	<b><u>31. Dez.</u></b>
		<b><u>2018</u></b>	<b><u>2017</u></b>	<b><u>2016</u></b>
		<b>(ungeprüft)</b>	<b>(geprüft)</b>	<b>(geprüft)</b>
			<b>(in USD Tausend)</b>	
	Kurzfristige Vermögenswerte.....	125.455	104.148	39.491
	Langfristige Vermögenswerte.....	536.431	576.387	641.432
	Bilanzsumme (Aktiva).....	661.886	680.535	680.923
	Kurzfristige Verbindlichkeiten .....	595.261	16.106	84.505
	Langfristige Verbindlichkeiten .....	0	598.824	534.657
	Verbindlichkeiten .....	595.261	614.930	619.162
	Eigenkapital .....	66.625	65.605	61.761
	Bilanzsumme (Passiva).....	661.886	680.535	680.923
	<b>Wesentliche Verschlechterung der Aussichten der Emittentin</b>	Seit dem 31. Dezember 2017 ist keine wesentliche Verschlechterung der Aussichten der CRoA eingetreten.		
	<b>Wesentliche Veränderungen der Finanzlage oder Handelsposition</b>	Nicht zutreffend. Seit dem 30. Juni 2018 ist keine wesentliche Veränderung der Finanzlage oder Handelsposition der CRoA eingetreten."		

## **II. Changes relating to the Risk Factors**

### **Change to the section "Risk Factors – Risks related to the markets in which Continental operates"**

In the second paragraph of the risk factor headed "Continental is exposed to significant risks in connection with a global financial and economic crisis." in the section "Risk Factors – Risks related to the markets in which Continental operates" on page 51 of the Prospectus, the following shall be inserted after the sentence "Furthermore, the uncertain political development in North America as well as growing tendencies toward protectionism and potential restrictions and limitations impacting international trade may have a negative impact on Continental's sales and results of operations.":

"Due to the current increase in protectionist tendencies around the world, Continental particularly sees itself at risk from additional or higher tariffs on automobiles and on the products, components and raw materials it supplies or purchases. These tariffs could lead to a decrease in the sales of vehicles, causing demand for Continental's products to drop and costs to increase. Any of these effects could adversely affect Continental's sales and results of operations and thus Continental's ability to fulfill its obligations under the Notes and the Guarantee (in case of Notes issued by CGF or CRoA)."

### **Change to the section "Risk Factors – Legal, Environmental and Taxation Risks"**

In the third paragraph of the risk factor headed "Continental may be subject to fines and claims for damages in relation to alleged or actual antitrust behavior." in the section "Risk Factors – Legal, Environmental and Taxation Risks" on page 62 of the Prospectus, the sentence "It is not yet known how high the new fine from the KFTC will be." shall be deleted and replaced by the following:

"On May 21, 2018, the KFTC adjusted the fine to KRW 32,101 million (approximately EUR 25 million as of June 30, 2018). This decision is final."

## **III. Changes relating to the section "General Information on the Issuers"**

### **Change to the section "General Information on the Issuers – Continental AG – Issuer and Guarantor – Organizational Structure"**

In the section headed "General Information on the Issuers – Continental AG – Issuer and Guarantor – Organizational Structure" on page 70 of the Prospectus, the following shall be inserted after the second paragraph:

"On July 18, 2018, Continental announced that the Group would be realigning for the mobility of the future. See "*Business of the Continental Group – Recent Events and Outlook – Recent Events – Continental realigns for the mobility of the future*"."

### **Change to the section "General Information on the Issuers – Continental AG – Issuer and Guarantor – Auditors"**

In the section headed "General Information on the Issuers – Continental AG – Issuer and Guarantor – Auditors" on page 77 of the Prospectus the following new paragraph shall be inserted after the first paragraph:

"KPMG AG Wirtschaftsprüfungsgesellschaft has reviewed the condensed interim consolidated financial statements of Continental AG for the six-month period ending June 30, 2018 which were prepared on the basis of International Financial Reporting Standards (IFRS) as adopted by the European Union."

**Change to the section "General Information on the Issuers – Continental AG – Issuer and Guarantor – Historical Financial Information"**

In the section headed "General Information on the Issuers – Continental AG – Issuer and Guarantor – Historical Financial Information" on pages 78-80 of the Prospectus the third paragraph, including the table following, shall be deleted and replaced by the following:

"The unaudited condensed interim consolidated financial statements of Continental AG for the six-month period ending June 30, 2018, which were prepared on the basis of International Financial Reporting Standards (IFRS) as adopted by the European Union, together contained in Continental AG's Half-Year Financial Report (*Halbjahresfinanzbericht*) as at June 30, 2018 on pages 25 to 40, are incorporated by reference into this Prospectus.

