

Invitation to the Annual General Meeting

We are pleased to invite our ordinary and preferred shareholders to attend the Annual General Meeting to be held at the Congress Centrum Hamburg, Am Dammtor, 20355 Hamburg, on Thursday, April 21, 2005 starting at 10.00 a.m.

Agenda

1. Presentation of the adopted annual financial statements and consolidated financial statements, the management report and Group management report for the year ended December 31, 2004, as well as the Report of the Supervisory Board for fiscal year 2004.

2. Resolution on the appropriation of the net profit of Volkswagen AG

The Supervisory Board and the Board of Management recommend that Volkswagen AG's net retained profit of € 419,014,574.84 for fiscal year 2004 be appropriated as follows:

- a) an amount of € 292,499,116.35 to pay a dividend of € 1.05 per ordinary share carrying dividend rights and
- b) an amount of € 116,814,490.80 to pay a dividend of € 1.11 per preferred share and that the remaining amount be carried forward to new account.

The proposed amounts have been calculated on the basis of the 41,719,353 Volkswagen ordinary shares currently held and also expected to be held in the Volkswagen Group on the day of the Annual General Meeting and thus not carrying dividend rights.

3. Resolution on formal approval of the actions of the members of the Board of Management for fiscal year 2004

The Supervisory Board and the Board of Management recommend that the actions of the members of the Board of Management in fiscal year 2004 be formally approved.

4. Resolution on formal approval of the actions of the members of the Supervisory Board for fiscal year 2004

The Supervisory Board and the Board of Management recommend that the actions of the members of the Supervisory Board in fiscal year 2004 be formally approved.

5. Resolution on amendments to the Articles of Association

To make the Company's relationships with its shareholders as cost-effective as possible, the Supervisory Board and the Board of Management propose the following amendments to the Articles of Association:

- a) The *Gesetz zur weiteren Reform des Aktien- und Bilanzrechts, zu Transparenz und Publizität* (TransPuG – German Transparency and Disclosure Act), of July 19, 2002 means that the Company's notices may be published in the electronic *Bundesanzeiger* (Federal Gazette).

Article 3 of the Articles of Association is therefore revised as follows:

"The Company's notices are published in the electronic *Bundesanzeiger* (Federal Gazette), insofar as the law does not require anything to the contrary."

- b) In addition, the TransPuG allows the Annual General Meeting to be transmitted live in audio and video format.

Article 23 of the Articles of Association is therefore supplemented by the following paragraph (3):

"The chair of the Annual General Meeting may allow the recording and transmission of the Annual General Meeting in audio and video format in part or in full, electronically or through other media. It may also be transmitted in a form to which the public has unrestricted access."

- c) The *Gesetz zur Kontrolle und Transparenz im Unternehmensbereich* (KonTraG – German Act on Control and Transparency in Business) of May 1, 1998 means that shareholders are not entitled to claim individual certification of their interests.

Article 5 (2) of the Articles of Association is therefore revised as follows:

"Shareholders are not entitled to claim individual certification of their interest, to the extent that certification is not required by the rules that apply on a stock exchange on which the shares are listed. Global certificates on shares may be issued."

6. Resolution on amendments to the Articles of Association with regard to UMAG

The draft *Gesetz zur Unternehmensintegrität und Modernisierung des Anfechtungsrechts* (UMAG – Act on Business Integrity and Modernization of Shareholder Actions (Set Aside Shareholder Resolutions)) provides for amendment to the conditions for attendance at the Annual General Meeting, among other things. It allows the Articles of Association to make attendance at the Annual General Meeting or the exercise of voting rights dependent on whether the shareholders register before the meeting. The Articles of Association may also require evidence of shareholdings to be provided in the case of bearer shares to enable attendance at an Annual General Meeting on the exercise of voting rights. Evidence of the shareholding in written form from the custodian bank is sufficient.

Lastly, the UMAG also allows, among other things, the chair of the Annual General Meeting to be authorized by the Articles of Association to impose reasonable

restrictions on the time available to shareholders to address the meeting and ask questions.

The UMAG is scheduled to enter into force on November 1, 2005.

