

# EXPLANATION OF THE RIGHTS OF SHAREHOLDERS

Amendments to the agenda, motions and proposals for election,  
and right to information

Pursuant to Section 122 (2), Section 126 (1), Section 127,  
Section 131 (1) of the German Stock Corporation Act (AktG)

## AMENDMENTS TO THE AGENDA IN ACCORDANCE WITH SECTION 122 (2) OF THE GERMAN STOCK CORPORATION ACT

Shareholders whose total shares amount to 1/20<sup>th</sup> of the Company's total share capital or the proportionate amount of EUR 500,000 may demand that items be placed on the agenda and published.

Each new item must be accompanied by a substantiation or by a proposed resolution. In addition, applicants must prove that they possessed the minimum number of shares required at least three months prior to the date of the Annual General Meeting when requesting the amendment, and that they will retain the shares until a decision is made on the application. As evidence, a corresponding confirmation from the institution administering the securities shall be submitted.

Requests for additional items must be received in writing by the Company at least 30 days prior to the Meeting, i.e. no later than the end of April 21, 2015. Please send them to the following address:

By mail: I/FF-3  
Financial Communication/Financial Analysis  
"Annual General Meeting 2015"  
85045 Ingolstadt, Germany

Amendments to the agenda that are to be announced shall be published in the electronic version of the German Federal Gazette (Bundesanzeiger) without delay following receipt of the request, and shall be distributed for publication to the media that can be expected to spread the information throughout the entire European Union. They are also published on the Internet at [www.audi.com/annual\\_general\\_meeting](http://www.audi.com/annual_general_meeting).

### *// STANDARDS APPLIED*

#### *// SECTION 122 (1) OF THE GERMAN STOCK CORPORATION ACT*

"The Annual General Meeting shall be convened if shareholders whose aggregated holdings equal or exceed one-twentieth of the share capital submit a request in writing, including a statement of the purpose and reasons for the meeting; the request shall be addressed to the Board of Management. The articles of incorporation and bylaws may provide that the right to convene an Annual General Meeting shall require another form, or the holding of a lower proportion of the share capital. Section 142 (2), Sentence 2 shall apply accordingly."

#### *// SECTION 122 (2) OF THE GERMAN STOCK CORPORATION ACT*

"Similarly, shareholders whose total shares amount to one-twentieth of the Company's total share capital or the proportionate amount of EUR 500,000 may demand that items be placed on the agenda and published. Each new item must be accompanied by a substantiation or by a proposed resolution. The request in accordance with Sentence 1 must be received by the Company at least 24 days prior to the Annual General Meeting, and in the case of a listed company, at least 30 days prior to the meeting; the day of receipt shall not be counted."

#### *// SECTION 142 (2), SENTENCE 2 OF THE GERMAN STOCK CORPORATION ACT*

"The applicants must prove that they have been holders of shares for at least three months prior to the date of the Annual General Meeting, and that they will retain the shares until a decision is made on the proposal."

## MOTIONS AND ELECTION PROPOSALS BY SHAREHOLDERS IN ACCORDANCE WITH SECTIONS 126 (1) 127 OF THE GERMAN STOCK CORPORATION ACT

Every shareholder is entitled to submit countermotions to proposals of the Supervisory Board and/or the Board of Management for specific items on the agenda, as well as proposals for election.

Subject to Section 126 (2 and 3) of the German Stock Corporation Act, the Company will publish countermotions submitted by shareholders, including the name of the shareholder, the substantiation and any comments from the administration, on the Internet at [www.audi.com/annual\\_general\\_meeting](http://www.audi.com/annual_general_meeting). Shareholders must submit to the Company their permissible countermotions to proposals from the Supervisory Board and/or Board of Management for specific agenda items, including substantiation, at the address shown below no later than 14 days prior to the General Meeting, i.e. by midnight on May 7, 2015.

A countermotion and its substantiation do not need to be made accessible if

1. the Board of Management would thereby be made liable to prosecution,
2. the countermotion would result in a resolution of the Annual General Meeting that is contrary to the law or to the articles of incorporation and bylaws,
3. the substantiation contains statements on key points that are obviously false, misleading or defamatory,
4. a countermotion from the same shareholder and based on the same facts has already been made accessible to an Annual General Meeting of the Company pursuant to Section 125 of the German Stock Corporation Act,
5. if the same countermotion from the same shareholder, based on an essentially identical substantiation, has already been made accessible to at least two Annual General Meetings of the Company pursuant to Section 125 of the German Stock Corporation Act, and if less than 1/20<sup>th</sup> of the share capital represented has voted in favor of said countermotion,
6. the shareholder indicates that he/she will not participate and will not be represented at the Annual General Meeting,

7. in the past two years, during two Annual General Meetings, the shareholder has failed to propose a countermotion he/she has submitted or to cause said countermotion to be proposed.