The following selected financial information has been extracted without material adjustment from the consolidated financial statements in Continental AG's Annual Report (*Geschäftsbericht*) 2017 (audited) and Continental AG's Half-Year Financial Report (*Halbjahresfinanzbericht*) as at June 30, 2018 (unaudited), unless otherwise indicated. Due to the application of the modified retrospective approach during the first-time adoption of IFRS 9, *Financial Instruments*, and IFRS 15, *Revenue from Contracts with Customers*, as at January 1, 2018, all the following figures from comparative periods prior to January 1, 2018 are shown unadjusted.

**Selected Key Financial Data of the Continental Group**

	<b>Jan. 01 – June 30,</b>		<b>Jan. 01 – Dec. 31,</b>	
	<b>2018</b>	<b>2017</b>	<b>2017</b>	<b>2016</b>
	<b>(unaudited) (unaudited)</b>		<b>(audited, unless otherwise stated)</b>	
	<b>(in EUR millions, unless otherwise stated)</b>			
Sales .....	22,386.5	22,032.9	44,009.5	40,549.5
Cost of sales .....	-16,656.8	-16,338.3	-32,635.0	-29,783.0
Gross margin on sales .....	5,729.7	5,694.6	11,374.5	10,766.5
EBITDA <sup>(1) (6)</sup> .....	3,212.4	3,290.9	6,678.9	6,057.4
EBIT <sup>(2)</sup> .....	2,138.2	2,267.4	4,561.5	4,095.8
Financial result <sup>(3)</sup> .....	-111.1	-163.8	-285.7	-117.0
Earnings before tax .....	2,027.1	2,103.6	4,275.8	3,978.8
Cash flow arising from operating activities.....	1,467.5	1,704.8	5,220.5	4,938.1
Cash flow arising from investing activities .....	-1,345.1	-1,413.0	-3,467.7	-3,166.8
Cash flow before financing activities (free cash flow) <sup>(4)</sup> .....	122.4	291.8	1,752.8	1,771.3
Cash flow arising from financing activities.....	134.6	-531.5	-1,879.2	-1,254.7
Change in cash and cash equivalents .....	257.0	-239.7	-126.4	516.6
Cash and cash equivalents as at the end of the reporting period .....	2,131.5	1,806.4	1,881.5	2,107.0
Net income .....	1,587.3	1,525.9	3,048.3	2,882.0
Non-controlling interests.....	-27.6	-30.9	-63.7	-79.5
Net income attributable to the shareholders of the parent .....	1,559.7	1,495.0	2,984.6	2,802.5
Net indebtedness as at the end of the reporting period <sup>(5) (6)</sup> .....	2,858.1	3,468.6	2,047.6	2,797.8
Basic earnings per share in EUR.....	7.80	7.48	14.92	14.01
Diluted earnings per share in EUR.....	7.80	7.48	14.92	14.01



	<b><u>June 30,</u> <u>2018</u></b> (unaudited) (in EUR millions, unless otherwise stated)	<b><u>Dec. 31,</u> <u>2017</u></b> (audited)	<b><u>Dec. 31,</u> <u>2016</u></b> (audited)
Non-current assets .....	22,312.5	22,038.4	21,321.0
Current assets .....	17,066.8	15,402.1	14,853.9
Total assets .....	39,379.3	37,440.5	36,174.9
Equity attributable to the shareholders of the parent .....	16,571.6	15,828.4	14,270.0
Non-controlling interests .....	466.0	461.9	464.8
Total equity .....	17,037.6	16,290.3	14,734.8
Non-current liabilities .....	6,495.3	6,961.5	7,885.9
Current liabilities .....	15,846.4	14,188.7	13,554.2
Total equity and liabilities .....	39,379.3	37,440.5	36,174.9
Number of employees at the end of the reporting period (excluding trainees) .....	243,311	235,473	220,137

- (1) Continental AG defines EBITDA (Earnings before interest, tax, depreciation and amortization) as earnings before financial result, tax, depreciation and amortization. It equals the sum of EBIT, depreciation of property, plant and equipment, amortization of intangible assets and impairment, excluding impairment on financial investments. Continental AG reports its EBITDA because it believes it is a helpful figure for evaluating the Continental Group's and its divisions' operating performance. EBITDA is not a performance indicator recognized under International Financial Reporting Standards (*IFRS*). The EBITDA reported is not necessarily comparable to the performance figures published by other companies as EBITDA or the like.

