



Continental Aktiengesellschaft

Hanover

ISIN: DE 0005439004

WKN: 543 900

We invite our shareholders to the

Annual Shareholders' Meeting

on Friday, April 26, 2019, at 10:00 a.m.,

in the Kuppelsaal of the Hannover Congress Centrum,

Theodor-Heuss-Platz 1–3, 30175 Hanover, Germany.

I. Agenda

1. Presentation of the adopted annual financial statements of Continental Aktiengesellschaft and the consolidated financial statements approved by the Supervisory Board, each as of December 31, 2018, the management report for Continental Aktiengesellschaft and for the Group for fiscal 2018, the proposal of the Executive Board on the appropriation of net income as well as the report of the Supervisory Board and the explanatory report of the Executive Board on the information provided pursuant to Section 289a (1) and Section 315a (1) of the German Commercial Code (HGB)

The Supervisory Board has adopted the annual financial statements and consolidated financial statements prepared by the Executive Board. The annual financial statements are thereby approved. Accordingly, the Annual Shareholders' Meeting is not required to take a resolution on agenda item 1 pursuant to the statutory provisions.

2. Resolution on the appropriation of net income

The Executive Board and the Supervisory Board propose that the net income of the Company for fiscal 2018 in the amount of € 1,758,445,119.03 be appropriated as follows:

Distribution of a dividend of	€	4.75
per share entitled to dividends, totaling:	€	950,028,419.25
Carried forward to new account:	€	808,416,699.78
Net income:	€	1,758,445,119.03

Pursuant to Section 58 (4) sentence 2 of the German Stock Corporation Act (hereinafter "AktG"), the claim to payment of the dividend is due on the third business day following the resolution of the Annual Shareholders' Meeting, i.e. on May 2, 2019.

3. Resolution on the ratification of the actions of the Executive Board members for fiscal 2018

The Executive Board and the Supervisory Board propose that the actions of the members of the Executive Board in office in fiscal 2018 be ratified for this period.

Voting procedures will foresee voting on such proposal with respect to each member of the Executive Board individually.

4. Resolution on the ratification of the actions of the Supervisory Board members for fiscal 2018

The Executive Board and the Supervisory Board propose that the actions of the members of the Supervisory Board in office in fiscal 2018 be ratified for this period.

Voting procedures will foresee voting on such proposal with respect to each member of the Supervisory Board individually.

A list containing information on the attendance of individual Supervisory Board members at plenary and committee meetings of the Supervisory Board in fiscal 2018 can be viewed online at www.continental-ir.com under the links “Annual Shareholders’ Meeting” and “Supervisory Board”.

5. Resolution on the appointment of the auditor and Group auditor and of the auditor for the review of interim financial reports for fiscal 2019

Based on the well-founded recommendation of the Audit Committee, the Supervisory Board proposes that the following resolutions be adopted:

- (a) KPMG AG Wirtschaftsprüfungsgesellschaft, Hanover, is appointed auditor and Group auditor for fiscal 2019.
- (b) KPMG AG Wirtschaftsprüfungsgesellschaft, Hanover, is appointed auditor for the review (if any) of interim financial reports to be performed in fiscal 2019.

The Audit Committee stated that its recommendation is free from influence by a third party and that no clause of the kind referred to in Article 16 (6) of the EU Auditor’s Regulation has been imposed upon it (Article 16 of the Regulation (EU) No. 537/2014 of the European Parliament and of the Council dated April 16, 2014).

Furthermore, before submitting its proposals, the Supervisory Board obtained a statement from KPMG AG Wirtschaftsprüfungsgesellschaft regarding its independence, as recommended by the German Corporate Governance Code (hereinafter “GCGC”).

6. Resolution on the election of a member of the Supervisory Board

The term of office of all current members of the Supervisory Board ends with the conclusion of the Annual Shareholders’ Meeting on April 26, 2019.

As provided by Section 96 (1) and Section 101 (1) of the German Stock Corporation Act and Section 7 (1) sentence 1 no. 3 of the Employee Co-Determination Act, the Supervisory Board of Continental AG is composed of ten representatives of the shareholders and ten representatives of the employees. The Supervisory Board shall also be composed of at least 30 percent women and at least 30 percent men. This minimum ratio is to be fulfilled by the Supervisory Board as a whole (Section 96 (2) sentence 1 and 2 AktG).

Owing to an objection against the fulfilment of the ratio by the Supervisory Board as a whole by the employee representatives on the Supervisory Board pursuant to Section 96 (2) sentence 3 AktG, the minimum ratio for the upcoming election is to be complied with separately by the side of the shareholders and the side of the employees, respectively. The Supervisory Board shall therefore be composed of at least three women and at least three men from among the shareholders and employees, respectively.

The employee representatives of the Supervisory Board will be elected on March 20, 2019, according to the provisions of the Employee Co-Determination Act (hereinafter “MitbestG”), with effect as at the adjournment of the Annual Shareholders’ Meeting.

