

**Draft transfer resolution:**

“In exchange for the granting of adequate cash compensation in the amount of €1,551.53 per no-par-value bearer share of AUDI AG to be paid by Volkswagen AG with its registered seat in Wolfsburg (Principal Shareholder), the shares of the remaining shareholders of AUDI AG (Minority Shareholders) will be transferred to the Principal Shareholder pursuant to sections 327a et seq. of the German Stock Corporation Act.”