	<b><u>Jan. 01 – June 30,</u> <u>2018</u></b> (unaudited)	<b><u>2017</u></b> (unaudited)	<b><u>Jan. 01 – Dec. 31,</u> <u>2017</u></b> (audited, unless otherwise stated)	
	(in EUR millions)			
EBITDA <sup>(a)</sup> .....	3,212.4	3,290.9	6,678.9	6,057.4
Depreciation and amortization <sup>(b)</sup> .....	-1,074.2	-1,023.5	-2,117.4	-1,961.6
Earnings before interest and tax (EBIT) .....	2,138.2	2,267.4	4,561.5	4,095.8

<sup>(a)</sup> Unaudited.

<sup>(b)</sup> Excluding impairment on financial investments.

- (2) Continental AG defines EBIT (Earnings before interest and tax) as earnings before financial result and tax. It is the result of ordinary business activities. Continental AG reports its EBIT because it believes it is a helpful figure for evaluating the Continental Group's and its divisions' operating performance. EBIT is not a performance indicator recognized under IFRS. The EBIT reported is not necessarily comparable to the performance figures published by other companies as EBIT or the like.
- (3) Continental AG defines financial result as the sum of interest income, interest expense, the effects from currency translation (resulting from financial transactions), the effects from changes in the fair value of derivative instruments, and other valuation effects. The financial result is the result of financial activities. Continental AG reports its financial result because it believes it is a helpful figure for evaluating the Continental Group's result of financial activities. Financial result is not a performance indicator recognized under IFRS. The financial result reported is not necessarily comparable to the performance figures published by other companies as financial result or the like.
- (4) Continental AG defines free cash flow as the sum of cash flows arising from operating and investing activities. Continental AG reports its free cash flow because it believes it is a helpful figure for evaluating the Continental Group's and its divisions' financial performance. Free cash flow is not a performance indicator recognized under IFRS. The free cash flow reported is not necessarily comparable to the performance figures published by other companies as free cash flow or the like.
- (5) Continental AG defines net indebtedness as the net amount of interest-bearing financial liabilities as recognized in the balance sheet, the positive fair values of the derivative instruments, cash and cash equivalents, as well as other interest-bearing investments. Continental AG reports its net indebtedness because it believes it is a helpful figure for evaluating the Continental Group's capital structure. Net indebtedness is not a performance indicator recognized under IFRS. The net indebtedness reported is not necessarily comparable to the performance figures published by other companies as net indebtedness or the like.

like.

	<u>June 30,</u> <u>2018</u> (unaudited)	<u>June 30,</u> <u>2017</u> (unaudited)	<u>Dec. 31,</u> <u>2017</u> (audited, unless otherwise stated)	<u>Dec. 31,</u> <u>2016</u> (audited, unless otherwise stated)
	(in EUR millions)			
Long-term indebtedness .....	1,460.8	2,762.4	2,017.8	2,803.7
Short-term indebtedness .....	3,692.9	2,595.6	2,072.2	2,148.6
Gross indebtedness (unaudited) .....	5,153.7	5,358.0	4,090.0	4,952.3
Cash and cash equivalents .....	2,131.5	1,806.4	1,881.5	2,107.0
Long-term derivative instruments and interest-bearing investments .....	21.5	42.8	113.3	19.7
Short-term derivative instruments and interest-bearing investments .....	142.6	40.2	47.6	27.8
Net indebtedness (unaudited) .....	2,858.1	3,468.6	2,047.6	2,797.8

(6) Unaudited."

**Change to the section "General Information on the Issuers – Continental AG – Issuer and Guarantor – Trend Information"**

The section headed "General Information on the Issuers – Continental AG – Issuer and Guarantor – Trend Information" on page 81 of the Prospectus shall be deleted and replaced by the following:

"In the first half of 2018, exchange-rate effects had a negative impact on sales of EUR 932 million. If the current level of exchange rates persists until the end of the year, this could have a negative effect on Continental's consolidated sales in 2018 of more than EUR 1 billion."