The outcome of this election, particularly the composition of women and men among the employees, can be viewed online at www.continental-ir.com under the link “Annual Shareholders’ Meeting” once it has been announced.

The shareholder representatives of the Supervisory Board are to be elected by the Annual Shareholders’ Meeting. Voting procedures will foresee voting on the election of new members with respect to each member of the Supervisory Board individually. The shareholder representatives of the Supervisory Board shall be appointed pursuant to Section 102 (1) AktG for a term of office until the adjournment of the Annual Shareholders’ Meeting resolving on ratification of the acts of management for the fourth fiscal year following the commencement of their respective term of office. The fiscal year in which such term of office commences shall not be taken into account.

The Supervisory Board proposes to elect the following people listed under (a) to (j) as shareholder representatives of the Supervisory Board effective as at the adjournment of the Annual Shareholders’ Meeting on April 26, 2019:

- (a) Dr. Gunter Dunkel, Hanover, Chairman European Private Debt, Muznich & Co,
- (b) Mr. Satish Khatu, Naples (USA), Management Advisor,
- (c) Ms. Isabel Corinna Knauf, Ihringen, Member of the Group Management at the Knauf Group,
- (d) Ms. Sabine Neuß, Moembris, Chief Operation Officer at Kelvion Holding GmbH,
- (e) Prof. Rolf Nonnenmacher, Berg, Independent Auditor,
- (f) Prof. Dr.-Ing. Wolfgang Reitzle, Munich, Member in various supervisory boards,
- (g) Mr. Klaus Rosenfeld, Frankfurt/Main, Chairman of the Executive Board of Schaeffler AG,
- (h) Mr. Georg F. W. Schaeffler, Dallas (USA) and Herzogenaurach, Shareholder of INA-Holding Schaeffler GmbH & Co. KG and Managing Director of IHO Verwaltungs GmbH,
- (i) Ms. Maria-Elisabeth Schaeffler-Thumann, Herzogenaurach, Shareholder of INA-Holding Schaeffler GmbH & Co. KG and Managing Director of IHO Verwaltungs GmbH,
- (j) Prof. KR Siegfried Wolf, Weikersdorf, Entrepreneur.

These nominations by the Supervisory Board are based on the recommendation of its Nomination Committee, take into account the composition targets set by the Supervisory Board and strive to meet the skills profile for the board as a whole that was drawn up by the Supervisory Board. The Supervisory Board has also confirmed that the proposed candidates can devote the amount of time expected for the office.

CVs in tabular form for each of the candidates proposed for election to the Supervisory Board are included under item II (below). Also featured there is the Supervisory Board's assessment of whether the proposed candidates have a personal or business relationship with Continental AG or the companies of the corporation, the executive bodies of Continental AG or a shareholder with a major stake in Continental AG. Section 5.4.1 (6) to (8) GCGC recommends that such information be disclosed. A detailed overview of how the candidates meet the skills profile can be found at www.continental-ir.com under the link "Annual Shareholders' Meeting".

In accordance with Section 5.4.3 sentence 3 GCGC, it should be noted that Prof. Dr.-Ing. Wolfgang Reitzle is being put forward as a candidate for the position of Chairman of the Supervisory Board.

II. Information on the Supervisory Board candidates proposed to be elected under agenda item 6

Dr. Gunter Dunkel

Chairman European Private Debt, Muzinich & Co

Year of birth	1953
Nationality	Austrian
Place of residence	Hanover
Memberships in other supervisory boards mandated by law or comparable domestic or foreign control committees	None
Education	1973 – 1978 Studied Social and Economic Sciences and Law at the Vienna University of Economics and Business in Austria Graduated with a Master's Degree and a Doctorate in Social and Economic Sciences and a Master's Degree in Law
Professional career	1978 – 1980 GiroCredit, Vienna, Austria 1980 – 1983 McKinsey & Company 1983 – 1996 Bayerische Hypotheken- und Wechsel-Bank AG 1997 – 2016 Board of Management of Norddeutsche Landesbank Girozentrale (Nord/LB), Vice Chairman from 2001 2009 – 2016 Chairman of the Board of Management of Norddeutsche Landesbank Girozentrale (Nord/LB)
Additional functions	Stiftung Niedersachsen Foundation, Hanover (President)

Independency (Sec. 5.4.1 (6) – (8) GCGC)

Apart from the fact that Dr. Dunkel is already a member of the Supervisory Board of Continental AG, in the assessment of the Supervisory Board, he has no further personal or business relationship with Continental AG or the companies of the corporation, the corporate bodies of Continental AG or a shareholder with a major stake in Continental AG, the disclosure of which is recommended in accordance with section 5.4.1 (6) to (8) of the German Corporate Governance Code.

