

Corporate Governance

Report of the Supervisory Board

Dear shareholders,

The Supervisory Board comprehensively fulfilled all tasks incumbent upon it under applicable law, the Articles of Incorporation and By-Laws in fiscal 2025. In addition, the Supervisory Board closely supervised, carefully monitored and advised the Executive Board in the management of the company. It was also directly involved in a timely manner in all decisions of fundamental importance to the company.

The Executive Board provided the Supervisory Board with regular, timely and comprehensive updates at its meetings as well as verbally and in writing on all issues of relevance to the company. In particular, these include the business performance, business strategy, planning, significant business transactions in the company and the Continental Group, and the related risks and opportunities, as well as compliance issues. The members of the Supervisory Board were also available to the Executive Board for consultation outside the meetings. As chairman of the Supervisory Board, I had regular contact with the members of the Executive Board, in particular with its chairman, and discussed current company issues and developments with them. Pursuant to a suggestion of the German Corporate Governance Code, I also held discussions with investors in fiscal 2025 on topics specific to the Supervisory Board.

Meetings of the Supervisory Board and the committees

The Supervisory Board convened for five ordinary meetings and three extraordinary meetings in fiscal 2025. The strategy meeting was held together with the ordinary meeting in September. The meeting in July had a hybrid format, while the extraordinary meetings in April, August and September were conducted virtually. All other meetings were held in person. At its meetings, the Supervisory Board regularly conferred part of the time in the absence of the Executive Board. The ordinary meetings were regularly preceded by separate preparatory discussions with shareholder and employee representatives, which were also attended by the members of the Executive Board, irrespective of the topics on the agenda.

The Chairman's Committee convened for four ordinary meetings and two extraordinary meetings in the reporting year. The ordinary meeting in July had a hybrid format, with the rest of the ordinary meetings held in person. For the extraordinary meetings in April and June, the Chairman's Committee convened virtually. The Audit Committee met four times in 2025, each time virtually. The Nomination Committee met once in 2025, virtually, and discussed the proposal to have Sabrina Soussan appointed by the Hanover Local Court as a member of the Supervisory Board (information relating to personnel changes on the Supervisory Board and Executive Board can be found on page 19). The Mediation Committee in accordance with Section 27 (3) of the German Co-determination Act (*Mitbestimmungsgesetz - MitbestG*) was not required to meet in 2025, and neither was the Committee for Related Party Transactions (RPT Committee).

There are no other committees. All committees report to the plenary session. The corporate governance statement pursuant to Sections 289f and 315d of the German Commercial Code (*Handelsgesetzbuch - HGB*) starting on page 20 describes their responsibilities in more detail and names their members.

The following overview provides information on the individual attendance of the Supervisory Board members at meetings of the Supervisory Board and its committees.

Individual attendance of Supervisory Board members at in-person and virtual meetings of the Supervisory Board and its committees in fiscal 2025

