

**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

On November 29, 2012 the Board of Management and Supervisory Board of AUDI AG declared, among other things, that the elections to the Supervisory Board do not take the form of election of individuals (Article 5.4.3, Sentence 1 of the Code).

At its meeting on May 15, 2013 the Supervisory Board resolved that, with immediate effect, elections to the Supervisory Board will take the form of election of individuals. The Board of Management and Supervisory Board of AUDI AG therefore declare that from that date on, the recommendations from Article 5.4.3, Sentence 1 of the German Corporate Governance Code are met.

That aside, the declaration of November 29, 2012 applies unchanged.

Ingolstadt, May 15, 2013

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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Prof. Rupert Stadler