Satish Khatu

Management Advisor

Year of birth	1952	
Nationality	USA	
Place of residence	Naples, Florida, USA	
Memberships in other supervisory boards mandated by law or comparable domestic or foreign control committees	None	
Education	1975	B. Tech in Mechanical Engineering, Indian Institute of Technology – Mumbai, India
	1977	MS in Industrial Engineering, University of Cincinnati - Ohio, USA
	1980	Master of Business Administration, Xavier University - Ohio, USA
Professional career	1977 – 1983	Structural Dynamics Research Corp, Cincinnati, USA
	1983 – 2014	IBM Group - USA, Asia, Growth Markets, Global
	1983 – 2000	IBM Sales & Services Management roles
	2001 – 2004	General Manager IBM ASEAN & India
	2004 – 2008	General Manager IBM Services Asia Pacific
	2009 – 2010	General Manager IBM Services Growth Markets
	2010 – 2014	General Manager IBM Global Industrial Sector
	2000 – 2014	IBM Integration and Values team
	2007 – 2014	IBM Performance Team
	2012 – 2013	IBM Strategy Team
	2014 – 2018	Management Advisor to various Start-ups in Bangalore, India, and Silicon Valley, California.

Independency (Sec. 5.4.1 (6) – (8) GCGC)

Until the end of 2018, Mr. Khatu provided management advice to Quantum Inventions Pvt. Ltd., Singapore, a 100% indirect subsidiary of Continental AG. Until February 2019, Mr. Khatu was a member of the advisory board of Continental Intelligent Transportation Systems, LLC, USA (“Continental ITS”), a 100% indirect subsidiary of Continental AG. In this function, effective December 2014, Mr. Khatu had concluded a consultancy agreement with Continental ITS. In February 2019, Continental ITS decided to dissolve its advisory board and it was mutually agreed to end the consultancy agreement. Apart from the foregoing, in the assessment of the Supervisory Board, he has no further personal or business relationship with Continental AG

or the companies of the corporation, the corporate bodies of Continental AG or a shareholder with a major stake in Continental AG, the disclosure of which is recommended in accordance with section 5.4.1 (6) to (8) of the German Corporate Governance Code.

Isabel Corinna Knauf

Member of the Group Management Committee at the Knauf Group

Year of birth	1972
Nationality	German
Place of residence	Ihringen
Memberships in other supervisory boards mandated by law or comparable domestic or foreign control committees	Schmolz+Bickenbach AG, Lucerne, Switzerland* Skillet Fork Farms LLP, Illinois, USA (Chairwoman) Compagnie Marocaine des Plâtres et Enduits S.A., Morocco Knauf S.r.l, Italy** Knauf Gipsopiia ABEE, Greece (Chairwoman)** Knauf Cyprus Ltd., Cyprus (Chairwoman)** Knauf Insaat ve Yapi Elemanlari Sanayi ve Ticaret A.Ş., Turkey (Chairwoman)** PFT Siva Sistemleri A.Ş., Turkey (Chairwoman)** Knauf Plâtres Tunisiens S.A., Tunisia (Chairwoman)** Knauf les Carrieres S.A.R.L., Tunisia (Chairwoman)** Knauf Africa Trade S.A.R.L., Tunisia (Chairwoman)** Knauf Iran PJSC, Iran (Chairwoman)** Knauf Gatch PJSC, Iran**
	* listed on the stock exchange
	** Group company as defined by article 100, paragraph 2 of the Stock Corporations Act
Education	1991 – 1997 Studied Engineering, specializing in Mining, at RWTH Aachen University, graduated with a degree
Professional career	1990 – 1994 Specialist mining apprenticeship 1998 – 2002 ThyssenKrupp AG, most recently head of the central M&A department at ThyssenKrupp Steel AG Since 2002 Knauf Group Since 2003 Overall responsibility for the Middle East, South Asia and East Africa 2006 – 2010 Additional overall responsibility for China and Asia-Pacific Since 2006 Member of the Group Management Committee at the Knauf Group, overall responsibility for Italy, Greece and Cyprus Since 2013 Additional overall responsibility for Africa Since 2016 Chairwoman of Skillet Fork Farms LLP, Illinois, USA

Additional functions

Since 2018

Member of the Nomination and Remuneration Committee at Schmolz+Bickenbach AG

Independency (Sec. 5.4.1 (6) – (8) GCGC)

In the assessment of the Supervisory Board, Ms. Knauf has no personal or business relationship with Continental AG or the companies of the corporation, the corporate bodies of Continental AG or a shareholder with a major stake in Continental AG, the disclosure of which is recommended in accordance with section 5.4.1 (6) to (8) of the German Corporate Governance Code.

