



129TH ANNUAL GENERAL MEETING OF AUDI AG – MODIFICATIONS TO AGENDA ITEM 4

The 129th Annual General Meeting of AUDI AG was convened in due form and time on March 29 for May 9, 2018.

In modification of the published agenda, AUDI AG notifies its shareholders of the following matter in preparation for casting their votes or for taking into account in issuing corresponding instructions for their proxies:

With effect from April 12 and 13, 2018, respectively, Dr. rer. pol. h. c. Francisco Javier Garcia Sanz and Matthias Müller resigned from the Supervisory Board of AUDI AG and are no longer available for election under agenda item 4. On May 8, 2018, the Supervisory Board of AUDI AG resolved to propose Dr. Herbert Diess and Mr. Gunnar Kilian as new candidates for election to the Supervisory Board.

Agenda item 4 of the invitation to the Audi Annual General Meeting – *Election of new Supervisory Board members* – has thus been modified as follows:

The Supervisory Board consists of 20 members. Pursuant to Section 7, Para. 1 of the German Codetermination Act and Sections 96 and 101 of the German Stock Corporation Act, the Supervisory Board comprises ten shareholder representatives and ten employee representatives.

According to Section 96, Para. 2, Sentence 1 of the German Stock Corporation Act, the Supervisory Board shall comprise at least thirty percent women and at least thirty percent men. Overall compliance according to Section 96, Para. 2, Sentence 3 of the German Stock Corporation Act was rejected. The minimum quota for this election is therefore to be met separately by the shareholder and employee representative groups. Of the ten shareholder seats on the Supervisory Board, at least three seats must therefore be filled by women and at least three seats by men.

Pursuant to Section 102, Para. 1 of the German Stock Corporation Act and Section 9, Para. 2 of the Articles of Incorporation and Bylaws of AUDI AG, the term of office of the ten shareholder representatives on the Supervisory Board shall end with the close of this year's Annual General Meeting. For this reason, ten shareholder representatives are to be newly elected for a full period of office.

Pursuant to Section 102, Para. 1 of the German Stock Corporation Act and Section 9, Para. 2 of the Articles of Incorporation and Bylaws of AUDI AG, the term of office of the Supervisory Board members to be elected at this year's Annual General Meeting shall end with the close

of the Annual General Meeting which shall give discharge for the 2022 fiscal year.

The Supervisory Board proposes to the Annual General Meeting that the following persons be elected to the Supervisory Board from the close of the Annual General Meeting:

Mag. Josef Ahorner

Businessman, Vienna, Austria

Dr. Herbert Diess

Chairman of the Board of Management of Volkswagen AG, Wolfsburg
Chairman of the Board of Management of the Volkswagen Passenger Cars brand, Wolfsburg

Marianne Heiß

Chief Financial Officer of BBDO Group Germany GmbH, Düsseldorf

Gunnar Kilian

Member of the Board of Management of Volkswagen AG, Wolfsburg

Dr. Julia Kuhn-Piëch

Property Manager, Salzburg, Austria

Dr. jur. Hans Michel Piëch

Attorney, Vienna, Austria

Dipl.-Wirtsch.-Ing. Hans Dieter Pötsch

Chairman of the Supervisory Board of Volkswagen AG, Wolfsburg
Chairman of the Board of Management and Chief Financial Officer of Porsche Automobil Holding SE, Stuttgart

Dr. jur. Ferdinand Oliver Porsche

Member of the Board of Management of Familie Porsche AG
Beteiligungsgesellschaft, Salzburg, Austria

Dr. rer. comm. Wolfgang Porsche

Chairman of the Supervisory Board of Porsche Automobil Holding SE, Stuttgart
Chairman of the Supervisory Board of Dr. Ing. h.c. F. Porsche AG, Stuttgart

Hiltrud Dorothea Werner

Member of the Board of Management of Volkswagen AG, Wolfsburg

The Supervisory Board has obtained an assurance from the proposed candidates that they have the anticipated time to fulfill the requirements of the office.

The intention is to ask the Annual General Meeting to elect the new Supervisory Board members by list.