In anticipation of the UMAG provisions presented above, and in particular to ensure legal clarity regarding the attendance requirements for the Company's next Annual General Meeting in 2006, the Supervisory Board and Board of Management propose resolution of the following amendments to the Articles of Association:

a) Attendance at the Annual General Meeting

aa) Article 20(2) of the Articles of Association is revised as follows:

"The Annual General Meeting must be convened at least 30 days before the end of the day by which the shareholders are required to register prior to the Meeting (see Article 22).

bb) Article 22 of the Articles of Association is revised as follows:

"Article 22
Attendance

- (1) To be able to attend the Annual General Meeting and exercise voting rights, shareholders must have registered by no later than the end of the seventh working day prior to the date of the Annual General Meeting in written form (section 126b of the *Bürgerliches Gesetzbuch* (BGB – German Civil Code)) in German or in English.
- (2) Shareholders must also provide evidence that they are entitled to attend the Annual General Meeting and exercise voting rights. This must occur before the end of the seventh working day prior to the Annual General Meeting by presentation of evidence of the shareholding issued by the custodian bank in written form (section 126b of the *Bürgerliches Gesetzbuch* (BGB – German Civil Code)), in German or in English."

b) Right to address the Meeting and ask questions

Article 23 of the Articles of Association is supplemented by the following paragraph (4):

"The chair of the Annual General Meeting is authorized to impose reasonable restrictions on the time available to shareholders to address the meeting and ask questions from the beginning of the Annual General Meeting. In so doing, the chair of the Annual General Meeting shall be guided by the need to ensure that the Annual General Meeting is concluded within a reasonable and appropriate time."

The Board of Management will only apply to register the amendments to the Articles of Association in accordance with agenda item 6 in the Company's commercial register if, and only if, the UMAG and its provisions described above regarding attendance at the Annual General Meeting and the limitation on rights to address the meeting and ask questions have entered into force. The new provisions for attendance at Annual General Meetings will not be registered if the UMAG still permits the relevant provisions of the existing Articles of Association.

7. Resolution on the authorization to purchase and utilize own shares

The Supervisory Board and Board of Management recommend adoption of the following resolution:

- a) The Board of Management is authorized, with the approval of the Supervisory Board,
- to resell own ordinary shares of Volkswagen AG held in the Volkswagen Group in compliance with the principle of equal treatment of all shareholders, provided that such resale is not performed for the purposes of trading in own shares, or
 - to list them on stock exchanges outside Germany on which the Company's shares have not been traded previously, or
 - to offer and transfer them in the context of business combinations or in the context of the acquisition of companies or equity interests therein, or
 - to utilize them to service bearer bonds with warrants and/or convertible bonds with the exception of stock option plans for the Board of Management and employees, or
 - to retire them without a further resolution by the Annual General Meeting.

Shares may also be held and utilized in accordance with the other requirements mentioned in this resolution by other Group companies and/or by third parties for the account of Volkswagen AG or for the account of other Group companies.

This authorization will come into effect on October 23, 2005 and, with regard to the authorization to the acquisition of own shares, applies until October 21, 2006. It then replaces the authorization resolved by the Annual General Meeting of Volkswagen AG on April 22, 2004 under agenda item 7 regarding the utilization of own shares acquired.

- b) The Board of Management is authorized, with the approval of the Supervisory Board, following the complete or partial disposal, transfer to a company outside the Group, or cancellation of own shares held, to acquire additional ordinary shares and/or non-voting preferred shares of Volkswagen AG on one or more occasions, up to a maximum of 10% of the share capital, i.e. up to a maximum of 42,552,822 shares, via the stock market or by way of a public purchase offer directed to all shareholders, and to utilize such shares in accordance with the above-mentioned provisions. At no time may the own shares held by the Company account for more than 10% of the share capital. Shares may also be acquired, held and utilized in accordance with the other requirements mentioned in this resolution by other Group companies and/or by third parties for the account of Volkswagen AG or for the account of other Group companies. Derivatives may also be used.

This authorization will come into effect on October 23, 2005 and applies until October 21, 2006. It then replaces the authorization resolved by the Annual General Meeting of Volkswagen AG on April 22, 2004 under agenda item 7 regarding the acquisition of own shares.