| | Attendance | |
|---|--------------------|------------|
| | Number of meetings | Percentage |
| Supervisory Board plenary session | | |
| Prof. Dr.-Ing. Wolfgang Reitzle (chairman) | 8 / 8 | 100 |
| Christiane Benner* (vice chairwoman) (until Sep. 17, 2025) | 6 / 6 | 100 |
| Hasan Allak* (vice chairman since Sep. 30, 2025) | 8 / 8 | 100 |
| Dr. Kevin Borck* | 8 / 8 | 100 |
| Dorothea von Boxberg | 7 / 8 | 88 |
| Stefan E. Buchner (until Sep. 4, 2025) | 5 / 5 | 100 |
| Dr. Gunter Dunkel (until Sep. 17, 2025) | 6 / 6 | 100 |
| Dr. Matthias Ebenau* (until Sep. 17, 2025) | 6 / 6 | 100 |
| Francesco Grioli* | 8 / 8 | 100 |
| Petra Hartwig* (since Sep. 22, 2025) | 2 / 2 | 100 |
| Michael Iglhaut* (until Sep. 17, 2025) | 5 / 6 | 83 |
| Satish Khatu | 8 / 8 | 100 |
| Isabel Corinna Knauf | 8 / 8 | 100 |
| Sabine Kühn* (since Sep. 22, 2025) | 2 / 2 | 100 |
| Michael Linnartz* (since Sep. 22, 2025) | 2 / 2 | 100 |
| Carmen Löffler* (until Sep. 17, 2025) | 6 / 6 | 100 |
| Sabine Neuß | 8 / 8 | 100 |
| Prof. Dr. Rolf Nonnenmacher | 7 / 8 | 88 |
| Anne Nothing* (until Sep. 17, 2025) | 6 / 6 | 100 |
| Klaus Rosenfeld | 6 / 8 | 75 |
| Georg F. W. Schaeffler | 8 / 8 | 100 |
| Jörg Schönfelder* | 8 / 8 | 100 |
| Sabrina Soussan (since Sep. 22, 2025) | 2 / 2 | 100 |
| Matthias Tote* | 8 / 8 | 100 |
| Nicole Werner* (since Sep. 22, 2025) | 2 / 2 | 100 |
| Chairman's Committee | | |
| Prof. Dr.-Ing. Wolfgang Reitzle (chairman) | 6 / 6 | 100 |
| Hasan Allak* | 6 / 6 | 100 |
| Christiane Benner* (until Sep. 17, 2025) | 4 / 4 | 100 |
| Francesco Grioli* (since Sep. 30, 2025) | 2 / 2 | 100 |
| Georg F. W. Schaeffler | 6 / 6 | 100 |

* Employee representative

| | Attendance | |
|--|--------------------|------------|
| | Number of meetings | Percentage |
| Audit Committee | | |
| Prof. Dr. Rolf Nonnenmacher (chairman) | 4 / 4 | 100 |
| Francesco Grioli* | 4 / 4 | 100 |
| Michael Iglhaut* (until Sep. 17, 2025) | 3 / 3 | 100 |
| Michael Linnartz* (since Sep. 30, 2025) | 1 / 1 | 100 |
| Klaus Rosenfeld | 4 / 4 | 100 |
| Georg F. W. Schaeffler | 4 / 4 | 100 |
| Matthias Tote* | 4 / 4 | 100 |
| Nomination Committee | | |
| Prof. Dr.-Ing. Wolfgang Reitzle (chairman) | 1 / 1 | 100 |
| Isabel Corinna Knauf | 1 / 1 | 100 |
| Prof. Dr. Rolf Nonnenmacher | 1 / 1 | 100 |
| Georg F. W. Schaeffler | 1 / 1 | 100 |

* Employee representative

Key topics dealt with by the Supervisory Board and the Chairman's Committee

At each ordinary meeting of the plenary session, the Executive Board informed the Supervisory Board in detail of the sales, results and employment development in the Continental Group and individual group sectors as well as the financial situation of the company. Where the actual course of business deviated from the defined plans and targets, the Executive Board provided detailed explanations. It discussed the reasons for these deviations and the measures introduced in depth with the Supervisory Board. In addition, the Executive Board regularly informed the Supervisory Board about the Continental Group's main procurement and sales markets and about Continental AG's share price performance.

Aside from this, the work of the Supervisory Board and its collaboration with the Executive Board in the year under review were largely shaped by the preparation and implementation of the spin-off of the former Automotive and Contract Manufacturing group sectors (Aumovio spin-off). The Annual Shareholders' Meeting on April 25, 2025, approved the Aumovio spin-off, which became effective upon registration in the commercial registers of Continental AG and AUMOVIO SE on September 17, 2025. AUMOVIO SE was then listed on the Frankfurt Stock Exchange on September 18, 2025. The Executive Board provided ongoing reports on this matter, and the Supervisory Board adopted all necessary resolutions. The Supervisory Board also worked closely with the Executive Board on the preparation of the sale of the Original Equipment Solutions (OESL) business area and the planned sale of the ContiTech group sector, receiving regular updates and passing all necessary resolutions.

