


MEETING DATE	Thu, 30 Apr 2015 10:00 am	TYPE	AGM	ISSUE DATE	Tue, 21 Apr 2015
MEETING LOCATION	Hannover Congress Centrum, Theodor-Heuss-Platz 1-3, 30175 Hannover, Germany				
CURRENT INDICES	FTSE EuroFirst				
SECTOR	Tires				

PROPOSALS		ADVICE
1	<b>Presentation of the Adopted Annual Financial Statements of Continental Aktiengesellschaft and the Consolidated Financial Statements approved by the Supervisory Board, each as of December 31, 2014, the Management Report for Continental Aktiengesellschaft and the Management Report for the continental corporation for fiscal year 2014 as well as the report of the Supervisory Board and the Explanatory report of the Executive Board on the information given according to section 289 (4) and section 315 (4) of the German Commercial Code</b> Non-voting agenda item.	Non-Voting
2	<b>Approve the dividend</b> The Board proposes a dividend of EUR 3.25 per share. The dividend is covered by earnings. Acceptable proposal.	For
3.1	<b>Discharge the Executive Board Member Elmar Degenhart</b> Standard proposal. No concerns have been identified that would lead to a recommendation to oppose the proposal to discharge this member of the Management Board. Acceptable proposal.	For
3.2	<b>Discharge the Executive Board Member Jose Avila</b> Standard proposal. No concerns have been identified that would lead to a recommendation to oppose the proposal to discharge this member of the Management Board. Acceptable proposal.	For
3.3	<b>Discharge the Executive Board Member Ralf Cramer</b> Standard proposal. No concerns have been identified that would lead to a recommendation to oppose the proposal to discharge this member of the Management Board. Acceptable proposal.	For
3.4	<b>Discharge the Executive Board Member Frank Jourdan</b> Standard proposal. No concerns have been identified that would lead to a recommendation to oppose the proposal to discharge this member of the Management Board. Acceptable proposal.	For
3.5	<b>Discharge the Executive Board Member Helmut Matschi</b> Standard proposal. No concerns have been identified that would lead to a recommendation to oppose the proposal to discharge this member of the Management Board. Acceptable proposal.	For
3.6	<b>Discharge the Executive Board Member Ariane Reinhart</b> Standard proposal. No concerns have been identified that would lead to a recommendation to oppose the proposal to discharge this member of the Management Board. Acceptable proposal.	For
3.7	<b>Discharge the Executive Board Member Wolfgang Schaefer</b> Standard proposal. No concerns have been identified that would lead to a recommendation to oppose the proposal to discharge this member of the Management Board. Acceptable proposal.	For
3.8	<b>Discharge the Executive Board Member Nikolai Setzer</b> Standard proposal. No concerns have been identified that would lead to a recommendation to oppose the proposal to discharge this member of the Management Board. Acceptable proposal.	For
3.9	<b>Discharge the Executive Board Member Elke Strathmann</b> Standard proposal. No concerns have been identified that would lead to a recommendation to oppose the proposal to discharge this member of the Management Board. Acceptable proposal.	For
3.10	<b>Discharge the Executive Board Member Heinz-Gerhard Wente</b> Standard proposal. No concerns have been identified that would lead to a recommendation to oppose the proposal to discharge this member of the Management Board. Acceptable proposal.	For