Sabine Neuß

Chief Operation Officer of Kelvion Holding GmbH

Year of birth	1968
Nationality	German
Place of residence	Moembris
Memberships in other supervisory boards mandated by law or comparable domestic or foreign control committees	Atlas Copco AB, Nacka, Sweden* * listed on the stock exchange
Education	1986 – 1990 Studied Mechanical Engineering at Coburg University of Applied Sciences, graduated with a degree in Engineering 1991 – 1996 On-the-job postgraduate course in Engineering Economics at the Würzburg/Schweinfurt University for Applied Sciences, Schweinfurt campus
Professional career	1990 – 1998 Brose Fahrzeugteile GmbH & Co. KG Various management positions 1998 – 2010 Behr GmbH & Co. KG Various management positions 2010 – 2013 TRW Automotive Safety Systems GmbH, Aschaffenburg Managing Director, head of the global Steering Wheel production line 2013 – 2018 Linde Material Handling GmbH Member of the Board of Management – COO Since 11/2018 Kelvion Holding GmbH, Bochum Chief Operation Officer
Additional functions	Since 2015 Member of the University Council of the Aschaffenburg University of Applied Sciences

Independency (Sec. 5.4.1 (6) – (8) GCGC)

Apart from the fact that Ms. Neuß is already a member of the Supervisory Board of Continental AG, in the assessment of the Supervisory Board, she has no further personal or business relationship with Continental AG or the companies of the corporation, the corporate bodies of Continental AG or a shareholder with a major stake in Continental AG, the disclosure of which is recommended in accordance with section 5.4.1 (6) to (8) of the German Corporate Governance Code.

Prof. Dr. Rolf Nonnenmacher

Independent Auditor

Year of birth	1954	
Nationality	German	
Place of residence	Berg	
Memberships in other supervisory boards mandated by law or comparable domestic or foreign control committees.	ProSiebenSat. 1 Media SE, Unterföhring*	
	Covestro AG, Leverkusen*	
	Covestro Deutschland AG, Leverkusen	
	* listed on the stock exchange	
Education	1978	Studied Economics at the University of Regensburg, graduated with a degree in Business Administration
	1981	Doctorate in Economics and Business, University of Hohenheim, Stuttgart
	1986	Auditor
	2001	Honorary Professor at the University of Frankfurt
Professional career	1981 – 2013	KPMG AG 1981 Joined the Munich branch 1987 Partner 1998 Executive Board Member 2005 Executive Board Spokesperson 2007 Co-Chairman KPMG Europe 2011 Chairman KPMG Europe
	2014 – 2018	Lazard & Co. GmbH Senior Advisor
Additional functions	Since 2017	Chairperson of the government commission German Corporate Governance Code

Independency (Sec. 5.4.1 (6) – (8) GCGC)

Apart from the fact that Prof. Nonnenmacher is already a member of the Supervisory Board of Continental AG, in the assessment of the Supervisory Board, he has no further personal or business relationship with Continental AG or the companies of the corporation, the corporate bodies of Continental AG or a shareholder with a major stake in Continental AG, the disclosure of which is recommended in accordance with section 5.4.1 (6) to (8) of the German Corporate Governance Code.

Prof. Dr.-Ing. Wolfgang Reitzle

Member in various supervisory boards

Year of birth	1949
Nationality	German
Place of residence	Munich
Memberships in other supervisory boards mandated by law or comparable domestic or foreign control committees	Linde AG, Munich (Chairman)* Linde plc, Dublin, Ireland (Chairman)* Axel Springer SE, Berlin* Medical Park AG, Amerang (Chairman) Willy Bogner GmbH & Co. KGaA, Munich (Chairman) Ivoclar Vivident AG, Schaan, Liechtenstein * listed on the stock exchange
Education	1967 – 1971 Studied Mechanical Engineering at the Technical University of Munich, graduated with a degree in Engineering 1972 – 1975 Studied Economics and Engineering at the Technical University of Munich, graduated with a degree in Industrial Engineering 1974 Doctorate in Engineering 1984 Harvard Business School, Boston, USA, Advanced Management Program 2005 Honorary Professor at the Technical University of Munich, Faculty of Economics and Business
Professional career	1976 – 1999 Various positions at BMW AG, Munich Most recently Member of the Executive Board 1999 – 2002 Group Vice President of the Ford Motor Company, Dearborn (Michigan, USA) as well as Chairman and CEO of the Premier Automotive Group (London), Jaguar Cars Ltd. and Volvo Cars Since 05/2002 Linde AG, Munich, Member of the Executive Board 2003 – 2014 President and CEO of Linde AG Since 2014 Private Office Visioning., Munich, founder

Independency (Sec. 5.4.1 (6) – (8) GCGC)

Apart from the fact that Prof. Dr.-Ing. Reitzle is already a member of the Supervisory Board of Continental AG, in the assessment of the Supervisory Board, he has no further personal or business relationship with Continental AG or the companies of the corporation, the corporate bodies of Continental AG or a shareholder with a major stake in Continental AG, the disclosure of which is recommended in accordance with section 5.4.1 (6) to (8) of the German Corporate Governance Code.

