

# VOLKSWAGEN

AKTIENGESELLSCHAFT

Annual General Meeting – website FAQs

## Dates

### When will the next Annual General Meeting be held?

The 56th Annual General Meeting will be held on **Wednesday, June 22, 2016** at the exhibition grounds in Hanover, “Nord 2” entrance, halls 2 and 3.

### What important dates should be noted?

Custodian banks start to send out the invitations to the Annual General Meeting:	June 1, 2016
Record date:	June 1, 2016
Last date to register for the Annual General Meeting:	June 15, 2016
Annual General Meeting:	June 22, 2016
Payment of dividend:	June 23, 2016

## Registration, invitation, admission ticket, shareholders' rights, proxies

### What documents will be provided to the shareholders?

The custodian bank will send the invitation to the Annual General Meeting with the respective voting rights form to the shareholders. The invitation to the Annual General Meeting is published in the Bundesanzeiger (Federal Gazette) on **May 12, 2016**, at the same time the documents to be made available, the shareholders' motions and additional information relating to the Annual General Meeting (also about shareholders' rights) are available on the Company's website at [www.volkswagenag.com/ir/agm](http://www.volkswagenag.com/ir/agm).

### Where is the actual annual report available for shareholders before the Annual General Meeting?

The actual annual report and additional documents (for example the Navigator or the Sustainability Report) are available at “IR Tools & Services” / “Order Form” on the Company's website at [www.volkswagenag.com/ir](http://www.volkswagenag.com/ir).

### How and where can shareholders register for the Annual General Meeting?

The custodian bank will send the invitation to the Annual General Meeting together with the agenda to the shareholders as of June 1, 2016. Shareholders can use the attached voting rights form to request an admission ticket or authorize their custodian bank to exercise their voting rights, insofar as it offers this service.

As a rule, the custodian banks perform the necessary registration and shareholding submission procedures. Shareholders are asked to contact their custodian bank and request an admission ticket.

### What should shareholders do if they have not received an invitation?

The shares of Volkswagen Aktiengesellschaft are bearer shares, which mean that General Meeting documents are sent exclusively via the custodian banks. Shareholders should therefore contact their custodian bank.

### What are the conditions for attending and exercising voting rights?

The General Meeting is first and foremost an event at which shareholders can exercise their right to ask questions and vote.

Shareholders are authorized to attend the Annual General Meeting and exercise their voting rights if they are shareholders of the Company by the beginning of the 21st day before the Annual General Meeting, i.e. by **00:00 on June 1, 2016** (record date). Registrations must be accompanied by evidence of the shareholdings issued by the custodian bank and sent to the registration agent, to be received no later than **June 15, 2016**. The registration and evidence of shareholdings must be submitted in either German or English. Text form is sufficient for the evidence of shareholdings (see section 126b of the Bürgerliches Gesetzbuch (BGB – German Civil Code)).

# VOLKSWAGEN

AKTIENGESELLSCHAFT

Page 2

## **How can shareholders file motions for additions in accordance with section 122(2) of the Aktiengesetz (AktG – German Stock Corporation Act)?**

Shareholders whose combined shareholdings amount to one-twentieth of the share capital or represent a proportionate interest of €500,000 (corresponding to 195,313 shares) may, in accordance with section 122(2) in conjunction with section 122(1) of the AktG, require items to be added to the agenda and published. Each new item must be accompanied by a reason or by a proposed resolution. The notice requiring the new item to be added must be received by the Company, together with proof, issued by the shareholder's custodian bank, that the shareholders hold the minimum number of shares, by **May 22, 2016, 24:00** exclusively at the following address:

**Volkswagen Aktiengesellschaft**  
**HV-Stelle**  
**Brieffach 1848**  
**38436 Wolfsburg, Germany**  
Fax: **+49-5361-9-5600100**  
or by e-mail to: [hvstelle@volkswagen.de](mailto:hvstelle@volkswagen.de)

Motions for additions to the agenda will be published without delay in the Bundesanzeiger (Federal Gazette) and on the Company's website at [www.volkswagenag.com/ir/agm](http://www.volkswagenag.com/ir/agm).

## **How can shareholders announce countermotions and proposals for election in accordance with sections 126(1) and 127 of the AktG?**

Countermotions to proposals of the Board of Management and/or the Supervisory Board on specific agenda items, plus the reasons for them, and proposals for election must be submitted, together with evidence that the person filing the countermotion or making the proposal is a shareholder, exclusively to the following address by **June 7, 2016, 24:00**:

**Volkswagen Aktiengesellschaft**  
**HV-Stelle**  
**Brieffach 1848**  
**38436 Wolfsburg, Germany**  
Fax: **+49-5361-9-5600100**  
or by e-mail to: [hvstelle@volkswagen.de](mailto:hvstelle@volkswagen.de)

Countermotions and proposals for election must be submitted in German. If they are also to be published in English, they must be accompanied by an English translation.

Countermotions and proposals for election will be published without delay on the Company's website at [www.volkswagenag.com/ir/agm](http://www.volkswagenag.com/ir/agm). Any statements by the Management will also be published at the website shown above.

