

# VOLKSWAGEN

AKTIENGESELLSCHAFT

## Information on Shareholders' Rights for the virtual Annual General Meeting of Volkswagen Aktiengesellschaft on July 22, 2021

(in accordance with section 122(2), section 126(1), section 127, 131 of the Aktiengesetz (AktG – German Stock Corporation Act) and section 1 of the Gesetz über Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins-, Stiftungs- und Wohnungseigentumsrecht zur Bekämpfung der Auswirkungen der COVID-19-Pandemie of March 27, 2020 (COVID-19-Gesetz) (COVID-19-Gesetz – Act Concerning Measures Under the Laws relating to Companies, Cooperative Societies, Associations, Foundations and Commonhold Property) as amended by the Gesetz zur weiteren Verkürzung des Restschuldbefreiungsverfahrens und zur Anpassung pandemiebedingter Vorschriften im Gesellschafts-, Genossenschafts-, Vereins- und Stiftungsrecht sowie im Miet- und Pachtrecht (Law on the Further Shortening of Residual Debt Relief Proceedings and on the Adjustment of Pandemic-Related Provisions in Company, Cooperative, Association and Foundation Law and in Rental and Lease Law) of December 22, 2020 (hereinafter called the COVID-19-Gesetz))

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### 1. Motions for additions to the agenda in accordance with section 122(2) of the Aktiengesetz (AktG – German Stock Corporation Act)

Shareholders whose shareholdings when taken together amount to one-twentieth of the share capital or a proportionate interest of EUR 500,000 (corresponding to 195,313 shares) may, in accordance with section 122(2) in conjunction with section 122(1) of the Aktiengesetz require items to be added to the agenda and published. Each new item must be accompanied by the reasons for it 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 June 21, 2021, 24:00 (CEST) exclusively** at the following address:

Volkswagen Aktiengesellschaft  
The Board of Management  
c/o HV-Stelle  
Brieffach 1848/3  
D-38436 Wolfsburg  
Telefax: +49-5361-95600100  
or by e-mail to: [hvstelle@volkswagen.de](mailto:hvstelle@volkswagen.de)

Motions for additions to the agenda must be submitted in German. If they are meant to be published in English as well, a translation is to be enclosed.

Applicants have to prove that they have held the shares for at least 90 days before the day the motion for addition was received and that they will hold the shares until the Board of

Management decides on the request. We refer to section 70 of the AktG for the calculation of the time of share ownership.

Motions for additions to the agenda liable to publication will be published without delay in the Bundesanzeiger (Federal Gazette) and disseminated throughout Europe.

Furthermore, the motions for additions to the agenda will be published on the Company's website at [www.volkswagenag.com/ir/agm](http://www.volkswagenag.com/ir/agm).

## **2. Motions and proposals for election by shareholders in accordance with sections 126(1) and 127 of the Aktiengesetz (AktG – German Corporation Act)**

In accordance with sections 126(1) and 127 of the Aktiengesetz, shareholders are given the opportunity to submit countermotions with the relevant explanation and proposals for election, together with evidence that the person filing the countermotion or making the proposal is a shareholder, **exclusively** to the following address **by 24:00 (CEST) on July 7, 2021**:

Volkswagen Aktiengesellschaft  
HV-Stelle  
Brieffach 1848/3  
D-38436 Wolfsburg  
Telefax: +49-5361-95600100  
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 meant to be published in English as well, a translation is to be enclosed.

In accordance with sections 126(1) and 127 of the AktG, countermotions and proposals for election from shareholders to be made accessible will be published without delay on the Company's website at [www.volkswagenag.com/ir/agm](http://www.volkswagenag.com/ir/agm) with the shareholder's name. Other personal data will not be disclosed unless the applicant explicitly requests disclosure of the data.

Any statements by the Management will also be published at the website shown above.

Countermotions and their reasons need not be made available, if

1. the Board of Management would commit an offence by doing so,
2. the countermotion would lead to an illegal resolution by the annual general meeting, or to a resolution that infringes the Articles of Association,
3. the reasons given clearly contain erroneous or misleading information in material aspects, or if they contain defamations,
4. a countermotion by the shareholder based on the same subject matter has already been made available to an annual general meeting of the Company in accordance with section 125 of the AktG,

5. the same countermotion by the shareholder with essentially the same reason has already been made available in relation to at least two annual general meetings of the Company in accordance with section 125 of the AktG within the last five years and less than one-twentieth of the share capital represented at the general meeting has voted in favor of it,
6. the shareholder indicates that he or she will not be attending the annual general meeting and will not be represented at it, or
7. the shareholder did not present and did not have presented a countermotion submitted by him or her at two annual general meetings in the last two years.