The Supervisory Board pursued the company's claims against former Executive Board members and managers in connection with the manipulation of emission limits in vehicles of specific automotive manufacturers, and agreed to the conclusion of a comprehensive liability and coverage settlement. This settlement will be submitted to the Annual Shareholders' Meeting on April 30, 2026, for

final approval. Finally, the Supervisory Board regularly addressed the measures being taken to strengthen the risk management system (RMS), the internal control system (ICS), quality management, the technical compliance management system (tCMS) and the compliance management system (CMS).

At the meeting on **March 12, 2025**, the Supervisory Board first met without the Executive Board present and acknowledged the resignation of Dr. Ariane Reinhart from the Executive Board, effective the end of June 30, 2025, and approved the termination agreement. The company's annual financial statements and the consolidated financial statements for 2024 were also discussed and subsequently approved in the presence of the auditor. The Supervisory Board addressed in detail the tCMS and quality assurance in the former Automotive group sector as well as associated strengthening measures. The Supervisory Board received reports from internal experts for this purpose, in particular relating to the MK C2 integrated brake system produced for the BMW Group and others, which is being partly replaced. In addition, the Supervisory Board approved the Aumovio spin-off, the equity structure for the future Aumovio Group, as well as its financing agreements. This resolution also included the merger of Continental Automotive GmbH into Continental AG, a preparatory measure required for the spin-off. Finally, the draft agenda for the Annual Shareholders' Meeting presented by the Executive Board was approved, and the Supervisory Board's proposed resolutions for the Annual Shareholders' Meeting adopted.

On **April 7, 2025**, the Supervisory Board came together for an extraordinary meeting, without the Executive Board present, to pass a resolution on Dr. Ariane Reinhart's successor. Ulrike Hintze was appointed as a member of the Executive Board responsible for Human Relations and director of Labor Relations from July 1, 2025, for a period of three years until June 30, 2028.

At the meeting on **April 25, 2025**, the Supervisory Board initially passed a resolution on Olaf Schick's successor without the Executive Board present. Olaf Schick, responsible for Finance, Integrity and Law, had announced on December 11, 2024, that he would be stepping down from his position on September 30, 2025. The Supervisory Board appointed Roland Welzbacher as a member of the Executive Board from August 1, 2025, for a period of three years until July 31, 2028. Following a joint transition period, Roland Welzbacher took over responsibility for Group Finance and Controlling from Olaf Schick on October 1, 2025. The Integrity and Law function was transferred from Olaf Schick to CEO Nikolai Setzer. The Supervisory Board further approved the Executive Board's decision to discontinue tire production at the plant in Alor Setar, Malaysia.

At the meeting on **July 3, 2025**, the Supervisory Board initially discussed and resolved amendments to the standard employment contract for members of the Executive Board without the Executive Board present. This was based on the review of the contracts in view of the Aumovio spin-off and the Continental Group's focus on the remaining Tires and ContiTech group sectors. In addition, the mutually agreed termination of Philipp von Hirschheydt's appointment as a member of the Executive Board and termination of his employment contract were resolved, subject to the effective date of the registration of the Aumovio spin-off in the commercial register.

Business development was also discussed, paying particular attention to the macroeconomic situation and especially the impact of US tariff policy and market trends in China. A particular focus was placed on the Automotive group sector prior to its planned spin-off and independence. The Supervisory Board further discussed the status of ongoing projects, including the imminent Aumovio spin-off, the planned sale of OESL and the planned sale of the ContiTech group sector. Finally, the new Code of Conduct for the Continental Group was presented. The meeting concluded with a formal farewell to those Supervisory Board members leaving the board as part of the Aumovio spin-off (information relating to personnel

changes on the Supervisory Board and Executive Board can be found on page 19).

At the extraordinary meeting on **August 26, 2025**, the Executive Board provided the Supervisory Board with a comprehensive report on the final status of the OESL sale. The Executive Board explained the separation measures already implemented and those still required, detailed the valuation of the OESL entities and presented the key contractual terms of the purchase agreement. The Supervisory Board was also briefed on the final bidders and the selection of the buyer. The Supervisory Board approved the OESL sale.