## **Can shareholders be represented at the Annual General Meeting and grant proxies and issue instructions prior to the meeting?**

Shareholders who do not attend the Annual General Meeting in person may exercise their voting rights through a proxy holder, e.g. a credit institution, a shareholders' association, or a third party, but not in the proxy holder's own name. Proxies, revocations of proxies and proof of authorization submitted to the Company must be in text form.

If the shareholder's custodian bank offers to exercise voting rights and the shareholder wishes to use this service, he returns the accordingly completed voting rights form and authorizes his custodian bank to exercise his voting rights.

Proxies can also be granted to a person of trust, a shareholder's association or to proxy holders designated by Volkswagen Aktiengesellschaft who will be bound to the shareholder's voting instructions. **To do so, the shareholder must first request an admission ticket.** The form printed on the admission ticket can be used to issue the proxy and the instructions, if applicable.

# VOLKSWAGEN

AKTIENGESELLSCHAFT

Page 3

## **How can shareholders be represented by proxy holders designated by the Company?**

We offer our shareholders the opportunity to be represented by proxy holders designated by the Company who will vote on their behalf in accordance with their voting instructions. The proxy holders are obliged to vote as instructed. It should be noted in this regard that proxy holders will only vote in accordance with the instructions given by the shareholder in question; if they have not been given instructions on certain agenda items, they will not vote on them. The authorized Company proxy holders represent shareholders for voting purposes only; they cannot be instructed to address the Annual General Meeting, to file objections against Annual General Meeting resolutions, or to support motions (e.g. forming quorums), etc.

Shareholders who wish to take advantage of this opportunity require an admission ticket to the Annual General Meeting. Proxies, revocations of proxies and proof of authorization submitted to the Company must be in text form. The form printed on the admission ticket can be used to issue the proxy and instructions. The completed and signed form in favor of the proxy holder designated by the Company must be sent via mail, fax or e-mail to the following address by no later than **24:00 on Tuesday, June 21, 2016** (date of receipt) at the latest:

**Volkswagen Aktiengesellschaft**  
**c/o Computershare Operations Center**  
**80249 Munich, Germany**  
Fax: **+49 89 30903-74675**  
or by e-mail to: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

If you participate in the Annual General Meeting in person or via a third-party proxy, this will automatically cancel any authorization and instructions issued to the proxy holders designated by the Company.

Proxies can be granted and revoked and instructions issued on the Company's website at [www.volkswagenag.com/ir/agm](http://www.volkswagenag.com/ir/agm) using the data on the admission ticket

## **Can proxies be granted and/or instructions issued on the internet?**

Shareholders can also electronically authorize the proxy holders designated by the Company to exercise their shareholder rights **before** and even **during** the Annual General Meeting until **13:00**. Until then they can also revoke such authorization and/or can issue or amend instructions. Authorization of a third party can be amended or revoked until the end of the General Meeting. Shareholders can access this online proxy system using the **data of their admission ticket** on the Company's website at [www.volkswagenag.com/ir/agm](http://www.volkswagenag.com/ir/agm) by following the link "Proxy Voting".

## **Are there other ways to grant proxies electronically?**

Proxies and revocations of proxies can also be sent to the Company:

by Fax and text messages to: **+49-5361-95600100**  
or by e-mail to: [hvstelle@volkswagen.de](mailto:hvstelle@volkswagen.de)

## **What should shareholders do if they have registered for the Annual General Meeting in good time but have not received their admission ticket(s)?**

Shareholders who have registered within the time limit but have not received their admission ticket(s) will be referred to the special counter in the foyer on the day of the Annual General Meeting, where their registration data will be reviewed after proof of identity and, if applicable, a replacement admission ticket is issued. The ticket authorizes them to attend the General Meeting and exercise their voting rights. If their registration data cannot be found, we consider enabling the shareholders to attend the General Meeting with a guest ticket (i.e. with no right to speak or vote).

## Start and duration of the Annual General Meeting

### When will the Annual General Meeting start and how long will it take?

The Annual General Meeting starts at 10:00 a.m. on June 22, 2016.

It is not possible to predict when the General Meeting will end as this depends on the course of the General Meeting and the kind and number of questions asked there.

### What documents will be available to shareholders on the day of the Annual General Meeting?

Shareholders will be issued with the voting card block and a marker pen in exchange for their admission ticket at the "Akkreditierungsschalter" (accreditation counter). Shareholders will also receive the invitation to the Annual General Meeting and the information sheet "Information for Shareholders" at the accreditation counter.

Additional documents will be available at the special counter in the foyer.

## Voting procedure, voting card block, proxy voting, leaving the Annual General Meeting, certificate of attendance

### Who is entitled to vote at the Annual General Meeting?

Only ordinary shareholders or their proxy holders have voting rights at the Annual General Meeting. Preferred shareholders have the right to attend the Annual General Meeting.

### How and where do shareholders vote?

Shareholders vote in the meeting hall using the voting cards contained in the voting card block.