Klaus Rosenfeld

Chairman of the Executive Board of Schaeffler AG

Year of birth	1966
Nationality	German
Place of residence	Frankfurt am Main
Memberships in other supervisory boards mandated by law or comparable domestic or foreign control committees	Siemens Gamesa Renewable Energy S.A., Zamudio, Spain* Schaeffler India Limited, Vadodara, India* ** * listed on the stock exchange ** Group company as defined by article 100, paragraph 2 of the Stock Corporations Act
Education	1985 – 1988 Banking trainee program Dresdner Bank AG 1988 – 1989 Military service 1989 – 1993 Studied Business Administration and Economics, University of Muenster
Professional career	1993 – 03/2009 Dresdner Bank AG As of 11/2002 Member of the Executive Board (CFO) responsible for finances/controllers, compliance and holdings Since 03/2009 Schaeffler AG Member of the Executive Board (CFO) responsible for finances Since 10/2013 Chairman of the Executive Board (CEO)
Additional functions	Since 02/2017 Member of the Presiding Board of the Federation of German Industry

Independency (Sec. 5.4.1 (6) – (8) GCGC)

Mr. Rosenfeld is already a member of the Supervisory Board of Continental AG. In addition, he is the Chief Executive Officer of Schaeffler AG, a group company of the Schaeffler Group. The Schaeffler Group itself is an indirect shareholder with a major stake in Continental AG within the meaning of section 5.4.1 (8) of the German Corporate Governance Code.

Georg F. W. Schaeffler

Shareholder of INA-Holding Schaeffler GmbH & Co. KG and
Managing Director of IHO Verwaltungs GmbH

Year of birth	1964
Nationality	German
Place of residence	Dallas, USA and Herzogenaurach
Memberships in other supervisory boards mandated by law or comparable domestic or foreign control committees	Schaeffler AG, Herzogenaurach (Chairman)* ** ATESTEO Management GmbH, Herzogenaurach (Chairman)* * listed on the stock exchange ** Group company as defined by article 100, paragraph 2 of the Stock Corporations Act
Education	1986 – 1990 Studied Business at the University of St. Gallen, Switzerland Obtained lic. oec. HSG degree 1996 – 1999 Studied Law at Duke Law School, USA. Combined degree of Juris Doctor and Master of Law (in International and Comparative Law)
Professional career	Since the early 1980s to date, Shareholder of the Schaeffler Group (and predecessor companies) 1984 – 1986 Military service 1990 – 1996 Schaeffler Group 2000 – 2006 Business lawyer in Dallas, USA Since 2006 Schaeffler Group

Independency (Sec. 5.4.1 (6) – (8) GCGC)

Mr. Schaeffler is already a member of the Supervisory Board of Continental AG. In addition, he is Shareholder of INA-Holding Schaeffler GmbH & Co. KG, which itself is an indirect shareholder with a major stake in Continental AG within the meaning of section 5.4.1 (8) of the German Corporate Governance Code.

Maria-Elisabeth Schaeffler-Thumann

Shareholder of INA-Holding Schaeffler GmbH & Co. KG and
Managing Director of IHO Verwaltungs GmbH

Year of birth	1941
Nationality	German
Place of residence	Herzogenaurach
Memberships in other supervisory boards mandated by law or comparable domestic or foreign control committees	Schaeffler AG, Herzogenaurach (Vice Chairperson)* ** * listed on the stock exchange ** Group company as defined by article 100, paragraph 2 of the Stock Corporations Act
Education	1960 – 1963 Studied Medicine at the Medical University of Vienna (preliminary medical examination)
Professional career	Since 1996 Shareholder of INA Holding Schaeffler KG (from 2010: INA-Holding Schaeffler GmbH & Co. KG) 1996 – 2010 Founder and Chairperson of the Advisory Board of the Schaeffler Group Since 2010 Vice Chairperson of the Supervisory Board of Schaeffler AG
Additional functions	2008 – 2016 Member of the Presiding Board of the Federation of German Industry (BDI)
Awards	2001 Cross of Merit with Ribbon of the Order of Merit of the Federal Republic of Germany 2003 Bavarian Order of Merit 2007 1st Class Cross of Merit of the Order of Merit of the Federal Republic of Germany 2007 Large Silver Medal with Star for Services to the Republic of Austria

Independency (Sec. 5.4.1 (6) – (8) GCGC)

Ms. Elisabeth Schaeffler-Thumann is already a member of the Supervisory Board of Continental AG. In addition, she is Shareholder of INA-Holding Schaeffler GmbH & Co. KG, which itself is an indirect shareholder with a major stake in Continental AG within the meaning of section 5.4.1 (8) of the German Corporate Governance Code.