At a further extraordinary meeting on **September 12, 2025**, the Supervisory Board discussed a liability and coverage settlement with six former members of the Executive Board and one former manager as well as D&O insurers, and a settlement with one former member of the Executive Board for claims arising from their termination agreement, each in connection with the manipulation of emission limits in vehicles (diesel issue). The settlement agreements were the result of intensive negotiations, particularly with respect to any claims for damages by Continental against former board members and employees. After receiving detailed explanations from external advisors and internal functions, and after weighing all advantages and disadvantages of concluding the settlement agreements, the Supervisory Board (like the Executive Board before it) approved their conclusion. The chairman of the Supervisory

Board was authorized and instructed to take all measures necessary to conclude said settlement agreements. The validity of these settlement agreements remains subject to the approval of the Annual Shareholders' Meeting on April 30, 2026.

The Supervisory Board held the strategy meeting together with the ordinary meeting on **September 30, 2025**. First, the members of the Supervisory Board elected Hasan Allak as deputy chairman of the Supervisory Board and Francesco Grioli as the employee representative member on the Mediation Committee. As a result, Francesco Grioli also became part of the Chairman's Committee. Michael Linnartz was elected as an employee representative member on the Audit Committee.

At the strategy meeting, the Executive Board and Supervisory Board discussed in detail the strategic goals and strategic focus for the Continental Group and the individual group sectors, with a focus on the Tires group sector, which is set to form the core of the Continental Group after the planned sale of ContiTech. They examined in depth how to safeguard its competitiveness amid high energy and raw material prices, geopolitical influences (including tariffs) and growing competition from Asian manufacturers. The discussion on the ContiTech strategy highlighted measures supporting the continued implementation of the growth strategy and its transformation into a leading industrial company. On the basis of benchmark analyses, they also discussed measures for establishing an agile and cost-efficient structure in both group sectors to ensure continued competitiveness. The Executive Board reported on business process outsourcing models established as part of the Aumovio spin-off and on the setup of the newly streamlined corporate holding company. The Executive Board also presented examples illustrating the current use of artificial intelligence (AI) and the approval processes for introducing AI applications. Finally, the Supervisory Board was given a review of the completed Aumovio spin-off as well as an update on the status of the planned OESL sale and the earmarked sale of the ContiTech group sector.

The ordinary meeting following the strategy meeting focused on reporting regarding ongoing business development.

At its meeting on **December 17, 2025**, Nikolai Setzer's resignation effective December 31, 2025, was approved without the Executive Board present, as was the conclusion of his termination agreement. At the same time, Christian Kötz was appointed as chairman of the Executive Board effective January 1, 2026. His current appointment to the Executive Board of Continental AG will remain unchanged until March 31, 2027. Furthermore, the Supervisory Board discussed and set the targets for the short-term incentive (STI), taking into account potential effects on financial performance criteria resulting from the planned sale of the ContiTech group sector in fiscal 2026. It also determined the main parameters of the long-term incentive (LTI). The Supervisory Board also discussed updating its profile of skills and expertise and qualifications matrix, to be prepared in accordance with the German Corporate Governance Code, each re-focused on the Tires and ContiTech group sectors following the Aumovio spin-off. In the presence of the Executive Board, the Supervisory Board extensively addressed the annual planning for 2026 and the long-term planning. It also approved the planning and investment plans for fiscal 2026. As part of this, the Supervisory Board discussed possible growth areas in the Tires and ContiTech group sectors together with the Executive Board. In addition, the Executive Board reported in detail on the current progress of the OESL sale and on preparations for the planned sale of the ContiTech group sector, in particular regarding necessary separation measures, the beginning of the sale process and initial discussions with interested bidders. Finally, the Supervisory Board was also informed of the Executive Board's decision to pursue legal action against the company's former advisors in connection with the diesel issue. The Supervisory Board expressed its support for the Executive Board's approach.