As a general rule, one general voting card is used to vote on all agenda items at the Annual General Meeting. Voting card S1 must be submitted if you would like to vote yes, no, or abstain from at least one agenda item. In these cases, you must mark the corresponding box after the agenda item concerned.

You can also vote yes, no, or abstain from all agenda items with one single cross. To do so, simply select "Alle Abstimmungen" (all motions) on the S1 voting card.

The Chair of the meeting can modify the voting procedure in special cases and will explain this in the meeting.

The voting card block contains special voting cards for any special votes. The Chair of the meeting will indicate when these special voting cards are to be used.

You will find further information on the voting procedure in the information sheet "Information for Shareholders" given to you at the accreditation counter on the day of the Annual General Meeting.

### Can shareholders leave the Annual General Meeting temporarily?

Shareholders can leave the Annual General Meeting temporarily at any time. However, shareholders must report to the staff at the exit counters when they leave so that they can be removed from the attendance list. Shareholders must be **added back to the attendance list** at the entry counters every time they return to the meeting hall.

Page 5

## **Can shareholders transfer their voting rights during the Annual General Meeting?**

If shareholders leave the Annual General Meeting early and nevertheless want their voting rights to be exercised, they can authorize another shareholder or the proxy holders designated by Volkswagen Aktiengesellschaft to exercise their voting rights. To do so, the shareholder must sign and provide instructions on the proxy card in the voting card block and present the proxy card at the exit counter in the foyer. If you have any questions concerning proxies granted or instructions issued please do not hesitate to contact our staff at the exit counters.

## **Where can shareholders obtain a certificate of attendance for the tax office?**

The reverse side of the voting card block serves as a certificate of attendance for the tax office. This side must be detached from the voting card block before leaving the Annual General Meeting early.

## **Broadcast of the Annual General Meeting**

### **Will the Annual General Meeting be broadcast on the Internet?**

On the instructions of the Chair of the Annual General Meeting, all shareholders of Volkswagen Aktiengesellschaft and any interested members of the public can follow the introductory statement of the Chairman of the Supervisory Board and the speech of the Chairman of the Board of Management live on the Company's website at [www.volkswagenag.com/ir/agm](http://www.volkswagenag.com/ir/agm) on June 22, 2016 starting at 10:00 a.m.

The speech of the Chairman of the Board of Management will be available as a recording for a limited period after the meeting.

## **Requests to speak at the Annual General Meeting**

### **How and where can shareholders request to speak?**

Shareholders can request to speak at the request desk situated directly to the left of the stage in the meeting hall on presentation of their voting card block. Even if a shareholder has announced to submit questions or motions prior to the meeting to the AGM office of Volkswagen Aktiengesellschaft, it is mandatory for the shareholder to present them orally at the meeting concerned.

## **Organizational matters**

### **Getting there by car**

Please use **Hermesallee, intersection Nordallee, 30521 Hanover** as your satnav/GPS destination. Hermesallee borders the exhibition grounds to the north.

### **Parking**

Reserved parking spaces are available free of charge outside the exhibition grounds. The parking system will direct shareholders to free parking spaces in the P4 Nord car park. Separate parking spaces are available directly in front of the "Messe NORD 2" entrance for people with reduced mobility.

### **Getting there using public transport**

The exhibition grounds can be reached from Hanover Central Station via Kröpcke, Aegidientorplatz, Altenbekener Damm, Bothmerstraße by light rail (Stadtbahn) line 8 in about 17 minutes (Messe NORD 2 entrance).

# VOLKSWAGEN

AKTIENGESELLSCHAFT

Page 6

## **Public transport fare**

The admission ticket is a valid special ticket for second class public transport throughout the Großraum-Verkehr-Hannover (GVH – Greater Hannover Transport Network) network and can be used for free travel to and from the meeting on June 22, 2016. The ticket is only valid in conjunction with a photo ID or passport and is not transferable. Additional information is available at [www.gvh.de](http://www.gvh.de).

## **Meeting halls**

Halls 2 and 3 at the exhibition grounds in Hanover open at 8:00. We recommend arriving early to avoid queuing at the entry control point and the accreditation counter.

## **Vehicle presentation**

During the General Meeting, the Volkswagen Group will showcase a small selection of its current product range to its shareholders in hall 2.

## **Security**

As in previous years, we will take comprehensive security measures in the interests of all attendees. Dangerous objects may not be taken into the meeting hall; we will hold them in safekeeping for the duration of the meeting. To avoid this procedure, we would ask you not to take along such objects.

## **Cell phones**

The use of cameras and cell phones is not permitted during the meeting in hall 3 to ensure the meeting can be conducted free of interruptions.

## **Catering**

Initially shareholders can enjoy limited catering as of 8:00 a.m. when doors open and full catering as of 10:00 a.m. Refreshments and snacks will be available in the area of the vehicle presentation.

## **Contact**

You can contact the HV-Stelle (AGM office) by phone at the following numbers:

**+49 – 53 61 – 92 45 42**

**+49 – 53 61 – 94 20 85**

Please send written enquiries to [hvstelle@volkswagen.de](mailto:hvstelle@volkswagen.de)

We are happy to answer any questions you may have.