**Change to the section "General Information on the Issuers – Continental AG – Issuer and Guarantor – Significant Changes in the Financial or Trading Position"**

The section headed "General Information on the Issuers – Continental AG – Issuer and Guarantor – Significant Changes in the Financial or Trading Position" on page 81 of the Prospectus shall be deleted and replaced by the following:

"Except as disclosed under "*Business of the Continental Group – Recent Events and Outlook – Recent Events*", there has been no significant change in the financial or trading position of Continental AG since June 30, 2018."

**Change to the section "General Information on the Issuers – Conti-Gummi Finance – Issuer– Historical Financial Information"**

In the section headed "General Information on the Issuers – Conti-Gummi Finance – Issuer – Historical Financial Information" on page 84 of the Prospectus the third paragraph, including the table following, shall be deleted and replaced by the following:

"The unaudited interim financial statements of CGF for the six-month period ending June 30, 2018, prepared on the basis of accounting principles generally accepted in the Netherlands (*Dutch GAAP*) (containing, *inter alia*, the balance sheet, the profit and loss account and the notes to the financial statements of CGF) are incorporated by reference into this Prospectus.

The following selected financial information has been extracted without material adjustment from the financial statements 2017 of CGF (audited) and from the interim financial statements of CGF for the six-month period ending June 30, 2018 (unaudited):

**Selected Key Financial Data of CGF:**

(audited financial statements 2017 and unaudited interim financial statements as at June 30, 2018 of CGF in accordance with Dutch GAAP)

	<u>Jan. 01 – June 30,</u> <u>2018</u> (unaudited)	<u>2017</u> (unaudited)	<u>Jan. 01 – Dec. 31,</u> <u>2017</u> (audited)	<u>2016</u> (audited)
	(in EUR thousands)			
Net interest income/Net income .....	12	119	129	632
Result before tax .....	-18	74	28	456
Result after tax .....	-13	55	21	342
	<u>June 30,</u> <u>2018</u> (unaudited)	<u>Dec. 31,</u> <u>2017</u> (audited)	<u>Dec. 31,</u> <u>2016</u> (audited)	
	(in EUR thousands)			
Total current assets.....	7,507	7,565	771,932	
Total noncurrent assets.....	0	0	0	
Total assets.....	7,507	7,565	771,932	
Total current liabilities .....	6	51	764,439	
Total long-term liabilities.....	0	0	0	
Total liabilities .....	6	51	764,439	
Total shareholder's equity .....	7,501	7,514	7,493	
Total liabilities and shareholder's equity.....	7,507	7,565	771,932"	

**Change to the section "General Information on the Issuers – Conti-Gummi Finance – Issuer– Significant Changes in the Financial or Trading Position"**

The section headed "General Information on the Issuers – Conti-Gummi Finance – Issuer – Significant Changes in the Financial or Trading Position" on page 85 of the Prospectus shall be deleted and replaced by the following:

"There has been no significant change in the financial or trading position of CGF since June 30, 2018."

**Change to the section "General Information on the Issuers – Continental Rubber of America, Corp. – Issuer– Historical Financial Information"**

In the section headed "General Information on the Issuers – Continental Rubber of America, Corp. – Issuer – Historical Financial Information" on pages 88-89 of the Prospectus the third paragraph, including the table following, shall be deleted and replaced by the following:

"The unaudited interim financial statements of CRoA for the six-month period ending June 30, 2018, prepared on the basis of accounting principles generally accepted in the USA (*U.S. GAAP*) (containing, *inter alia*, the balance sheets and the statements of income and comprehensive income (loss) and the notes to the financial statements of CRoA) are incorporated by reference into this Prospectus.

The following selected financial information has been extracted without material adjustment from the financial statements 2017 of CRoA (audited) and from the interim financial statements of CRoA for the six-month period ending June 30, 2018 (unaudited):

**Selected Key Financial Data of CRoA:**

(audited financial statements 2017 and unaudited interim financial statements as at June 30, 2018 of CRoA in accordance with U.S. GAAP)