The **Chairman's Committee** convened for four ordinary meetings and two extraordinary meetings in the year under review, in which it primarily prepared personnel-related decisions for the plenary

session and issued recommendations. In addition, it also resolved the sale of Continental Brakes Italy S.p.A, Cairo Montenotte, Italy, and the extension of a lease agreement for the regional tire distribution center in Riverside, California, USA.

At its first meeting on **March 12, 2025**, proposals to the plenary session relating to the setting of targets to be achieved within the scope of the short-term incentive (STI) for fiscal 2024 and the 2021-2024 long-term incentive (LTI) tranche were resolved. It also exercised the option provided in the remuneration system to define individual performance criteria for Philipp von Hirschheydt in the form of a personal contribution factor and adopted a corresponding recommendation to the plenary session. The committee also took note of the resignation of Dr. Ariane Reinhart as a member of the Executive Board effective the end of June 30, 2025, and discussed the termination agreement, which it recommended to the plenary session.

At the extraordinary meeting on **April 7, 2025**, the Chairman's Committee discussed succession planning for the Executive Board positions vacated by Dr. Ariane Reinhart (effective June 30, 2025) and Olaf Schick (effective September 30, 2025). The Chairman's Committee resolved to propose to the plenary session that Ulrike Hintze be appointed as a member of the Executive Board, responsible for Human Relations, and director of Labor Relations. Her term is intended to last from July 1, 2025, for a period of three years until June 30, 2028. For Olaf Schick's successor, the Chairman's Committee resolved to recommend the appointment of Roland Welzbacher as a member of the Executive Board from August 1, 2025, for a period of three years until July 31, 2028. Following a joint transition period, Roland Welzbacher was to take over responsibility for Group Finance and Controlling from Olaf Schick on October 1, 2025. The Integrity and Law function was transferred from Olaf Schick to CEO Nikolai Setzer. The committee also discussed the remuneration of the Executive Board, which was revised and adjusted in view of the expected Aumovio spin-off.

At the extraordinary meeting on **June 6, 2025**, the Chairman's Committee discussed the reasons behind the planned sale of Continental Brakes Italy S.p.A, Cairo Montenotte, Italy, and approved the transaction. The committee was also informed of personnel measures in the former Automotive group sector.

At the meeting on **July 3, 2025**, the Chairman's Committee addressed amendments to the standard employment contract for members of the Executive Board. These amendments were based on the review of the contracts in view of the Aumovio spin-off and the Continental Group's focus on the Tires and ContiTech group sectors. The mutually agreed termination of Philipp von Hirschheydt's appointment as a member of the Executive Board and termination of his employment contract were also discussed, subject to the effective date of the registration of the Aumovio spin-off in the commercial register. Both measures were recommended to the plenary session for resolution.

On **September 30, 2025**, the focus of the Chairman's Committee meeting was on the resolution relating to the extension of a lease agreement for the regional tire distribution center in Riverside, California, USA.

At its meeting on **December 17, 2025**, the Chairman's Committee took note of Nikolai Setzer's resignation effective December 31, 2025, and discussed the terms of his termination agreement, which was proposed to the plenary session for resolution. At the same time, the proposal to the plenary session to appoint Christian Kötz as the chairman of the Executive Board effective January 1, 2026, was resolved. Furthermore, the committee discussed the targets for the short-term incentive (STI), taking into account potential effects on financial performance criteria resulting from the planned sale of the ContiTech group sector in fiscal 2026. The long-term incentive (LTI) was also discussed. The targets for the STI and LTI were proposed to the plenary session for resolution.

Key topics dealt with by the Audit Committee

The Audit Committee was also informed by the Executive Board in detail and on an ongoing basis about sales, results and employment development in the Continental Group and individual group sectors as well as the financial situation of the company. The Executive Board is assisted by the head of Accounting and the head of Controlling & Systems, who attend the meetings of the Audit Committee and can thereby provide information directly. In addition, the chairman of the Audit Committee is in regular contact with the chief financial officer and with the auditor outside of meetings and has access to senior employees entrusted with tasks relating to accounting, the ICS, the RMS, internal auditing and compliance. The chairman of the Audit Committee shares key information with the Audit Committee.