The same applies correspondingly to proposals for election. Moreover, the Board of Management does not need to make proposals for the election of Supervisory Board members and auditors accessible if they do not contain the name, profession and place of residence of the proposed candidates, or in the case of a legal entity, the company and registered office, and in the case of proposals for the election of Supervisory Board members, if they do not contain any information regarding their membership in other statutory supervisory boards. Information should be enclosed with the proposal regarding the candidates' membership in comparable German and international supervisory bodies of commercial enterprises.

The substantiation for countermotions and proposals for election does not need to be made accessible if it exceeds 5,000 characters in total. If multiple shareholders submit countermotions for resolution of the same item or if they submit identical proposals for election, the Board of Management may combine the countermotions or proposals for election as well as their respective substantiations.

Address for countermotions and proposals for election:

By mail: AUDI AG  
I/FF-3  
Financial Communication/Financial Analysis  
"Annual General Meeting 2015"  
85045 Ingolstadt, Germany

By fax: +49 841 89-30900

By e-mail: [ir@audi.de](mailto:ir@audi.de)

**/ STANDARDS APPLIED****// SECTION 126 OF THE GERMAN STOCK CORPORATION ACT**

„(1) Proposals from shareholders, including the name of the shareholder, the substantiation and any comments from the management, shall be given to those entitled pursuant to section 125 (1) to (3), provided that the shareholder submits to the Company, at the address provided in the convocation, a counter-motion to a proposal by the Board of Management and Supervisory Board on a specific agenda item, along with the substantiation, at least 14 days prior to the meeting of the Company. The day of receipt shall not be counted. In the case of a listed company, the proposal shall be made accessible through the Company’s website. Section 125 (3) shall apply accordingly.

- (2) A counter-motion and its substantiation need not be made accessible if
1. the Board of Management would thereby be made liable to prosecution,
  2. the counter-motion would result in a resolution of the Annual General Meeting that is contrary to the law or the articles of incorporation and bylaws,
  3. the substantiation contains statements on key points that are obviously false, misleading or defamatory,
  4. a counter-motion from the same shareholder and based on the same facts has already been made accessible to an Annual General Meeting of the Company pursuant to Section 125,
  5. if the same counter-motion from the same shareholder, based on an essentially identical substantiation, has already been made accessible to at least two Annual General Meetings of the Company pursuant to Section 125, and if less than one-twentieth of the share capital represented has voted in favor of said counter-motion,
  6. the shareholder indicates that he/she will not participate and will not be represented at the Annual General Meeting,

7. in the past two years, during two Annual General Meetings, the shareholder has failed to propose a counter-motion he/she has submitted or to cause said counter-motion to be proposed.

The substantiation need not be made accessible if it exceeds 5,000 characters in total.

- (3) If multiple shareholders submit counter-motions for resolution of the same item, the Board of Management may combine the counter-motions as well as their respective substantiations.”

**// SECTION 127 OF THE GERMAN STOCK CORPORATION ACT**

“Section 126 shall apply correspondingly to proposals for election of Supervisory Board members or of auditors. Such a proposal for election does not require substantiation. The Board of Management does not need to make the proposal for election accessible if the proposal does not contain information pursuant to Section 124 (3), Sentence 3 and Section 125 (1), Sentence 5.”

**// SECTION 124 (3), SENTENCE 4 OF THE GERMAN STOCK CORPORATION ACT**

“The proposal for election of Supervisory Board members or auditors shall state the candidate’s name, profession and place of residence.”

**// SECTION 125 (1), SENTENCE 5 OF THE GERMAN STOCK CORPORATION ACT**

“In the case of listed companies, a proposal for election of Supervisory Board members shall contain information about the candidate’s membership of other statutory supervisory boards; information about their membership of comparable German and international supervisory bodies of commercial enterprises shall be enclosed.”



## RIGHT TO INFORMATION PURSUANT TO SECTION 131 (1) OF THE GERMAN STOCK CORPORATION ACT

Upon request, every shareholder shall be provided with information by the Board of Management at the Annual General Meeting regarding issues relating to the Company, insofar as the information serves to clarify an item on the agenda. This information includes the legal and business relations with affiliated companies and the state of the Group as well as the companies included in the Consolidated Financial Statements.

To better enable a proper response, shareholders and shareholders' representatives who wish to ask questions at the Annual General Meeting are kindly requested to submit these questions as early as possible to the address shown below. This submission is not a formal condition for receiving an answer. The right to information remains unaffected by this.

