

**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 in the version dated June 6, 2008 up until the announcement of the new version on August 5, 2009 were complied with. However, the restrictions applied that Section 4.2.3, Paras. 4 and 5 of the Code (payment cap) is not complied with, that the Supervisory Board does not form a nominating committee (Section 5.3.3 of the Code), that the elections to the Supervisory Board do not take the form of election of individuals (Section 5.4.3, Sentence 1 of the Code) and that the remuneration of Supervisory Board members is not disclosed individually, itemized by component, in the Corporate Governance Report (Section 5.4.6, Para. 3, Sentence 1 of the Code).

The Board of Management and Supervisory Board of AUDI AG moreover 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 in the version dated June 18, 2009 have to this extent been complied with throughout, with the exception of Section 3.8, Para. 2, Sentence 2 (agreement of an excess for D&O insurance cover for the Supervisory Board), Section 4.2.3, Para. 2, Sentences 2 and 3 (comparative parameters for variable remuneration), Section 4.2.3, Paras. 3 and 4 (severance payment cap), Section 5.3.3 (nominating committee), and Section 5.4.3, Sentence 1 (elections to the Supervisory Board in the form of election of individuals). An excess for D&O insurance cover pursuant to Section 3.8, Para. 2, Sentence 2 of the Code is to be incorporated into the new insurance policy with effect from January 1, 2010. A severance payment cap is moreover to be incorporated into new contracts concluded with Board of Management members in the future.

Ingolstadt, November 23, 2009

On behalf of the Supervisory Board:

On behalf of the Board of Management:

.....  
Prof. Dr. Martin Winterkorn

.....  
Rupert Stadler