As a focus of each of its quarterly meetings, the Audit Committee talked with the Executive Board about the accounting as at the end of the previous quarter and the outlook for the year as a whole as well as the quarterly statements and the half-year financial report prior to their publication. Another focus of the Audit Committee's work in the past fiscal year was on dealing with the RMS, ICS and tCMS. The work of the Group Compliance and Group Internal Audit functions and reporting on significant risks and incidents were also regular topics at each meeting. This included in particular the matters described in more detail in the report on risks and opportunities and in the notes to the consolidated financial statements.

At its meeting on **March 3, 2025**, the Audit Committee discussed the company's annual financial statements and the consolidated financial statements as well as the combined non-financial statement for 2024 with the Executive Board and the auditor, and recommended their approval to the plenary session of the Supervisory Board. It also recommended that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, Hanover branch (PwC), be appointed as auditor and group auditor for fiscal 2025. Given the issues involving the MK C2 integrated brake system produced for the BMW Group and others, which is being partly replaced, the committee discussed in detail the tCMS and the quality management system in the former Automotive group sector with internal experts, as well as measures to strengthen these systems. The committee also addressed tax risks for the Continental Group.

At the meeting on **May 5, 2025**, alongside its regular recurring topics, the Audit Committee also addressed in detail the progress made in strengthening the ICS and RMS. The committee focused on the overall risk management framework and, in particular, on the CMS and RMS with regard to tax-related matters. Internal experts also

briefed the committee on the tCMS and the quality management system in the Tires group sector.

At the meeting on **July 30, 2025**, in addition to the half-year financial statements, one of the main topics on the Audit Committee's agenda was the ongoing preparations for sustainability reporting in accordance with Directive (EU) 2022/2464 on corporate sustainability reporting (Corporate Sustainability Reporting Directive, CSRD), the implementation of which was still uncertain at this time. Furthermore, the assessment of the risk situation for the Continental Group following the Aumovio spin-off was presented to the committee. Finally, the committee assessed the quality of the audit and discussed the audit risks and the audit plan for fiscal 2025.

At the meeting on **November 5, 2025**, the Audit Committee addressed the reporting for the third quarter and discussed in detail the impact of the Aumovio spin-off and the upcoming OESL sale on reporting. Aside from this, the Audit Committee also issued the mandate for the audit of the 2025 annual and consolidated financial statements, as well as the report on relations with affiliated companies and the remuneration report, and for the audit of sustainability reporting, to the auditor appointed by the Annual Shareholders' Meeting, PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, Hanover branch (PwC). In addition, the Audit Committee defined an approval framework for commissioning the auditor with permissible non-audit services in accordance with the EU Audit Regulation. The Executive Board regularly informs the Audit Committee about the use of this authorization. The committee also once again discussed sustainability reporting for fiscal 2025, including in view of the outstanding implementation of the corresponding EU Directive. Furthermore, the Tires group sector's governance concept for AI applications was presented to the committee. Group Internal Audit's audit plan for fiscal 2026 was additionally discussed, as was the status of the tCMS and the quality management system in the ContiTech group sector.

Corporate governance

At its meeting on December 17, 2025, the Supervisory Board adopted its declaration in accordance with Section 161 *AktG* on the recommendations of the German Corporate Governance Code. The profile of skills and expertise and qualifications matrix, to be prepared in accordance with the German Corporate Governance Code, were also updated in view of the Aumovio spin-off and tailored to the Tires and ContiTech group sectors. The information in the qualifications matrix is based on self-assessments provided by the members of the Supervisory Board and is updated regularly.

