



**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 the German Stock Corporation Act**

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 18, 2009 up until the announcement of the new version on July 2, 2010 were complied with. However, the restrictions applied that the Supervisory Board does not form a nominating committee (section 5.3.3 of the Code) and that elections to the Supervisory Board do not take the form of election of individuals (Section 5.4.3, Sentence 1 of the Code). From November 23, 2009 a settlement cap is agreed for new contracts concluded with Board of Management members, as a result of which new contracts will comply with Section 4.2.3, Paragraphs 3 and 4 of the Code. Contracts concluded prior to that date remain unaffected by this new rule for the protection of vested rights. Effective January 1, 2010 an excess for D&O insurance was included in the insurance contract in accordance with the recommendation from Section 3.8, Paragraph 2, Sentence 2 of the Code, with the result that this recommendation too was complied with from that date. With the approval of the new remuneration system for Board of Management members on February 22, 2010 the recommendations from Section 4.2.3, Paragraph 3, Sentences 2 and 3 (ambitious, relevant comparative parameters for variable remuneration and no subsequent changes to performance targets) are met from that date.

The Board of Management and Supervisory Board of AUDI AG furthermore 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 May 26, 2010 were and are complied with, with the exception of Sections 5.4.1 (composition of the Supervisory Board), 5.3.3 (nominating committee) and 5.4.3, Sentence 1 (elections to the Supervisory Board in the form of individual elections). The recommendations from Section 5.4.1 have been newly created. Following appropriate consultations the Supervisory Board has stated specific aims in respect of its composition, with the result that the recommendations from Section 5.4.1 are met from today. The Supervisory Board is of the opinion that a nominating committee merely increases the number of committees without noticeably improving its work as a corporate body. Elections by list are a common practice in democratic elections.

Ingolstadt, Germany, November 29, 2010

On behalf of the  
Supervisory Board:

Prof. Dr. Martin Winterkorn

On behalf of the  
Board of Management:

Rupert Stadler