

# VOLKSWAGEN

AKTIENGESELLSCHAFT

## FAQs to the annual general meeting

### Dates

#### When will the next general meeting be held?

The 58th annual general meeting will be held on **Thursday, May 3, 2018** in the CityCube Berlin, Messedamm 26, 14055 Berlin, Germany.

#### What important dates should be noted?

Custodian banks start to send out the invitations to the annual general meeting:	April 12, 2018
Record date:	April 12, 2018
Last date to register for the annual general meeting:	April 26, 2018
Annual general meeting:	May 3, 2018
Payment of dividend:	May 8, 2018

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

#### Which 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 March 13, 2018; at the same time the documents to be provided, the shareholders' motions and additional information relating to the annual general meeting (also about shareholders' rights) will be 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 is available at [www.volkswagenag.com/de/InvestorRelations/news-and-publications/order-service.html](http://www.volkswagenag.com/de/InvestorRelations/news-and-publications/order-service.html). Furthermore the annual report is on display at the meeting.

#### 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 and have registered by the beginning of the 21st day before the annual general meeting, i.e. by **00:00 on April 12, 2018** (record date). Registrations must be accompanied by evidence of their shareholdings issued by their custodian bank and sent to the registration agent, to be received no later than **April 26, 2018**. 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)).

#### How and where can shareholders register for the general meeting?

The custodian bank will send the invitation to the annual general meeting together with the agenda to the shareholders as of April 12, 2018. 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. In general, 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?

Since the shares of Volkswagen Aktiengesellschaft are bearer shares the general meeting documents will be sent exclusively via the custodian banks. Shareholders should therefore contact their custodian bank.

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### **How can shareholders file motions for additions to the agenda 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 EUR 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 must reach the Company, together with proof, issued by the shareholder's custodian bank, that the shareholders hold the minimum number of shares, by **April 2, 2018, 24:00 exclusively** at the following address:

**Volkswagen Aktiengesellschaft**  
**HV – Stelle**  
**Brieffach 1848**  
**D-38436 Wolfsburg**  
**Fax: +49-5361-9-5600100**  
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 their 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. Please pay attention to Section 70 of the AktG.

Motions for additions to the agenda liable to publication 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 including reasons to proposals of the Board of Management and/or the Supervisory Board on specific agenda items 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 **April 18, 2018, 24:00**:

**Volkswagen Aktiengesellschaft**  
**HV – Stelle**  
**Brieffach 1848**  
**D-38436 Wolfsburg**  
**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 meant to be published in English as well, a translation is to be enclosed.

Countermotions and proposals for election liable to publication 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.

Shareholders' countermotions and proposals for election submitted to the Company in advance and on time can only be voted on if they are put forward during the course of the general meeting.

If shareholders file countermotions and proposals for election during the general meeting, that have not been submitted in advance, they are asked to file them additionally in text form at the sign-up desk.

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### **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 general meeting in person may exercise their voting rights through a proxy holder, 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.

Proxies can 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.

The proxy only applies to the next general meeting in each case. The representatives must submit the proxies, sorted in alphabetical order, of the shareholders they represent at the registration counter and surrender them for all attendees to examine.

Anybody who represents shareholders in a professional capacity may only exercise voting rights if the shareholder has issued them with a proxy. Instructions may be obtained.

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.

### **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).

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 form in favor of the proxy holder designated by the Company must be received at the following address by no later than **24:00 on Wednesday, May 2, 2018** via hard-copy, via fax or e-mail:

**Volkswagen Aktiengesellschaft**  
**c/o Computershare Operations Center**  
**D-80249 Munich**  
Fax: **+49 89 30903-74675**  
or by e-mail to: **anmeldestelle@computershare.de**

Personal attendance by a shareholder or an authorized third party at the annual general meeting is automatically considered as revoking the proxy granted and instructions given to the proxy holder designated by the Company.

Proxies can be granted and revoked and instructions issued on the Company's website at **www.volkswagenag.com/ir/agm** using the data on the admission ticket

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### **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 on May 3, 2018.

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 "Hinweise für Aktionäre" at the accreditation counter.

Documents requiring display will be available at the special counter in the foyer.

## Requests to speak, voting procedure, 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 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.

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### **How and where do shareholders vote?**

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

You will find further information on the voting procedure in the information sheet "Hinweise für Aktionäre" given to you at the accreditation counter on the day of the annual general meeting.

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.

### **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.

### **Can shareholders transfer their voting rights also during the annual general meeting?**

Before leaving the annual general meeting permanently and if you would like to exercise your voting rights nonetheless you may authorize the proxy holders designated by Volkswagen Aktiengesellschaft or another meeting participant.

