



**Addendum to the 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**

1. With their compliance statement of November 29, 2018, the Board of Management and Supervisory Board of AUDI AG declared compliance with the recommendations of the “Government Commission on the German Corporate Governance Code” announced by the Federal Ministry of Justice and Consumer Protection on April 24, 2017, in the official section of the Federal Gazette (Bundesanzeiger), as amended on February 7, 2017, with the exception of the following numbers:

- 4.2.3, Para. 2, Sentence 3 (variable components of Board of Management remuneration, multi-year measurement basis mainly relating to future periods)
- 5.3.2, Para. 3, Sentence 2 (independence of the Chairman of the Audit Committee)
- 5.3.3 (Nominating Committee)
- 5.4.1, Para. 6 (disclosure with regard to nominations)
- 5.4.6, Para. 2, Sentence 2 (performance-related remuneration of the Supervisory Board)

2. The Supervisory Board has resolved to modify the Board of Management remuneration system. The new Board of Management remuneration system is to be presented to the 130th Annual General Meeting on May 23, 2019, for ratification pursuant to Section 120 Para. 4, Sentence 1 of the German Stock Corporation Act. All Board of Management contracts to be concluded in the future are to conform to the new Board of Management remuneration system. For the new Board of Management remuneration system compliance is declared with the recommendations of the “Government Commission on the German Corporate Governance Code” as amended on February 7, 2017, with the exception of number 4.2.3, Para. 2, Sentence 6 (amount of remuneration to be capped with maximum levels, both as regards short-term variable components and in aggregate).

The deviation from the recommendation pursuant to number 4.2.3, Para. 2, Sentence 6 derives from the fact that the share-based long-term variable remuneration component, but not the short-term variable remuneration

component, is capped with a maximum level. The Supervisory Board believes it is appropriate to dispense with a cap, because the target parameters that depend substantially on operating profit (operating return on sales and return on investment) are a direct reflection of the economic situation, so a high short-term variable remuneration and therefore a high total remuneration are justified if profit is especially good. The Supervisory Board believes that a predefined cap on the short-term variable remuneration or total remuneration could reduce the intended incentive to achieve especially good profits. In the event that an especially good profit is attributable to extraordinary developments, the Supervisory Board has reserved the right to set a limit at its reasonable discretion to uphold the requirement of equitableness.

Ingolstadt, February 21, 2019

For the Supervisory Board:

For the Board of  
Management:

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Dr. Herbert Diess

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Abraham Schot