



## **Annual Shareholders' Meeting of Continental Aktiengesellschaft on July 14, 2020**

Virtual Annual Shareholders' Meeting without the physical presence of the shareholders or their proxies (with the exception of the proxy holders appointed by the Company)

Dear Shareholder,

In the following, we are pleased to provide you with some organizational information regarding the virtual Annual Shareholders' Meeting of Continental AG and on exercising your shareholder rights.

Based on the Act Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic (hereinafter "**COVID-19 Act**") the Executive Board of Continental AG, with the approval of the Supervisory Board, has decided to hold this year's Annual Shareholders' Meeting as a virtual meeting without the physical presence of the shareholders or their proxies (with the exception of the proxy holders appointed by the Company).

### **I. Registration for the virtual Annual Shareholders' Meeting; requirements for exercising shareholder rights, in particular voting rights**

The only persons entitled to exercise shareholder rights, in particular 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 **June 23, 2020, at midnight (00:00h)** ("**Record Date**"), who have registered for the Annual Shareholders' Meeting in time, and who have submitted proof of their right to exercise voting rights (hereinafter "**properly registered shareholders**"). A special proof of share ownership issued by the custodian institution in written form ("Textform", Section 126b 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.

Therefore, shareholders who only acquire their shares after the Record Date may not exercise voting rights. 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 exercise their voting rights, provided that they have registered and submitted the proof of share ownership in time. The Record Date, however, 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 venue and the address indicated below by no later than **July 7, 2020, midnight (24:00h)**:

Continental Aktiengesellschaft  
c/o Computershare Operations Center  
80249 Munich  
Germany

Fax: +49 (0)89 30903-74675  
E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

Upon due receipt of the registration and the proof of share ownership, shareholders will be sent a registration confirmation for the Annual Shareholders' Meeting. We request that shareholders ensure that proof of share ownership is dispatched to the Company as early as possible in order to ensure punctual receipt of the registration confirmation.

## **1. Registration for the Annual Shareholders' Meeting**

Registration for the Annual Shareholders' Meeting does not require a special form. Both the receipt of a request for a registration confirmation and the submission of the proof of shareholding to the above-mentioned address by the shareholder or any proxy agent of the shareholder (e.g. a depository) will be recognized as registration for the Annual Shareholders' Meeting.

## **2. Proof of share ownership**

Special proof issued by the custodian institution in written form ("Textform", Section 126b of the German Civil Code (BGB)) shall suffice as proof of share ownership. 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.

The proof of share ownership must relate to the **Record Date, June 23, 2020, at midnight (00:00h)**. The proof of ownership must be in German or English.

## II. Functions of the registration confirmation

The registration confirmation sent to the shareholders after registration and receipt of proof of share ownership, allows them to

- exercise their voting rights by mail, by fax or by e-mail, or electronically via the online service (hereinafter „**InvestorPortal**“) through absentee voting, or
- issue a proxy to a third party or grant authorization and issue instructions to the proxy holder appointed by the Company.

We kindly ask all shareholders to note the following information so as to ensure that the Annual Shareholders' Meeting proceeds smoothly and voting rights are exercised properly:

### III. Initial registration with the InvestorPortal

Shareholders may use the online service (“**InvestorPortal**“) for exercising their shareholder rights, in particular for electronic absentee voting or for electronically issuing their authorization and instructions to the proxy holders appointed by the Company. All shareholders can access the InvestorPortal via the Company's website at [www.continental-ir.de](http://www.continental-ir.de) via the “Annual Shareholders' Meeting” link. This will be available for use from **June 23, 2020**.

We kindly ask properly registered shareholders to first enter their five-digit “Registration confirmation no.” („*Anmeldebestätigung Nr.*“) and then to click NEXT. In the next step, the online access code, which is also provided on the registration confirmation, must be entered under “Online access code” (“*Internet-Zugangscode*“) before clicking on REGISTER. All shareholders are requested to enter the required information in the relevant fields **exactly** as it is shown on the registration confirmation.

Following this, they are required to confirm that they have read our legal notes as well as the disclaimer.

Shareholders can then select whether they wish to issue authorization/instructions to the proxy holders appointed by the Company or cast votes by absentee voting. For this purpose, either the “Issue authorization and instructions to the proxy holders of the Company” item or the “Cast votes by absentee voting” item must be marked as appropriate.

In the next step, the authorization and instructions can be issued and votes cast. Here, shareholders have the option of either issuing instructions/voting to adopt all resolutions as proposed by management or issuing instructions/voting separately for each individual proposed resolution listed (if issuing instructions/voting separately,

they can click on YES, NO, or ABSTAIN as appropriate). Once they have issued all their instructions/cast all their votes, shareholders should click on CONFIRM.

A confirmation of the absentee vote/authorization and instructions will then appear. Afterwards, shareholders can PRINT CONFIRMATION, CHANGE DATA, CANCEL, or LOG OFF the system.