Prof. KR Ing. Siegfried Wolf

Entrepreneur

Year of birth	1957
Nationality	Austrian
Place of residence	Weikersdorf
Memberships in other supervisory boards mandated by law or comparable domestic or foreign control committees	Banque Eric Sturdza SA, Geneva, Switzerland SBERBANK Europe AG, Vienna, Austria (Chairman) Schaeffler AG, Herzogenaurach* MIBA AG, Laakirchen, Austria Mitterbauer Beteiligungs AG, Laakirchen, Austria
	* listed on the stock exchange
Professional career	1974 – 1981 Apprenticeship, trained as technical assistant in the Quality Laboratory, PHILIPS, Vienna 1981 – 1983 Vereinigte Metallwerke Wien, Vienna Head of the Micro-Inspection Room Vice Head of Quality Control 1983 – 1995 Hirtenberger AG, Hirtenberg Head of the Quality Control division Plant Director, Authorized Representative 1995 – 1999 President of Magna Europa AG 1999 – 2001 President of Magna Europa AG and Vice Chairman, Magna International Inc. 2001 – 2002 President & CEO, Magna Steyr AG 2002 – 2005 Executive Vice-Chairman, Magna International Inc. 2005 – 2010 Chief Executive Officer (CEO), Magna International Inc. 2010 – 2018 Chairman of the Board of Directors of Russian Machines OJSC
Awards	2002 Awarding of the title of Honorary Senator by the Technical University of Vienna 2009 Awarding of an Honorary Professorship by the Technical University of Graz

Independency (Sec. 5.4.1 (6) – (8) GCGC)

Apart from the fact that Prof. KR Ing. Wolf is already a member of the Supervisory Board of Continental AG, in the assessment of the Supervisory Board, he has no further personal or business relationship with Continental AG or the companies of the corporation, the corporate bodies of Continental AG or a shareholder with a major stake in Continental AG, the disclosure of which is recommended in accordance with section 5.4.1 (6) to (8) of the German Corporate Governance Code.

III. Further information on convocation

1. Availability of documents

The documents mentioned under agenda item 1 and the proposal on the appropriation of net income under agenda item 2 are available for shareholder inspection at the Company's head office at Vahrenwalder Strasse 9, 30165 Hanover, Germany, from the date of the notice of convocation of the Annual Shareholders' Meeting and can be viewed online shortly after the date of this notice, together with additional information provided pursuant to Section 124 a AktG, at www.continental-ir.com under the link "Annual Shareholders' Meeting". Copies of the documents will be sent upon request to shareholders promptly and free of charge.

2. Total number of shares and voting rights

At the time of this notice of convocation of the Annual Shareholders' Meeting, the total number of shares and the number of voting rights issued by the Company each amount to 200,005,983. At the time of this notice of convocation of the Annual Shareholders' Meeting, the Company holds no treasury shares.

3. Requirements for participating in the Annual Shareholders' Meeting and for exercising voting rights, Record Date and its significance

The only persons entitled to participate in the Annual Shareholders' Meeting and to exercise voting rights are those who hold one or more shares in the Company at the beginning of the 21st day before the Annual Shareholders' Meeting, i.e. on April 5, 2019, at 00:00 a.m. ("Record Date"), who have registered for the Annual Shareholders' Meeting in time, and who have submitted proof of their right to participate in the Annual Shareholders' Meeting and to exercise voting rights. Therefore, shareholders who do not acquire their shares on or before the Record Date may not participate in the Annual Shareholders' Meeting. Shareholders who hold shares on the Record Date and sell their shares after the Record Date but before the Annual Shareholders' Meeting are, in relation to the Company, nevertheless entitled to participate in the Annual Shareholders' Meeting and to exercise their right to vote, provided that they have registered and submitted the proof of share ownership in time. A special proof of share ownership issued by the custodian institution in written form ("*Textform*", Section 126 b of the German Civil Code (BGB)) is sufficient proof of entitlement. If the shares are not kept in a securities account at a financial institution as at the Record Date, proof of ownership can be issued by the Company, by a public notary, a securities depot or a financial institution within the European Union. Proof of share ownership must refer to the Record Date in each case. The proof of ownership must be in German or English.

The Record Date has no effect on the ability to dispose of the shares and has no significance for the entitlement to dividends.

The registration and proof of ownership must be received by the Company at the registration venue and the address indicated below by no later than the end of April 19, 2019:

Continental Aktiengesellschaft
c/o Computershare Operations Center
80249 Munich
Germany

Fax: +49 (0)89 30903-74675

E-mail: anmeldestelle@computershare.de

Once registration and proof of share ownership have been received by the Company, the shareholder will be sent an admission ticket for the Annual Shareholders' Meeting. We kindly ask shareholders to register and order admission tickets from their custodian institution well in advance to facilitate timely receipt of the admission tickets. Despite timely registration, it may occur in individual cases that a shareholder may not receive the admission ticket in time. Shareholders may in such cases verify with the above-mentioned registration venue prior to the Annual Shareholders' Meeting whether they are listed in the registration list, in which case they may attend the Annual Shareholders' Meeting and will receive an admission ticket on-site.