	<u>Jan. 01 – June 30,</u> <u>2018</u> (unaudited)	<u>2017</u> (unaudited)	<u>Jan. 01 – Dec. 31,</u> <u>2017</u> (audited)	<u>2016</u> (audited)
	(in USD thousands)			
Income before income tax.....	1,164	1,627	3,478	3,445
Net income .....	1,429	1,032	2,892	2,185
Net cash provided by operating activities .....	n/a	n/a	3,643	7,174
Net cash provided by investing activities.....	n/a	n/a	70,000	257,000
Net cash used in financing activities .....	n/a	n/a	-73,643	-264,174
	<u>June 30,</u> <u>2018</u> (unaudited)	<u>Dec. 31,</u> <u>2017</u> (audited)	<u>Dec. 31,</u> <u>2016</u> (audited)	
	(in USD thousands)			
Total current assets.....	125,455	104,148	39,491	
Total noncurrent assets.....	536,431	576,387	641,432	
Total assets.....	661,886	680,535	680,923	
Total current liabilities .....	595,261	16,106	84,505	
Total noncurrent liabilities .....	0	598,824	534,657	
Total liabilities .....	595,261	614,930	619,162	
Total shareholder's equity .....	66,625	65,605	61,761	
Total liabilities and shareholder's equity.....	661,886	680,535	680,923"	

**Change to the section "General Information on the Issuers – Continental Rubber of America, Corp. – Issuer– Significant Changes in the Financial or Trading Position"**

The section headed "General Information on the Issuers – Continental Rubber of America, Corp. – Issuer – Significant Changes in the Financial or Trading Position" on page 89 of the Prospectus shall be deleted and replaced by the following:

"There has been no significant change in the financial or trading position of CRoA since June 30, 2018."

#### **IV. Changes relating to the section "Business of the Continental Group"**

##### **Change to the section "Business of the Continental Group – Legal and Arbitration Proceedings"**

In the fourth paragraph of the section headed "Business of the Continental Group – Legal and Arbitration Proceedings – Regulatory Proceedings" on pages 94-95 of the Prospectus, the sentence "It is not yet known how high the new fine from the KFTC will be." shall be replaced by the following:

"On May 21, 2018, the KFTC adjusted the fine to KRW 32,101 million (approximately EUR 25 million as of June 30, 2018). This decision is final."

##### **Change to the section "Business of the Continental Group – Description of Other Indebtedness"**

In the section headed "Business of the Continental Group – Description of Other Indebtedness – Existing Notes" on pages 97-98 of the Prospectus, the first bullet point which refers to "EUR 750.0 million 3.00% fixed-rate notes issued by Continental AG in July 2013 and due on July 16, 2018 (the *Existing 2018 Notes*)" shall be deleted. In the third bullet point of the same section, the reference to "Existing 2018 Notes" shall be deleted.

##### **Change to the section "Business of the Continental Group – Recent Events and Outlook"**

The section headed "Business of the Continental Group – Recent Events and Outlook" on pages 98-99 of the Prospectus shall be deleted and replaced by the following:

#### **"RECENT EVENTS AND OUTLOOK"**

##### **Recent Events**

###### ***OSRAM Continental GmbH founded***

Following the successful conclusion of all negotiations and the granting of the required merger control authorizations, OSRAM Continental GmbH, Munich, commenced global operations on July 2, 2018. OSRAM Continental GmbH is an associate of Continental in which Continental Automotive GmbH, Hanover, and OSRAM GmbH, Munich, each hold a 50% stake. Continental will account for this shareholding using the equity method. It is expected that Continental will contribute net assets, including intangible assets, with a preliminary value of about EUR 400 million to OSRAM Continental GmbH. Continental anticipates a one-off gain, currently estimated at about EUR 200 million, from this contribution.

###### ***Plan assets for pensions in the USA***

Owing to the change in U.S. tax laws, it was possible for Continental to fund most of the plan assets for pensions in the USA while benefiting from tax breaks. On July 11, 2018, about EUR 209 million was transferred to the corresponding plan assets. The pension obligations reported for Continental will be reduced accordingly in the third quarter of 2018. Overall this will result in a one-off outflow of liquidity of about EUR 165 million in 2018, including the associated tax refunds.

###### ***3.00% euro bond redeemed***

The EUR 750.0 million 3.00% fixed-rate notes issued by Continental AG in July 2013 matured on July 16, 2018 and were redeemed on the due date.

###### ***Continental realigns for the mobility of the future***

On July 18, 2018, Continental announced that the Group would be realigning for the mobility of the future. A holding structure of Continental AG will be created under the new "Continental Group" umbrella brand. It will be supported by the three "group sectors": "Continental Rubber", "Continental Automotive" and "Powertrain". The reporting structure and the new names are to be used starting 2020.

Furthermore, the Chassis & Safety and Interior divisions will be reorganized by the beginning of 2020. They will become two business areas newly named "Autonomous Driving Technologies" and "Vehicle Networking Technologies", with their business results being reported under the new "Continental Automotive" group sector. The two areas will be supported by a newly created central "Automotive Research and Development" function.