#### **IV. Absentee voting, issuing a proxy to a third-party or granting authorization and issuing instructions to the proxies appointed by the Company**

All properly registered shareholders can vote through absentee voting in advance of as well as during the Annual Shareholders' Meeting (see item IV. 1), issue a proxy to a third party (see item IV. 2) or authorize the employees of the Company – Ms. Franziska Meyer and Mr. Thomas Roehrich – appointed by the Company as proxy holders to exercise their voting rights on their behalf (see item IV 3 below). In all cases, timely registration and submission of proof of share ownership in accordance with the information set out above are required.

##### **1. Absentee voting**

###### **a. Absentee voting by mail, fax, or e-mail**

Prior to the Annual General Meeting, votes may be sent, at the option of the shareholder, to the Company by mail, fax, or e-mail. For this purpose, the shareholders may use the form that will be sent to them together with the registration confirmation after proper registration. Absentee votes must be received at the address indicated below by no later than the end of **July 13, 2020 at midnight (24:00h)**:

Continental Aktiengesellschaft  
c/o Computershare Operations Center  
80249 Munich

Fax: +49 (0)89 30903-74675  
E-mail: [Continental-HV2020@computershare.de](mailto:Continental-HV2020@computershare.de)

The same applies to changing or revoking absentee votes submitted in this manner.

###### **b. Absentee voting using the InvestorPortal**

Up to the day of the Annual General Meeting and during the meeting, votes can also be submitted using the InvestorPortal. Properly registered shareholders will receive the access details for the InvestorPortal together with the registration confirmation. Casting votes using the InvestorPortal is **possible** up to the **time** when the chairman announces **that voting on the agenda items is closed**. We kindly ask all

shareholders to note that absentee votes can be cast using the InvestorPortal – before or during the Annual Shareholders' Meeting – only on the resolutions proposed by management for the agenda items published in the German Federal Gazette (Bundesanzeiger) with the invitation to the Annual Shareholders' Meeting.

## **2. Granting proxy to a third party**

When neither an intermediary (e.g. a financial institution) nor one of the equivalent persons or institutions pursuant to Section 135 (8) AktG (e.g. a shareholder association), but another third party is authorized, the proxy must be issued in written form ("Textform", Section 126 b BGB) to the Company or directly to the proxy holder. For this purpose, the shareholders are kindly requested to use the authorization form that all properly registered shareholders receive with the registration confirmation for the Annual Shareholders' Meeting.

In order to submit the proof of authorization by mail, fax, or e-mail, shareholders are requested to use the address stated in item VI. 1. a. above. The same applies to issuing a proxy via a declaration to the Company; a separate proof of authorization is not needed in this case.

Votes submitted by proxy holders may be sent, at the option of the shareholder, to the Company by mail, fax, or e-mail. For this purpose, the proxy holders may use the form that will be sent to the properly registered shareholders together with the registration confirmation for the Annual Shareholders' Meeting. Absentee votes submitted by the proxy holders by mail, fax or e-mail must also be received at the address stated in item VI. 1. a. above by no later than **July 13, 2020, midnight (24:00h)**.

Votes may also be submitted by proxy holders via the InvestorPortal. This requires that the proxy holder receives the access details sent to the person granting the proxy upon registration from that person in time. Please also refer to the information contained in item IV. 1. b.

## **3. Power of attorney and instructions to proxies named by the Company**

The proxy holders appointed by the Company will exercise the shareholders' voting rights strictly in line with the instructions given to them by the shareholders. We ask all shareholders to please note that authorization and instructions can be issued to proxy holders appointed by the Company – including by using the InvestorPortal before or during the Annual Shareholders' Meeting – only for the resolutions proposed by management for the agenda items published in the German Federal Gazette (Bundesanzeiger) with the invitation to the Annual Shareholders' Meeting.

## **a. Issuing authorization and instructions by mail, by fax, or by e-mail**

We kindly ask the shareholders to use the authorization and instruction forms sent together with the registration confirmations to issue authorization and instructions to the proxy holders appointed by the Company. The completed and signed form must be sent by mail, fax, or e-mail – early enough to reach us by no later than the end of **July 13, 2020, midnight (24:00h)** – at the address indicated under item VI. 1 a. above.

## **b. Issuing authorization and instructions electronically using the InvestorPortal**

All shareholders can also issue an authorization and instructions to the proxy holders appointed by the Company by using the InvestorPortal. Shareholders using the InvestorPortal should issue authorizations and instructions as early as possible but they must have been issued by no later than **at the time** when the chairman announces that **voting on the agenda items is closed**.

## **4. Revoking/changing authorization and instructions issued or votes cast using the InvestorPortal**

Using the InvestorPortal, shareholders can revoke authorization they have granted, change instructions they have issued, and change votes they have cast. You can access the InvestorPortal again by logging on again. Any revocation or modifications must also have been issued by no later than the **at the time** when the chairman has announced **that voting on the agenda items is closed**.

