

VOLKSWAGEN

AKTIENGESELLSCHAFT

6. Resolution on reorganization of the system for remuneration for the Supervisory Board and the related amendments to the Articles of Association

As a result of its scheduled review of the remuneration of members of the Supervisory Board, the Supervisory Board resolved to propose a reorganization to the system of remuneration of its members to the Annual General Meeting. In future, the remuneration of members of the Supervisory Board is not to include any performance-related components, but instead consist solely of fixed remuneration components. This corresponds to trends for remuneration of members of the Supervisory Board at DAX-listed companies, the vast majority of which offer their Supervisory Board members a fixed remuneration alone. The level of the proposed remuneration component is also in line with market practice and reasonable compared to that at other major listed companies in Germany. This has been confirmed by a prestigious external remuneration consultant who assisted the Supervisory Board in reorganizing the systems for remuneration of its members.

The Supervisory Board has recommended to its members that they waive their entitlements to all remuneration payments for fiscal year 2016 irrevocably and unconditionally, where these entitlements exceed the amount that would have resulted if the proposed reorganization of remuneration for Supervisory Board members had already applied to fiscal year 2016.

The Supervisory Board and the Board of Management propose Article 17 of the current articles of association of Volkswagen Aktiengesellschaft shall be amended and shall be restated as follows:

“Article 17 Remuneration

- (1) The members of the Supervisory Board shall receive a fixed remuneration of EUR 100,000 per fiscal year in addition to the reimbursement of their expenses.
- (2) The Chairman of the Supervisory Board shall receive three times the amount, and the Deputy Chairman shall receive two times the amount of the fixed remuneration specified in subsection 1 above.
- (3) In addition, each member of the Supervisory Board shall receive an additional fixed remuneration of EUR 50,000 per committee per fiscal year for his work in a committee of the Supervisory Board, if the respective committee has met at least once a year in fulfilment of its duties. This shall not include membership of the Nomination Committee and the Mediation Committee in accordance with section 27(3) of the Mitbestimmungsgesetz (MitbestG - German Co-determination Act).

The chairmen of the committees shall receive two times the amount, and their deputy chairmen shall receive one-and-a-half times the amount of the aforementioned committee remuneration.

The work on a maximum of two committees shall be included in calculating the remuneration. In case this maximum is exceeded the two most highly remunerated functions shall be decisive for the respective remuneration.

- (4) Members of the Supervisory Board who have been member of the Supervisory Board or a committee of the Supervisory Board for only part of a fiscal year shall receive the remuneration on a pro rata temporis basis.
- (5) For attendance at a meeting of the Supervisory Board or of a committee of the Supervisory Board each attending member shall receive an attendance fee of EUR 1,000; if several meetings take place on the same day, the attendance fee shall only be paid once.
- (6) The remuneration and the attendance fees shall be payable after the end of each fiscal year.
- (7) The Company shall reimburse to each Supervisory Board member the VAT incurred on his remuneration. In addition, the Company undertakes to conclude a liability insurance in favor of the members of the Supervisory Board.”

The above amendments shall apply retroactively as of January 1, 2017.