



**Declaration of the Board of Management and Supervisory Board
of AUDI AG
regarding the recommendations of the
"Government Commission on the German Corporate Governance Code"
pursuant to Section 161 of German Stock Corporation Law**

The Board of Management and Supervisory Board of AUDI AG declare that the recommendations of the "Government Commission on the German Corporate Governance Code" published in the official section of the electronic Federal Official Gazette by the Federal Ministry of Justice are complied with.

However, the qualification applies that the Board of Management and Supervisory Board will wait until the forthcoming Shareholders' Meeting on May 14, 2003 to propose the incorporation of a performance-based remuneration component for the Supervisory Board and a regulation on remuneration for the chair and members of Supervisory Board committees into Section 16 of the articles of incorporation of AUDI AG (Code Sections 5.4.5 Para. 2 Sentence 1 and 5.4.5 Para. 1 Sentence 3).

Ingolstadt, December 9, 2002

On behalf of the Supervisory Board:

Dr. Bernd Pischetsrieder

On behalf of the Board of Management:

Dr. Martin Winterkorn