

**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 on July 2, 2010 in the version dated May 26, 2010 have been complied with since submission of the last Declaration of Compliance on November 29, 2010. However, the restrictions have 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). 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. Since November 23, 2009 a settlement cap has been agreed for new contracts concluded with Board of Management members, as a result of which new contracts have complied with Section 4.2.3, Paragraphs 3 and 4 of the Code from that time on. Contracts concluded prior to that date remain unaffected by this rule for the protection of vested rights.

Ingolstadt, November 23, 2011

On behalf of the Supervisory Board:

On behalf of the
Board of Management:

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Prof. Dr. Martin Winterkorn

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Rupert Stadler