4. Absentee voting procedure

Shareholders who do not wish to participate personally in the Annual Shareholders' Meeting may also vote prior to the Annual Shareholders' Meeting in writing or through electronic communication ("absentee voting"). In this case as well, timely registration and submission of proof of share ownership pursuant to the provisions explained in item III 3 are required.

Votes submitted through absentee voting may be sent, at the option of the shareholder, to the Company by mail, fax, or e-mail. To do so, shareholders may use the form that will be sent to them together with the admission ticket after proper registration. Absentee votes must be received at the address stated in item III 5 c) below by no later than the end of April 25, 2019.

An absentee vote may also be cast using the online service available on the Company's website. Properly registered shareholders will receive access data for this online service with the admission ticket. Shareholders using this online service must cast their votes by no later than the end of the general debate on the day of the Annual Shareholders' Meeting.

Absentee voting does not preclude personal participation in the Annual Shareholders' Meeting. Personal participation in the Annual Shareholders' Meeting by a shareholder or a third-party proxy holder is considered a revocation of previously cast absentee votes and precludes an additional vote using the online service.

Shareholders will receive additional information on the procedure of absentee voting together with receipt of the admission ticket to the Annual Shareholders' Meeting. Details can also be viewed online at www.continental-ir.com under the link "Annual Shareholders' Meeting".

5. Proxy voting procedure

Shareholders who do not wish to participate personally in the Annual Shareholders' Meeting may also exercise their voting rights by proxy, e.g. through a financial

institution, a shareholder association or the proxies appointed by the Company. In this case as well, timely registration and submission of proof of share ownership pursuant to the provisions explained in item III 3 are required.

- a) When neither a financial institution nor a shareholder association or other equivalent person or institution pursuant to Section 135 (8) and (10) AktG is authorized, the proxy must be issued in written form ("*Textform*", Section 126 b BGB) to the Company or directly to the proxy holder. To do so, shareholders are kindly requested to use the authorization form that all properly registered shareholders receive with the admission ticket. In order to submit the proof of authorization by mail, fax, or e-mail, shareholders are requested to use the address stated in item III 5 c) below. The same applies to issuing proxy via a declaration to the Company; no separate proof of authorization is needed in this case. Regardless thereof, proof of authorization may also be submitted by the proxy holder by producing the proxy at the check-in desk for the Annual Shareholders' Meeting.
- b) When proxy is granted to financial institutions, shareholder associations, or other equivalent persons and institutions pursuant to Section 135 (8) and (10) AktG, as well as when evidence of such a proxy is given or the proxy is revoked, the statutory provisions apply, particularly Section 135 AktG. Shareholders are therefore requested to coordinate in advance with the financial institution, shareholder association, or equivalent person or institution pursuant to Section 135 (8) and (10) AktG regarding the form(s) that may be required for authorizing any of them.
- c) We offer our shareholders the option of granting proxy, prior to the Annual Shareholders' Meeting, to proxy holders appointed by the Company who are bound to follow the shareholders' instructions. The proxies for the proxy holders appointed by the Company must be in written form ("*Textform*", Section 126 b BGB) and must contain instructions for exercising each voting right. A proxy is not effective without such instructions. The proxy holders appointed by the Company are obligated to vote as instructed; they are not permitted to exercise voting rights at their own discretion.

Shareholders who wish to make use of this option are requested to use the authorization and instruction form included with the admission ticket and to send it to the following address by mail, fax or e-mail:

Continental Aktiengesellschaft
c/o Computershare Operations Center
80249 Munich
Germany

Fax: +49 (0)89 30903-74675
E-Mail: Continental-HV2019@computershare.de

The forms must be received at the aforementioned address by no later than the end of April 25, 2019.

Shareholders also have the option of using the online service on the Company's website for authorizing the proxy holders appointed by the Company and for issuing

instructions. Properly registered shareholders will receive access data for this online service together with the admission ticket.

Authorization and instruction of the proxy holders appointed by the Company via the online service must be submitted by no later than the end of the general debate on the day of the Annual Shareholders' Meeting.

Authorization of the proxy holders appointed by the Company does not preclude personal participation in the Annual Shareholders' Meeting. Personal participation in the Annual Shareholders' Meeting by a shareholder or a third-party proxy holder is considered a revocation of previous authorization of the proxy holders and precludes their further authorization using the online service.

More details about participating in the Annual Shareholders' Meeting and issuing proxies and instructions will be sent to shareholders together with the admission ticket to the Annual Shareholders' Meeting. Details can also be viewed online at www.continental-ir.com under the link "Annual Shareholders' Meeting".