## **5. Shareholder hotline:**

In the event of technical questions regarding the InvestorPortal, the staff of our Annual Shareholders' Meeting service provider will be available before and during the Annual Shareholders' Meeting under the following telephone number:

Shareholder hotline: +49 (0)89 30903-6324

The shareholder hotline is available from Monday through Friday from 9:00 a.m. to 5:00 p.m. and from 8:00 a.m. on the day of the Annual Shareholders' Meeting, July 14, 2020. The hotline is closed on Bavarian public holidays.

In the event of technical questions before the start of the virtual Annual Shareholders' Meeting, shareholders can also contact our Annual Shareholders' Meeting service provider at the e-mail address [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de).

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

In accordance with Section 1 (1), (2) of the COVID-19 Act, the Executive Board, with the approval of the Supervisory Board, has decided to hold the Annual Shareholders' Meeting as a virtual meeting without the physical presence of the shareholders or their proxies.

The shareholder's rights, motions and nominations relating to agenda items and to the By-Laws are excluded according to the legal conception of the COVID-19 Act. Shareholders are nevertheless granted the opportunity, under application of Sections 126, 127 AktG, to submit countermotions and nominations in advance of the Annual Shareholders' Meeting in the manner described below:

Continental Aktiengesellschaft  
Abteilung Hauptversammlung  
Vahrenwalder Straße 9  
30165 Hanover  
Germany

E-mail: [hv@conti.de](mailto: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.de](http://www.continental-ir.de) under the link "Annual Shareholders' Meeting," provided that we receive them at the above address by no later than the end of June 29, 2020. 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 if – provided the election for a Supervisory Board member is being held – 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.

In accordance with the conception of the COVID-19 Act, however, the relevant countermotions and nominations will not be put to the vote, neither will they be otherwise discussed during the Annual Shareholders' Meeting.

## **VI. Legal remarks / disclaimer**

### **1. Authorizations issued to the proxies named by the Company and absentee voting**

If shareholders have cast votes through absentee voting or issued an authorization and instructions to the proxy holders appointed by the Company via different communication media, we will deem the votes/authorization and instructions with the most recent issue date binding, regardless of the time at which they were received.

If we receive deviating votes or instructions by different communication media and cannot determine the most recent, we will recognize the submission in the following order:

1. via InvestorPortal, 2. by e-mail, 3. by fax and 4. by mail.

The proxies appointed by the Company will not be able to represent shareholders at the Annual Shareholders' Meeting if the shareholders in question grant them authorization without issuing them voting instructions. We kindly ask all shareholders to issue instructions by checking the appropriate boxes.

Should we receive from the same shareholder both a vote cast through absentee voting as well as an authorization and instructions for the proxy holders appointed by the Company, we will deem the vote cast through absentee voting to be binding.

### **2. Use of the InvestorPortal; disclaimer**

According to the present state of the art, video and audio transmission of the virtual Annual Shareholders' Meeting and availability of the InvestorPortal may be subject to fluctuations owing to restricted availability of the telecommunications network and restricted Internet services on the part of third party providers, upon which the Company has no influence. The Company cannot therefore provide any guarantee or accept any liability for the functionality or seamless availability of the online services employed, for third party network elements used, for video and audio transmission or for access to the InvestorPortal and its general availability. Neither does the Company accept any responsibility for faults and defects in the hardware or software employed for the online service, including those used by service providers, except in the event of malicious intent. For this reason, the Company recommends making use of the above-mentioned options for exercising shareholder rights, particularly voting rights, in good time. Should compelling data-protection or security considerations so require, the chairman of the Annual Shareholders' Meeting retains the right to interrupt or completely cancel the Annual Shareholders' Meeting.

### 3. Notes regarding data protection

When shareholders and/or their proxies register for the Annual Shareholders' Meeting, authorize a proxy to exercise voting rights, exercise their shareholder rights, or use the InvestorPortal, the Company processes personal data relating to the shareholder and or his/her proxy (e.g. first and last name, address, e-mail address, number of shares, type of shareholding and personal access details for use of the InvestorPortal). This processing takes place in order to enable shareholders and their proxies access to the InvestorPortal and exercise their rights in connection with the virtual Annual Shareholders' Meeting.

The entity responsible for processing is:

Continental AG  
Vahrenwalder Str. 9  
30165 Hanover, Germany  
E-mail: [dataprotection@conti.de](mailto:dataprotection@conti.de)

Insofar as the Company appoints service providers to carry out the virtual Annual Shareholders' Meeting, these process the shareholders' personal data exclusively on behalf of the Company and are also bound by confidentiality.

Providing the legal requirements are met, each data subject has the right to be informed, to rectification, to restrict processing, to erasure and, where applicable to object to processing with regard to his or her personal data, as well as the right to data transmission and of complaint to the data protection authority at all times.

Further information on the processing of personal data and on the shareholder rights pursuant to the General Data Protection Regulation can be viewed at all times at [www.continental-ir.de](http://www.continental-ir.de) under the "General Shareholders' Meeting" link or can be requested from the following address: Continental AG, Vahrenwalder Str. 9, 30165 Hanover, Germany e-mail: [hv@conti.de](mailto:hv@conti.de).

Hanover, June 2020

Continental Aktiengesellschaft