We ask that questions submitted in advance in accordance with the right to information pursuant to Section 131 (1) of the German Stock Corporation Act be sent to the following address:

By mail: AUDI AG  
I/FF-3  
Financial Communication/Financial Analysis  
"Annual General Meeting 2015"  
85045 Ingolstadt, Germany

By fax: +49 841 89-30900

By e-mail: [ir@audi.de](mailto:ir@audi.de)

The Board of Management may refuse to disclose information if

1. based on reasonable and prudent business judgment, disclosing the information is deemed likely to result in a material disadvantage to the Company or one of its affiliates,

2. it relates to value assessments for tax purposes or to the amounts of individual taxes,
3. it concerns the difference between the value at which items are stated in the annual balance sheet and a higher value of the item, unless the Annual General Meeting is to approve the Annual Financial Statements,
4. it regards the accounting and valuation methods, if the disclosure of such methods in the notes is sufficient to provide a true and fair portrayal of the actual situation regarding the Company's net worth, financial position and financial performance in accordance with Section 264 (2) of the German Commercial Code (HGB); this shall not apply if the Annual General Meeting is to approve the Annual Financial Statements,
5. disclosure of the information would render the Board of Management liable to prosecution,
6. the information is continuously accessible on the website of the Company for a period of at least seven days prior to and during the Annual General Meeting.

Disclosure of information may not be refused on other grounds.

If information has been disclosed to a shareholder outside the Annual General Meeting due to his/her status as a shareholder, this information shall also be provided upon request to each other shareholder in the Annual General Meeting, even if it is not necessary for proper assessment of the item on the agenda. The Board of Management may not refuse to disclose the information pursuant to numbers 1 through 4.

If a shareholder is denied the disclosure of information, he/she may request that his/her query and the grounds upon which the disclosure of information was denied be stated in the minutes of the Annual General Meeting.

**/ STANDARDS APPLIED****// SECTION 131 OF THE GERMAN STOCK CORPORATION ACT**

- „(1) At the Annual General Meeting, each shareholder shall, upon request, be provided by the Board of Management with information regarding the Company's affairs to the extent necessary for proper evaluation of the relevant item on the agenda. The duty to provide information shall also extend to the Company's legal and business relations with any affiliated company. If a company makes use of the simplified procedure pursuant to Section 266 (1), Sentence 2, Section 276 or Section 288 of the German Commercial Code, each shareholder may request that the Annual Financial Statements be presented to him/her at the Annual General Meeting considering said Annual Financial Statements, in the form specified had such provisions on simplified procedure not been applied. The duty of the Board of Management of a parent company (Section 290 [1 and 2] of the German Commercial Code) to disclose information in the Annual General Meeting considering the Consolidated Financial Statements and Group Management Report shall extend to the outlook for the group and the companies included in the Consolidated Financial Statements.
- (2) The disclosed information shall comply with the principles of diligent and accurate accounting. The articles of incorporation and bylaws or the rules of procedure in accordance with Section 129 may authorize the chairperson to limit the number of questions and speaking time of shareholders as appropriate, and to specify details in this regard.
- (3) The Board of Management may refuse to disclose information if
1. based on reasonable and prudent business judgment, disclosing the information is deemed likely to result in a material disadvantage to the Company or one of its affiliates,
  2. it relates to value assessments for tax purposes or to the amounts of individual taxes,
  3. it concerns the difference between the value at which items are stated in the annual balance sheet and a higher value of the item, unless the Annual General Meeting is to approve the Annual Financial Statements,
  4. it regards the accounting and valuation methods, if the disclosure of such methods in the notes is sufficient to provide a true and fair portrayal of the actual situation regarding the Company's net worth, financial position and financial performance in accordance with Section 264 (2) of the German Commercial Code; this shall not apply if the Annual General Meeting is to approve the Annual Financial Statements,

5. disclosure of the information would render the Board of Management liable to prosecution,
6. in the case of credit institutions or financial services institutions, information on the applied accounting and valuation methods and setoffs in the Annual Financial Statements, Management Report, Consolidated Financial Statements or Group Management Report need not be provided,
7. the information is continuously accessible on the website of the Company for a period of at least seven days prior to and during the Annual General Meeting.

Disclosure of information may not be refused on other grounds.

- (4) If information has been disclosed to a shareholder outside the Annual General Meeting due to his/her status as a shareholder, this information shall also be provided upon request to each other shareholder in the Annual General Meeting, even if it is not necessary for proper assessment of the item on the agenda. The Board of Management may not refuse to disclose the information pursuant to Subsection 3, Sentence 1, numbers 1 through 4. Sentences 1 and 2 shall not apply if a subsidiary (Section 290 [1 and 2] of the German Commercial Code), a joint venture (Section 310 [1] of the German Commercial Code) or an associated company (Section 311 [1] of the German Commercial Code) provides information to a parent company (Section 290 [1 and 2] of the German Commercial Code) in order that the company may be included in the parent company's Consolidated Financial Statements, and if disclosure of such information is required for this purpose.
- (5) If a shareholder is denied the disclosure of information, he/she may request that his/her query and the grounds upon which the disclosure of information was denied be stated in the minutes of the Annual General Meeting.”

**Ingolstadt, April 2015**

**The Board of Management**