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| <b>4.1</b>  | <b>Discharge the Supervisory Board Member Wolfgang Reitzle</b><br>Standard proposal. No concerns have been identified that would lead to a recommendation to oppose the proposal to discharge this member of the Supervisory Board. Acceptable proposal.                   | <b>For</b> |
| <b>4.2</b>  | <b>Discharge the Supervisory Board Member Michael Deister</b><br>Standard proposal. No concerns have been identified that would lead to a recommendation to oppose the proposal to discharge this member of the Supervisory Board. Acceptable proposal.                    | <b>For</b> |
| <b>4.3</b>  | <b>Discharge the Supervisory Board Member Gunter Dunkel</b><br>Standard proposal. No concerns have been identified that would lead to a recommendation to oppose the proposal to discharge this member of the Supervisory Board. Acceptable proposal.                      | <b>For</b> |
| <b>4.4</b>  | <b>Discharge the Supervisory Board Member Hans Fischl</b><br>Standard proposal. No concerns have been identified that would lead to a recommendation to oppose the proposal to discharge this member of the Supervisory Board. Acceptable proposal.                        | <b>For</b> |
| <b>4.5</b>  | <b>Discharge the Supervisory Board Member Peter Gutzmer</b><br>Standard proposal. No concerns have been identified that would lead to a recommendation to oppose the proposal to discharge this member of the Supervisory Board. Acceptable proposal.                      | <b>For</b> |
| <b>4.6</b>  | <b>Discharge the Supervisory Board Member Peter Hausmann</b><br>Standard proposal. No concerns have been identified that would lead to a recommendation to oppose the proposal to discharge this member of the Supervisory Board. Acceptable proposal.                     | <b>For</b> |
| <b>4.7</b>  | <b>Discharge the Supervisory Board Member Hans-Olaf Henkel</b><br>Standard proposal. No concerns have been identified that would lead to a recommendation to oppose the proposal to discharge this member of the Supervisory Board. Acceptable proposal.                   | <b>For</b> |
| <b>4.8</b>  | <b>Discharge the Supervisory Board Member Michael Iglhaut</b><br>Standard proposal. No concerns have been identified that would lead to a recommendation to oppose the proposal to discharge this member of the Supervisory Board. Acceptable proposal.                    | <b>For</b> |
| <b>4.9</b>  | <b>Discharge the Supervisory Board Member Joerg Koehlinger</b><br>Standard proposal. No concerns have been identified that would lead to a recommendation to oppose the proposal to discharge this member of the Supervisory Board. Acceptable proposal.                   | <b>For</b> |
| <b>4.10</b> | <b>Discharge the Supervisory Board Member Klaus Mangold</b><br>Standard proposal. No concerns have been identified that would lead to a recommendation to oppose the proposal to discharge this member of the Supervisory Board. Acceptable proposal.                      | <b>For</b> |
| <b>4.11</b> | <b>Discharge the Supervisory Board Member Hartmut Meine</b><br>Standard proposal. No concerns have been identified that would lead to a recommendation to oppose the proposal to discharge this member of the Supervisory Board. Acceptable proposal.                      | <b>For</b> |
| <b>4.12</b> | <b>Discharge the Supervisory Board Member Sabine Neuss</b><br>Standard proposal. No concerns have been identified that would lead to a recommendation to oppose the proposal to discharge this member of the Supervisory Board. Acceptable proposal.                       | <b>For</b> |
| <b>4.13</b> | <b>Discharge the Supervisory Board Member Dirk Nordmann</b><br>Standard proposal. No concerns have been identified that would lead to a recommendation to oppose the proposal to discharge this member of the Supervisory Board. Acceptable proposal.                      | <b>For</b> |
| <b>4.14</b> | <b>Discharge the Supervisory Board Member Rolf Nonnenmacher</b><br>Standard proposal. No concerns have been identified that would lead to a recommendation to oppose the proposal to discharge this member of the Supervisory Board. Acceptable proposal.                  | <b>For</b> |
| <b>4.15</b> | <b>Discharge the Supervisory Board Member Artur Otto</b><br>Standard proposal. No concerns have been identified that would lead to a recommendation to oppose the proposal to discharge this member of the Supervisory Board. Acceptable proposal.                         | <b>For</b> |
| <b>4.16</b> | <b>Discharge the Supervisory Board Member Klaus Rosenfeld</b><br>Standard proposal. No concerns have been identified that would lead to a recommendation to oppose the proposal to discharge this member of the Supervisory Board. Acceptable proposal.                    | <b>For</b> |
| <b>4.17</b> | <b>Discharge the Supervisory Board Member Georg Schaeffler</b><br>Standard proposal. No concerns have been identified that would lead to a recommendation to oppose the proposal to discharge this member of the Supervisory Board. Acceptable proposal.                   | <b>For</b> |
| <b>4.18</b> | <b>Discharge the Supervisory Board Member Maria-Elisabeth Schaeffler-Thumann</b><br>Standard proposal. No concerns have been identified that would lead to a recommendation to oppose the proposal to discharge this member of the Supervisory Board. Acceptable proposal. | <b>For</b> |

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| <b>4.19 Discharge the Supervisory Board Member Joerg Schoenfelder</b>                                                                                                                                                                                                                                                                                                                                              | <b>For</b>    |
| Standard proposal. No concerns have been identified that would lead to a recommendation to oppose the proposal to discharge this member of the Supervisory Board. Acceptable proposal.                                                                                                                                                                                                                             |               |
| <b>4.20 Discharge the Supervisory Board Member Kristen Voerke</b>                                                                                                                                                                                                                                                                                                                                                  | <b>For</b>    |
| Standard proposal. No concerns have been identified that would lead to a recommendation to oppose the proposal to discharge this member of the Supervisory Board. Acceptable proposal.                                                                                                                                                                                                                             |               |
| <b>4.21 Discharge the Supervisory Board Member Elke Volkmann</b>                                                                                                                                                                                                                                                                                                                                                   | <b>For</b>    |
| Standard proposal. No concerns have been identified that would lead to a recommendation to oppose the proposal to discharge this member of the Supervisory Board. Acceptable proposal.                                                                                                                                                                                                                             |               |
| <b>4.22 Discharge the Supervisory Board Member Bernd Voss</b>                                                                                                                                                                                                                                                                                                                                                      | <b>For</b>    |
| Standard proposal. No concerns have been identified that would lead to a recommendation to oppose the proposal to discharge this member of the Supervisory Board. Acceptable proposal.                                                                                                                                                                                                                             |               |
| <b>4.23 Discharge the Supervisory Board Member Erwin Woerle</b>                                                                                                                                                                                                                                                                                                                                                    | <b>For</b>    |
| Standard proposal. No concerns have been identified that would lead to a recommendation to oppose the proposal to discharge this member of the Supervisory Board. Acceptable proposal.                                                                                                                                                                                                                             |               |
| <b>4.24 Discharge the Supervisory Board Member Siegfried Wolf</b>                                                                                                                                                                                                                                                                                                                                                  | <b>For</b>    |
| Standard proposal. No concerns have been identified that would lead to a recommendation to oppose the proposal to discharge this member of the Supervisory Board. Acceptable proposal.                                                                                                                                                                                                                             |               |
| <b>5 Appoint the auditors</b>                                                                                                                                                                                                                                                                                                                                                                                      | <b>Oppose</b> |
| KPMG proposed. Non-audit fees were approximately 6.25% of audit fees during the year under review. Non-audit fees over a three year basis were approximately 17.58% of audit fees. The level of non-audit fees does not raise concerns. However, the auditors' term exceeds 10 years, which may create potential for conflict of interest on the part of the independent auditor. Triodos opposes this resolution. |               |
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