The chairman of the Supervisory Board was not notified of any potential conflicts of interest in 2025. In accordance with the Supervisory Board By-Laws, each member of the board is required to immediately disclose any conflicts of interest to the chairman of the Supervisory Board, who will then take any necessary measures, together with the member in question, to ensure they do not participate in discussions of the Supervisory Board and its committees on topics that could constitute a conflict of interest, and also do not receive any information in this regard. In the event of significant and non-temporary conflicts of interest, the By-Laws stipulate that the member of the Supervisory Board in question must step down from their position. When selecting the member of the Supervisory Board to be appointed on the shareholder side in the year under review

(see also the information relating to personnel changes on the Supervisory Board and Executive Board on page 19), the Nomination Committee ensured that no conflicts of interest existed or were likely to arise. In its opinion, the Supervisory Board also had an appropriate number of independent members, in particular on the shareholder side, as defined in the code at all times in the period under review. Further information on this topic and on corporate governance in general is included in the corporate governance statement pursuant to Sections 289f and 315d *HGB* (starting on page 20).

Annual and consolidated financial statements and sustainability reporting for 2025

PwC audited the annual financial statements as at December 31, 2025, prepared by the Executive Board in accordance with the provisions of the *HGB*, the 2025 consolidated financial statements and the combined management report for the company and the Continental Group, including the accounts and the system for early risk recognition. The 2025 consolidated financial statements of Continental AG were prepared in accordance with the IFRS® Accounting Standards (IFRS). The auditor issued unqualified opinions. In addition, PwC audited the Executive Board's report on relations with affiliated companies pursuant to Section 312 *AktG* (dependent company report). PwC issued the following unqualified opinion on this report in accordance with Section 313 (3) *AktG*:

"Based on the results of our statutory audit and evaluation we confirm that:

- › the actual information included in the report is correct,
- › with respect to the transactions listed in the report, payments by the company were not unduly high or detrimental effects were compensated for, and
- › there are no circumstances in favor of a significantly different assessment than that made by the Executive Board in regard to the measures listed in the report."

The Audit Committee discussed the documents relating to the annual financial statements, including the dependent company report, as well as the auditor's reports and the remuneration report with the Executive Board and the auditor on March 2, 2026. Furthermore, the plenary session of the Supervisory Board discussed these at length at its meeting to approve the annual financial statements on March 18, 2026. The discussions also covered the combined non-financial statement (in accordance with Sections 315b and 315c in conjunction with Sections 289b to 289e *HGB*) and the sustainability report (in accordance with the European Sustainability Reporting Standards, ESRS) for the Continental Group and Continental AG (jointly referred to as "sustainability reporting"). The required documents were distributed to all members of the Audit Committee and the Supervisory Board in good time before these meetings so that the members had sufficient opportunity to review them. The auditor was present at these discussions. The auditor reported on the main results of the audits of financial and sustainability reporting (the latter with limited audit assurance) and was available to provide additional information to the Audit Committee and the Supervisory Board. Based on its own review of the annual finan-

cial statements, the consolidated financial statements, the combined management report of Continental AG and of the Continental Group, as well as the dependent company report including the final declaration of the Executive Board, and based on the report and the recommendation of the Audit Committee, the Supervisory Board concurred with the results of the auditor's audit. There were no objections. The Supervisory Board approved the annual financial statements and the consolidated financial statements. The annual financial statements are thereby adopted.

PwC issued an unqualified opinion for the sustainability reporting. Based on the Supervisory Board's own review, the Audit Committee's report on its preliminary examination and its recommendation, and PwC's audit and unqualified opinion on the sustainability reporting, the Supervisory Board finds that the sustainability reporting was prepared in accordance with Sections 315b and 315c in conjunction with Sections 289b to 289e *HGB*, as well as the provisions of the ESRS. The auditor reviewed the remuneration report prepared by the Executive Board and the Supervisory Board and issued a report that is attached to the remuneration report.

The Supervisory Board together with the Executive Board will propose to the Annual Shareholders' Meeting on April 30, 2026, that a dividend of €2.70 per share entitled to dividends be paid out for the past fiscal year and that the retained earnings be carried forward to new account.