The same principles apply where proposals for election are to be made available. Furthermore, the Board of Management do not need make proposals available if these do not contain the name, practiced profession and place of residence of the proposed candidates, or the name and domicile in the case of legal entities.

The reasons for countermotions and proposals for election do not need be made available if their total length exceeds 5,000 characters. If multiple shareholders submit countermotions on the same item for resolution or if they make the same proposals for election, the Board of Management is entitled to consolidate the countermotions or proposals and their respective reasons.

In accordance with sections 1 (2) sentence 3 COVID-19-Gesetz and 126, 127 of the Aktiengesetz, countermotions and nominations that must be made accessible will be deemed to have been made at the virtual Annual General Meeting if the shareholder submitting the question or making the nomination has duly had their identity proven and been registered for the meeting.

Motions by shareholders relating to the rejection of the proposals of the Management or the Supervisory Board can be supported by checking “No” against the corresponding agenda item on the registration confirmation or using the online shareholder service at **[www.volkswagenag.com/agm-service](http://www.volkswagenag.com/agm-service)**. These shareholder motions will be listed without capital letters and published at the website shown above.

Shareholder motions and proposals for election that do not relate to the rejection of proposals of the Management or the Supervisory Board are identified by capital letters. Shareholders or their proxies can support these motions by checking the box “Yes” or “No”, as applicable, following the relevant capital letter under the “Countermotions and proposals for election from shareholders” item on the registration confirmation or using the online shareholder service at **[www.volkswagenag.com/agm-service](http://www.volkswagenag.com/agm-service)**.

The meeting chairperson’s right to have the Management’s nominations voted on first in the voting remains unaffected. If the Management’s nominations are accepted with the necessary majority, countermotions or (differing) nominations become superfluous in this respect.

If there are apparent contradictions between a shareholder’s or their proxy’s vote on the Management’s proposals on the one hand and the vote on countermotions or proposals for election on the other, the votes will be treated as invalid.

### **3. Right for shareholders to ask questions by means of electronic communication**

In accordance with section 1(2) sentence 1 number 3 of the COVID-19-Gesetz, shareholders have the right to ask questions by means of electronic communication. There is no right to information in accordance with section 131 of the AktG.

Registered shareholders or their proxy holders may submit questions until **24:00 (CEST) on July 20, 2021** – by means of electronic communication through the Company's online shareholder service at [www.volkswagenag.com/agm-service](http://www.volkswagenag.com/agm-service).

After this time, and particularly during the virtual Annual General Meeting, no questions can be asked.

It is pointed out that when questions are being answered, the name of the shareholder who submitted the question may also be mentioned. If this person wishes to remain anonymous, he/she must state this explicitly when submitting the question.

### **4. Filing objections to annual general meeting resolutions**

Shareholders will be given the opportunity to file objections to annual general meeting resolutions. Corresponding statements can be submitted through the online shareholder service and are possible from the opening of the Annual General Meeting on **July 22, 2021** until its closure by the Chair of the meeting.

### **5. Information on data protection for shareholders and shareholder representatives**

As the controller, Volkswagen Aktiengesellschaft processes personal data in connection with holding the virtual Annual General Meeting, particularly contact details and information on share ownership to ensure the proper functioning of the meeting, to enable you to exercise your shareholder rights and to fulfill legal obligations and obligations under stock-corporation law. The processing takes place to safeguard legitimate interests and fulfill legal obligations. Further information on the data processing and your rights (of access, to rectification, to restriction of processing, to **object**, to erasure, to transfer of your data and to lodge complaints with a competent supervisory authority) is available here [www.volkswagenag.com/agm-data-protection](http://www.volkswagenag.com/agm-data-protection). If you have any questions, please do not hesitate to contact Volkswagen AG's data protection officer by post at Berliner Ring 2, 38440 Wolfsburg, Germany, by phone on +49 5361 9 0, or by email at [datenschutz@volkswagen.de](mailto:datenschutz@volkswagen.de).

**VOLKSWAGEN AKTIENGESELLSCHAFT**

The Board of Management

Wolfsburg, June 2021