6. Motions or nominations by shareholders pursuant to Sections 126 and 127 AktG

Shareholders are entitled to submit countermotions to a proposal by the Executive Board and/or Supervisory Board regarding a specific agenda item (Section 126 AktG) and nominations for the election of Supervisory Board members or auditors (Section 127 AktG). Countermotions and nominations that are to be made available on the Company's website must be sent to the following address only:

Continental Aktiengesellschaft
Abteilung Hauptversammlung
Vahrenwalder Straße 9
30165 Hannover
Germany

E-Mail: hv@conti.de

Countermotions or nominations by shareholders that are to be made available will be published online immediately upon receipt at www.continental-ir.com under the link "Annual Shareholders' Meeting", provided that we receive them at the above address by no later than the end of April 11, 2019. Motions sent to other addresses will not be considered. We will publish any management responses at the same Internet address.

The Company may refuse to make a countermotion or nomination and its supporting statements available if one of the exceptions enumerated under Section 126 (2) AktG applies, for instance if the countermotion would lead to a resolution of the Annual Shareholders' Meeting that violates the law or the Articles of Association. Supporting statements to a countermotion do not need to be made available if the statements contain more than 5,000 characters in total.

Additionally, a nomination under Section 127 AktG does not need to be made available if the nomination does not include the name, occupation held and place of domicile of the candidate proposed to be elected as auditor or Supervisory Board member and if the nomination for the election of Supervisory Board members does not also contain information about the nominee's membership of other statutorily mandated supervisory boards.

7. Minority's right to add items to the agenda pursuant to Section 122 (2) AktG

Shareholders whose shares together constitute a twentieth part of the Company's share capital (equivalent to approximately €25,600,765.82 or – rounded up to the next highest whole number of shares – 10,000,300 shares) or a partial amount of €500,000.00 (which – rounded up to the next highest whole number of shares – is equivalent to 195,313 shares), may demand, by the same means as provided in Section 122 (1) AktG, that items be added to the agenda and published. A supporting statement or a proposed resolution must accompany each new item. The request to add an item to the agenda must be in writing (Section 126 BGB) and must be directed to the Executive Board of the Company. It must be received no later than the end of March 26, 2019. Shareholders are requested to send their demand to the following postal address, or, if they make their request by using the qualified electronic form (Section 126 a BGB), to the following e-mail address:

Executive Board of Continental Aktiengesellschaft
Vahrenwalder Straße 9
30165 Hannover
Germany

E-Mail: hv@conti.de

Pursuant to Section 122 (1) sentence 3 AktG, applicants must prove that they have been shareholders for at least 90 days before the date on which the request is received and that they continue to hold these shares until the Executive Board has made a decision on the request.

8. Right of shareholders to receive information pursuant to Section 131 (1) AktG

Pursuant to Section 131 (1) AktG, each shareholder is entitled upon request made to the Executive Board during the Annual Shareholders' Meeting to receive information about the Company and its affairs if such information is necessary for proper appraisal of an item on the agenda. The Executive Board's duty to provide such information extends to the legal and commercial relationships of the Company to an affiliated company as well as the position of the Group and the companies included in the consolidated financial statements.

The Executive Board may refuse to provide the information for reasons set forth in Section 131 (3) AktG, for instance if, under reasonable business judgment, providing the information could invoke a disadvantage to the Company or an affiliated

company that is not insignificant or the information is continuously available on the Company's website for at least seven days before the Annual Shareholders' Meeting begins as well as throughout the Annual Shareholders' Meeting.

9. Transmission of the Annual Shareholders' Meeting on the Internet

By order of the meeting chair and on the basis of Section 19 (2) of the Company's Articles of Association, the entire Annual Shareholders' Meeting on April 26, 2019, will be transmitted live on the Internet for all shareholders and interested members of the public and will be available at www.continental-ir.com under the link "Annual Shareholders' Meeting". The live transmission of the Annual Shareholders' Meeting does not enable participation in the Annual Shareholders' Meeting within the meaning of Section 118 (1) sentence 2 AktG.

10. Publications on the website

The information and documents to be made available on the website of the Company pursuant to Section 124 a AktG, including this notice of convocation of the Annual Shareholders' Meeting, shareholder motions and additional information on the rights of shareholders under Section 122 (2), Section 126 (1), Section 127, and Section 131 (1) AktG, can be found online at www.continental-ir.com under the link "Annual Shareholders' Meeting".

11. Data protection

We collect personal data on shareholders and/or proxy holders who register for the Annual Shareholders' Meeting or authorize a proxy to exercise voting rights. The purpose of this is to enable shareholders to exercise their rights at the Annual Shareholders' Meeting. Continental AG processes this data as the controller under consideration of the provisions of the European General Data Protection Regulation (hereinafter "GDPR") and all other relevant legislation. Details on how the Company handles personal data and on your rights in accordance with the GDPR can be viewed online at www.continental-ir.com under the link "Annual Shareholders' Meeting".

Hanover, March 2019

Continental Aktiengesellschaft

The Executive Board