If you would like to transfer your voting rights to the proxy holders designated by Volkswagen Aktiengesellschaft, please complete the card "Vollmacht mit Weisung" (proxy with instructions) contained in your voting card block (last card of your voting card block) and present it to one of the exit counters. Please note that in addition to the card "Vollmacht mit Weisung", if appropriate, you may have to complete additional voting cards on individual agenda items. If you would like to transfer your voting rights to another meeting participant (not the proxy holders designated by Volkswagen Aktiengesellschaft), you have to come to the special counter together with this person. There, the authorization and the acceptance of the authorization by the person to be appointed are documented accordingly. 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 May 3, 2018 starting at 10:00.

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

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### Voting results

#### **Will the voting results be published?**

The voting results will be published promptly upon completion of the general meeting on the Company's website at [www.volkswagenag.com/ir/agm](http://www.volkswagenag.com/ir/agm).

### Organizational matters

#### **Travelling**

Travel arrangements have to be organized by the participating shareholders themselves and outside of local public transport at their own expense.

#### **Travelling by local public transport**

Please use local public transport in Berlin. The admission ticket is a valid day ticket for public transport throughout the Verkehrsverbund Berlin-Brandenburg (VBB – Berlin-Brandenburg Transport Network) A,B,C ticket area. It can be used for free travel to and from the general meeting on May 3, 2018. The ticket is only valid in conjunction with a photo ID or passport and is not transferable. Additional information is available at [www.bvg.de/de](http://www.bvg.de/de).

#### **Travelling by car and parking**

A reserved free of charge parking lot (P 18) is available beside gate 25 at Jafféstraße. Please follow the P 18 signs. From there, you can continue on foot or use the free shuttle bus to the main entrance of the convention center.

People with reduced mobility are also kindly asked to use the parking lot P 18. The shuttle buses are wheelchair accessible.

#### **Meeting halls**

The CityCube Berlin opens 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 on level A at the CityCube.

#### **Security**

As in previous years, we will take comprehensive security measures in the interests of all participants. 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**

We would like to point out and ask you to disable the ringtone of your cell phone in the meeting hall and not to make phone calls to ensure the meeting can be conducted free of interruptions.

From the beginning of the debate it is not allowed to produce photography, film and audio material.

#### **Catering**

Shareholders can enjoy limited catering as of 8:00 when doors open. As of 10:00 a complete range of catering is available. Refreshments and snacks will be available in the area of the vehicle presentation on level A.

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### Contact

Questions, optionals, suggestions?

You can contact the HV-Stelle (AGM office) by

phone: **+49-53 61 - 92 45 42**  
**+49-53 61 - 94 20 85**

e-mail: **hvstelle@volkswagen.de**

fax: **+49-5361-95600100**

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### Information on data protection for shareholders

Volkswagen Aktiengesellschaft processes personal data (name, address, e-mail address, number of shares, class of shares, type of ownership of shares and number of the admission ticket) in accordance with the applicable data protection laws to enable the shareholders to exercise their rights during the course of the general meeting.

The processing of your personal data is mandatory for your attendance at the general meeting. Volkswagen Aktiengesellschaft is the responsible body for the data processing. Legal basis for the processing is Article 6 (1) c) of the General Data Protection Regulation.

The service providers acting on behalf of Volkswagen Aktiengesellschaft, which are assigned for the purpose of organizing the general meeting, do not receive other personal data from Volkswagen Aktiengesellschaft than what is absolutely needed to provide the requested services. They process the data solely in accordance with instructions of Volkswagen Aktiengesellschaft.

You are at any time entitled to exercise any of your rights of access, of rectification, of restriction, of objection and of erasure with regard to the processing of your personal data as well as to exercise your right to data portability in accordance with chapter III of the General Data Protection Regulation. You can assert these rights against Volkswagen AG free of charge by writing an e-mail to the address **info-datenschutz@volkswagen.de** or by postal mail to:

Volkswagen AG  
Berliner Ring 2  
D-38440 Wolfsburg  
Fax: +49-5361-9-28282

Furthermore, you have the right to lodge a complaint with the supervisory authorities for data protection according to Article 77 of the General Data Protection Regulation.

You can contact our internal data protection officer at:

Volkswagen AG  
Datenschutzbeauftragter  
Brieffach 8091/0  
D-38436 Wolfsburg  
e-mail: **Datenschutz@volkswagen.de**

Further information on data protection is available at Volkswagen Aktiengesellschaft's website at **www.volkswagenag.com**.