With reference to Article 5.4.3, Sentence 3 of the German Corporate Governance Code, attention is drawn to the fact that Dr. Herbert Diess is to be proposed as candidate for the Chairman of the Supervisory Board in the event that he is elected to the Supervisory Board.

/ FURTHER DETAILS

Details of the new candidates proposed for election to the Supervisory Board under agenda item 4

// DR. HERBERT DIESS ¹⁾

Chairman of the Board of Management of Volkswagen AG,
Chairman of the Board of Management of the Volkswagen Passenger Cars brand

Herbert Diess was born in Munich on October 24, 1958.

He studied vehicle technology at Munich University of Applied Sciences from 1977 and then mechanical engineering at Munich Technical University from 1978 to 1983.

After obtaining his degree in engineering, Diess was a scientific assistant at the Institute for Tool Machines and Plant Management of Munich Technical University, where he obtained a doctorate in the field of assembly automation in 1987. From 1988, he headed the Assembly Automation Department of the Institute for Tool Machines and Plant Management.

In 1989, he continued his career with Robert Bosch GmbH in Stuttgart. In 1990, he was appointed Technical Director, Planning and Maintenance, of the Robert Bosch plant at Treto in Spain, where he was General Manager from 1993.

In 1996, Diess joined BMW AG in Munich as Director, Long-Term and Structural Planning. From 1997, he headed the Process Consulting Department, first in the Production Division and then from 1998 in the Engineering and Technology Division. He was then assigned to the UK, where he was Director of BMW's Birmingham plant from 1999; one year later, he became Director of the BMW plant in Oxford. In 2003, he was appointed Director of BMW Motorcycles.

In 2007, he became Member of the Board of Management, Purchasing and Supplier Network, and, in 2012, Member of the Board of Management, Development, of BMW AG.

Effective July 1, 2015, the Supervisory Board of Volkswagen AG appointed Dr. Herbert Diess Member of the Group Board of Management

of Volkswagen AG and Chairman of the Board of Management of the Volkswagen Passenger Cars brand.

The Supervisory Board of Volkswagen AG appointed Dr. Herbert Diess as Chairman of the Board of Management of Volkswagen AG effective April 13, 2018.

Mandate:

- Infineon Technologies AG, Neubiberg

// GUNNAR KILIAN ²⁾

Member of the Board of Management of Volkswagen AG, Wolfsburg

The Supervisory Board of Volkswagen AG appointed Gunnar Kilian as Member of the Board of Management of Volkswagen AG with functional responsibility for "Human Resources and Organization" effective April, 13, 2018.

Kilian was born January 31, 1975 in Westerland/Sylt and has worked for the Volkswagen Group since 2000. He started his professional career in 1995 as an intern with a newspaper, subsequently holding various editorial posts before joining Volkswagen AG as a public relations officer in 2000.

From 2003, Kilian ran the office of a member of the German Bundestag, and returned to Volkswagen AG in 2006 as press spokesperson for the Group Works Council. He worked in the Salzburg office of the Chairman of the Volkswagen AG Supervisory Board from 2012 before returning to Wolfsburg in 2013 to take up the post of Secretary-General and General Manager of the Group Works Council.

Kilian also held Supervisory Board mandates at Wolfsburg AG, Porsche Holding Stuttgart GmbH, Volkswagen Truck & Bus GmbH, MAN Diesel & Turbo SE, Allianz für die Region GmbH as well as Volkswagen Vertriebsbetreuungsgesellschaft and MOIA GmbH.

Kilian has engaged in voluntary work for many years, for example as Chairman of the Volkswagen Belegschaftsstiftung (Volkswagen Employee Foundation) and also as a member of the Stiftungsrat (Board of Trustees) of the International Youth Meeting Center in Auschwitz.

Mandates:

- Allianz für die Region GmbH, Brunswick, Germany
- ◆ Stiftungsrat (Board of Trustees) of the International Youth Meeting Center in Auschwitz, Oświęcim, Poland

Ingolstadt, May 8, 2018

AUDI AG

The Board of Management

In connection with their duties of Group steering and governance within the Audi Group, the members of the Board of Management hold further supervisory board seats at Group companies and material participations.

- Membership of statutorily constituted domestic supervisory boards
- ◆ Membership of comparable domestic and foreign regulatory bodies