The separate organizational structure of the two current divisions Tires ("Tire Technologies" in the future) and ContiTech will remain unchanged. Their business results will be reported in the future "Continental Rubber" group sector.

As part of the realignment, the Powertrain division will be transformed into an independent group of legal entities with a new name at the beginning of 2019. In addition to the combustion engine business, Continental's future "Powertrain" group sector will continue to be in charge of all future business involving hybrid and electric drive systems and all current battery activities. At the same time, Continental is preparing a partial initial public offering (IPO) for the new Powertrain company, which could take place possibly starting mid-2019. Continental does not, however, plan to relinquish control of the Powertrain business in the medium or long term.

Continental expects that the transformation of the Powertrain division into an independent group of legal entities by the beginning of 2019 will lead to estimated operational costs of approximately EUR 350 million. The majority of these costs will be incurred in 2018 and 2019. In addition, this is expected to result in negative tax effects totaling about EUR 100 million, which will be incurred primarily in 2019.

The Supervisory Board of Continental AG approved the realignment plans on July 26, 2018.

#### ***Continental acquires Kmart Tyre and Auto Service***

On August 13, 2018, Continental announced that it is to acquire Kmart Tyre and Auto Service (KTAS), one of Australia's largest tire and auto service suppliers. This will greatly reinforce Continental's tire dealership network in Australia. KTAS is being sold by Wesfarmers Limited of Australia. The deal is worth AUD 350 million (approximately EUR 227 million as of August 13, 2018).

#### **Outlook**

According to Continental AG's estimates, global light vehicle production (passenger cars, station wagons and light commercial vehicles) is expected to increase by more than 1% in 2018. Continental AG expects demand on Continental's key markets for replacement tires for passenger cars and light commercial vehicles - Europe and North America - to grow in 2018 by 2% in each case.

On August 22, 2018, Continental AG announced that lowered sales expectations, cost increases and warranty claims are expected to have an adverse effect on the adjusted operating result (adjusted EBIT) of the Group in the third quarter of 2018. Continental AG expects that these factors will also impact the fourth quarter of 2018.

Based on these developments and the market assumptions stated in the first paragraph above, Continental AG anticipates that consolidated sales in 2018 will amount to approximately EUR 46 billion before exchange rate effects. Continental AG estimates that exchange-rate effects will negatively impact Continental's consolidated sales in 2018 by about EUR 1 billion. Including the mentioned exchange rate effects, Continental AG anticipates that consolidated reported sales in 2018 will amount to approximately EUR 45 billion."

## **V. Changes relating to the section "Documents Incorporated by Reference"**

### **Change to the section "Documents Incorporated by Reference – Continental AG"**

The following content shall be added to the section headed "Documents Incorporated by Reference – Continental AG" on page 231 of the Prospectus at the beginning of this section:

"Unaudited condensed interim consolidated financial statements of Continental AG as at and for the six-month period ending June 30, 2018 (English language version)

Consolidated Statement of Income	page 25
Consolidated Statement of Comprehensive Income	page 26
Consolidated Statement of Financial Position	pages 27-28
Consolidated Statement of Cash Flows	page 29
Consolidated Statement of Changes in Equity	page 30
Explanatory Notes to the Consolidated Financial Statements	pages 31-40
Review Report	page 42"

### **Change to the section "Documents Incorporated by Reference – Conti-Gummi Finance B.V."**

The following content shall be added to the section headed "Documents Incorporated by Reference – Conti-Gummi Finance B.V." on pages 231-232 of the Prospectus at the beginning of this section:

"Unaudited interim financial statements of Conti-Gummi Finance B.V. as at and for the six-month period ending June 30, 2018 (English language version)

Balance sheet	page 5
Profit and Loss Account	page 6
Notes to the Financial Statements	pages 7-14"

### **Change to the section "Documents Incorporated by Reference – Continental Rubber of America, Corp."**

The following content shall be added to the section headed "Documents Incorporated by Reference – Continental Rubber of America, Corp." on page 232 of the Prospectus at the beginning of this section:

"Unaudited interim financial statements of Continental Rubber of America, Corp. as at and for the six-month period ending June 30, 2018 (English language version)

Balance Sheets	page 4
Statements of Income and Comprehensive Income (Loss)	page 5
Notes to the Financial Statements	pages 6-15"

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to the information included in the Prospectus, which is capable of affecting the assessment of the Notes issued under the Programme since the publication of the Prospectus.