Personnel changes on the Supervisory Board and Executive Board

In connection with the spin-off of the former Automotive and Contract Manufacturing group sectors (Aumovio spin-off) taking effect, the following changes were made on the Supervisory Board of Continental AG:

- › Upon registration of the Aumovio spin-off in the commercial registers of Continental AG and AUMOVIO SE on September 17, 2025, the Supervisory Board's employee representatives who had employment contracts with spun-off companies in the Automotive and Contract Manufacturing group sectors were required by law to step down from the board. These were Michael Iglhaut, Carmen Löffler and Anne Nothing.
- › Effective the end of September 17, 2025, the representatives of IG Metall, Christiane Benner and Dr. Matthias Ebenau, also stepped down from their positions.
- › On the shareholder side, Stefan E. Buchner had already stepped down from his position effective the end of September 4, 2025, and Dr. Gunter Dunkel resigned effective the end of September 17, 2025.

The Hanover Local Court appointed the following new members to the company's Supervisory Board by judicial appointment on September 22, 2025:

- › Sabrina Soussan as a shareholder representative;
- › Sabine Kühn, chair of the works council for Konrad Hornschuch AG (now Konrad Hornschuch GmbH after a change of legal form) and Nicole Werner, chair of the works council for Vergölst GmbH, as employee representatives; and
- › Petra Hartwig, district head for IG BCE Kassel, and Michael Linhart, district head for IG BCE Hanover, as union representatives.

The newly appointed members of the Supervisory Board had the opportunity, as part of an onboarding program, to meet with members of the Executive Board, area heads and other management staff and learn about their respective functions and core tasks. This provided deeper insights into the company's economic environment as well as key production processes in the group sectors. They were also given an overview of relevant topics for the company and its governance structure.

Further information on the members of the Supervisory Board and its committees who were in office in the year under review can be found on pages 13 and 14 and on pages 334 and 335.

The changes described above occurred on the Executive Board in the reporting year.

At its meeting on **March 12, 2025**, the Supervisory Board acknowledged the resignation of Dr. Ariane Reinhart from the Executive Board effective the end of June 30, 2025. Dr. Ariane Reinhart's employment contract was extended until September 30, 2025. The Supervisory Board appointed Ulrike Hintze as her successor at its extraordinary meeting on **April 7, 2025**. She was appointed as the member of the Executive Board responsible for Human Relations and director of Labor Relations from July 1, 2025, for a period of three years until June 30, 2028.

At the meeting on **April 25, 2025**, the Supervisory Board appointed Roland Welzbacher as a member of the Executive Board from August 1, 2025, for a period of three years until July 31, 2028. Following a joint transition period, he took over responsibility for Group Finance and Controlling from Olaf Schick on October 1, 2025, after the latter stepped down effective the end of September 30, 2025. The Integrity and Law function was transferred from Olaf Schick to CEO Nikolai Setzer.

At the meeting on **July 3, 2025**, the Supervisory Board resolved the mutually agreed termination of Philipp von Hirschheydt's appointment as a member of the Executive Board and termination of his employment contract, subject to the effective date of the registration of the Aumovio spin-off in the commercial register. Upon registration of the spin-off in the commercial registers of Continental AG and AUMOVIO SE on September 17, 2025, Philipp von Hirschheydt stepped down from the Executive Board of Continental AG effective the end of September 16, 2025.

At its meeting on **December 17, 2025**, the Supervisory Board approved Nikolai Setzer's resignation effective the end of December 31, 2025, as well as the conclusion of his termination agreement. At the same time, Christian Kötz was appointed as chairman of the Executive Board effective January 1, 2026. His appointment to the Executive Board of Continental AG will remain unchanged until March 31, 2027.

The Supervisory Board would like to thank Dr. Ariane Reinhart, Philipp von Hirschheydt, Olaf Schick and Nikolai Setzer for their many years of successful work for the company.

In addition, the Supervisory Board would like to thank the Executive Board, all employees and the employee representatives for their considerable dedication over the past year.

Hanover, March 18, 2026



Prof. Dr.-Ing. Wolfgang Reitzle
Chairman