- c) In the event of acquisition via the stock exchange, the price paid per share (not including transaction costs) may not exceed or fall short of the price of the ordinary shares or preferred shares traded in XETRA (or a comparable successor system) calculated in the opening auction on the trading day by more than 5%.
- d) In the event of a public purchase offer to all shareholders, the purchase price offered or the limits of the purchase price range offered per share (not including transaction costs) may not exceed or fall short of the closing price of the ordinary or preferred shares in XETRA (or a comparable successor system) on the trading day prior to the publication of the offer by more than 20%. If the quoted market price exceeds the purchase price offered following the publication of a formal offer, the purchase price offered may be adjusted. In such a case, the price on the last trading day prior to publication of the adjustment to the offer will apply. The volume of the offer may be limited. If the offer is oversubscribed, acceptance must be based on a quota system. Provision may be made for preferential acceptance of minor volumes of up to 100 tendered shares per shareholder.
- e) The Board of Management is authorized, with the approval of the Supervisory Board, to exercise on one or more occasions the authorizations granted in a) and b) above, either individually or collectively. The price at which the shares of Volkswagen AG may be listed on further stock exchanges in accordance with the authorizations granted in section a) and section b) above, may not fall below the price of the ordinary or preferred shares (not including transaction costs) in XETRA (or a comparable successor system) calculated at the end of the placement period by more than 5%. The price at which they are issued to third parties in the context of business combinations or acquisitions of companies or equity interests therein may not be more than 5% below the price of the ordinary or preferred shares (not including transaction costs) in XETRA trading (or a comparable successor system) calculated on the day of the agreement with third parties.
- f) Shareholders' pre-emptive subscription rights to own shares of the Company shall be disappplied if the shares are listed on stock exchanges outside Germany, offered or transferred to third parties in the context of business combinations or in the context of the acquisition of companies or equity interests therein, or utilized to service bearer bonds with warrants and/or convertible bonds.

In accordance with section 71(1) no.8 in conjunction with section 186(4) sentence 2 of the *Aktengesetz* (AktG – German Stock Corporation Act), the Board of Management hereby submits the following **report** in relation to item 7 of the agenda for the Annual General Meeting:

The Annual General Meeting of Volkswagen AG on April 22, 2004 authorized the Company to utilize the own shares previously acquired and to acquire additional own shares until October 22, 2005. This authorization was not utilized in 2004.

The authorization described in item 7 of this year's agenda is designed to enable Volkswagen AG beyond October 22, 2005 to utilize the own shares already acquired in accordance with the purposes outlined above and to continue to acquire own shares, reselling them in compliance with the principle of equal treatment of all shareholders, provided that such resale is not performed for the purposes of trading in own shares.

The own shares may also be used for listing on stock exchanges on which the shares of Volkswagen AG are not yet listed. Volkswagen AG faces strong competition on the international capital markets. It may therefore also be necessary to list shares of Volkswagen AG on other stock exchanges outside Germany. To the extent that Volkswagen AG can utilize own shares for this purpose, this would support the listing of Volkswagen shares on further stock exchanges outside Germany.

The authorizations are also designed to enable Volkswagen AG to have own shares at its disposal to be able to offer and transfer them accordingly as consideration for business combinations or acquisitions of companies or equity interests therein. The use of shares as an acquisition currency is becoming increasingly necessary in order to be able to compete internationally as a result of the globalization of the economy.

It is also designed to enable own shares acquired to be utilized to service bearer bonds with warrants and/or convertible bonds (with the exception of stock option plans for the Board of Management and employees). This avoids new shares being created if the Company already has own shares available.

The purposes mentioned above justify the proposed exclusion of shareholders' pre-emptive subscription rights.

Volkswagen AG will also be entitled to cancel own shares without requiring a further resolution by the Annual General Meeting

The Board of Management will report to the Annual General Meeting on each occasion that the authorizations are exercised.

Shares may also be acquired, held and utilized in accordance with the other requirements mentioned in this resolution by other Group companies and/or by third parties for the account of Volkswagen AG or for the account of other Group companies.

