

Declaration of the Board of Management and the Supervisory Board of  
VOLKSWAGEN AG  
on the recommendations of the  
Government Commission of the German Corporate Governance Code  
pursuant to section 161 of the German Stock Corporation Act (AktG)

The Board of Management and the Supervisory Board declare the following:

The recommendations of the Government Commission of the German Corporate Governance Code in the version dated 7 February 2017 (the Code) that was published by the German Ministry of Justice in the official section of the Federal Gazette (Bundesanzeiger) on 24 April 2017 was complied with in the period from the last Declaration of Conformity dated 16 November 2018 and will continue to be complied with, with the exception of the recommendations and their stated reasons and periods listed below.

a) 4.2.3(4) (severance payment cap)

A severance payment cap is included in new contracts concluded with members of the Board of Management, but was not stipulated in contracts concluded with Board of Management members entering their third term of office or beyond if a cap was not provided for in the initial contract. Grandfather rights were applied in this respect. This recommendation has been complied with in full since June 2019, because there are no longer any contracts containing grandfather clauses.

b) 5.3.2(3) sentence 2 (independence of the chair of the Audit Committee)

It is unclear from the wording of this recommendation whether the Chairman of the Audit Committee is "independent" within the meaning of section 5.3.2(3) sentence 2 of the Code. Such independence could be considered lacking in view of his seat on the Supervisory Board of Porsche Automobil Holding SE, kinship with other members of the Supervisory Board of the company and of Porsche Automobil Holding SE, his indirect minority interest in Porsche Automobil Holding SE, and business relations with other members of the Porsche and Piëch families who also have an indirect interest in Porsche Automobil Holding SE. However, it is our opinion that these relationships do not constitute a conflict of interest nor do they interfere with his duties as the Chairman of the Audit Committee. This deviation is therefore being declared purely as a precautionary measure.

c) 5.4.1(6-8) (disclosure regarding election recommendations)

With regard to the recommendation in section 5.4.1(6–8) of the Code according to which certain circumstances shall be disclosed when the Supervisory Board makes election proposals to the General Meeting, the guidelines in the Code are vague and the definitions unclear. Purely as a precautionary measure, we therefore declare a deviation from the Code in this respect. Notwithstanding this, the Supervisory Board will make every effort to satisfy the requirements of the recommendation.

d) 5.4.5 sentence 2 (a maximum of three supervisory board mandates in non-group listed companies or comparable companies)

On 28 June 2019, TRATON SE shares commenced trading on the regulated market of the Frankfurt Stock Exchange and the Nasdaq in Stockholm. The Chairman of the Supervisory Board has been on the supervisory boards of three listed companies since that date, namely VOLKSWAGEN AG, AUDI AG and TRATON SE, as well as on the

Supervisory Board of Bertelsmann SE & Co. KGaA. He is also Chairman of the Board of Management of Porsche Automobil Holding SE. Porsche Automobil Holding SE is not part of the same group as AUDI AG, VOLKSWAGEN AG and TRATON SE. As it cannot be ruled out that the supervisory board mandate at Bertelsmann SE & Co. KGaA would involve similar requirements to those of a supervisory mandate in a listed company, and as the precise method of counting the mandates is unclear, we therefore declare a deviation from section 5.4.5 sentence 2 of the Code as a precautionary measure. We are, however, confident that the Chairman of the Supervisory Board of VOLKSWAGEN AG has sufficient time at his disposal to fulfil the duties related to his mandate in the VOLKSWAGEN Group.

Wolfsburg, 15 November 2019

For the Supervisory Board

For the Board of Management

Pötsch

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