As well as acquisition via the stock market, the Company will also be given the opportunity to acquire shares via a public purchase offer (tender procedure). With this option, every shareholder of Volkswagen AG who is willing to sell can decide how many shares and, if a price range is established, at which price they wish to tender them. Should the amount of shares tendered at the specified price exceed the number of shares required by Volkswagen AG, the acceptance of tenders must be allocated accordingly. The opportunity for the preferential acceptance of small tenders or small portions of tenders of up to a maximum of one hundred shares will be provided. This opportunity is designed to avoid fractions when determining the quotas to be acquired as well as to avoid minor remaining amounts, and thus facilitate technical settlement.

8. Election of the auditors for fiscal year 2005

The Supervisory Board proposes the election of PwC Deutsche Revision Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Hanover, as the auditors for fiscal year 2005.

In order to **attend the Annual General Meeting** and to exercise voting rights, ordinary shareholders must deposit their shares or the deposit certificates representing these shares issued by a securities clearing and deposit bank with one of the depositaries listed below, a German notary, or a securities clearing and deposit bank, by no later than the end of April 14, 2005 and leave them there until the end of the Annual General Meeting.

The following banks and their subsidiaries in the **Federal Republic of Germany** are **depositaries**:

Dresdner Bank AG
Commerzbank AG
Bayerische Hypo- und Vereinsbank AG
Bayerische Landesbank Girozentrale
BHF-BANK Aktiengesellschaft
DZ BANK AG Deutsche Zentral-Genossenschaftsbank
Norddeutsche Landesbank Girozentrale
WestLB AG

In Belgium:

ING Belgique SA

In France:

Société Générale S.A.

In the UK:

UBS Investment Bank

In Italy:

Monte Titoli

Japan:

Mizuho Trust and Banking Company, Ltd.

In Luxembourg:

DEXIA Banque Internationale à Luxembourg S.A.

In the Netherlands:

ABN AMRO Bank N.V.

In Austria:

Bank Austria Creditanstalt AG

In Switzerland:

UBS AG

In Spain:

Banco Bilbao Vizcaya Argentaria, S.A.

With the approval of a depositary, shares may also be held at other credit institutions and blocked until the end of the Annual General Meeting.

The depositaries and the Company issue admission tickets entitling persons to attend the Annual General Meeting.

Voting rights may also be exercised by a proxy (including a shareholders' association).

To allow their voting rights to be exercised more easily, we offer our shareholders the opportunity to be represented at the Annual General Meeting by a proxy appointed by the Company and acting in accordance with instructions. Shareholders who wish to take advantage of this opportunity require an admission ticket to the Annual General Meeting. The form printed on this admission ticket to appoint a proxy and issue instructions must be filled out, signed and sent in the original to the following address only:

Volkswagen AG
HV-Stelle
Brieffach 1848
38436 Wolfsburg
Germany

The documents must arrive by no later than Thursday, April 14, 2005.

Motions for the Annual General Meeting in accordance with section 126(1) of the AktG are published at:

<http://www.volkswagen-ir.de>

These must be received at the following address by no later than April 7, 2005 24:00, together with evidence that the person filing the motion is a shareholder.

Volkswagen AG
HV-Stelle
Brieffach 1848
38436 Wolfsburg
Germany

Countermotions may also be transmitted by fax (only to: +49 53 61 / 92 36 91) or by e-mail (only to: hvstelle@volkswagen.de).

Statements by the Management regarding these countermotions are also published at <http://www.volkswagen-ir.de>. Countermotions must be submitted in German. If they are also to be published in English, they must be accompanied by an English translation.

VOLKSWAGEN AKTIENGESELLSCHAFT

The Board of Management

Wolfsburg, March 2005

Chairman of the Supervisory Board

Hon.-Prof. Dr. techn. h. c. Dipl.-Ing. ETH Ferdinand K. Piëch

The Board of Management:

Dr.-Ing. e. h. Bernd Pischetsrieder

Dr. rer. pol. Wolfgang Bernhard

Francisco Javier Garcia Sanz

Dr. rer. pol. h. c. Peter Hartz

Hans Dieter Pötsch

Prof. Dr.-Ing. h. c. mult. Folker Weißgerber

Prof. Dr. rer. nat. Martin Winterkorn

Domiciled in: Wolfsburg

Wolfsburg Local Court HRB 1200