

# VOLKSWAGEN

AKTIENGESELLSCHAFT

**Publication by virtue of clause 1 of the settlement concluded on 25 November 2010 which was published in the Electronic Federal Gazette (*Elektronischer Bundesanzeiger*) on 30 November 2010 in respect of a legal action against the resolution passed at the Annual General Meeting of Volkswagen AG on 24 April 2008 under agenda item 9.1**

The Annual General Meeting resolved in an Extraordinary General Meeting of Volkswagen Aktiengesellschaft held on 3 December 2009 with the required majority of votes, that resolutions by the Annual General Meeting that are required by law to be adopted by a majority of at least three quarters of the share capital represented, will require a majority of more than 80 percent of the share capital of the company represented at the time the resolution is passed.

The Supervisory Board (*Aufsichtsrat*) and Management Board (*Vorstand*) submitted this proposal for the adoption of a resolution by the Annual General Meeting, because they believe, and continue to believe, that the proposed amendment to the Articles of Association is in the interests of (both) the company and its shareholders.

Over the past several decades since Volkswagen Aktiengesellschaft evolved into its current form, a number of provisions have been incorporated aimed at protecting the company against the voting power of one single shareholder. This is also intended by adequately reducing the blocking minority (*Sperminorität*) threshold applicable to key decisions which are required by law to be adopted by a majority of at least three quarters of the share capital represented. This will make it easier for individual shareholders or groups of shareholders to exert greater influence on the adoption of resolutions. German stock corporation law explicitly permits such reduction of the blocking minority threshold.

The company is of the view that a reduced blocking minority threshold should continue to apply in the future. Porsche Automobil Holding SE has been holding a majority of the voting rights at the company's General Meetings since 2008. Due to the attendance at the company's General Meetings, Porsche Automobil Holding SE would be in the position to pass key decisions requiring a qualified majority together with one of the other key shareholders. The reduced blocking minority threshold enables the Federal State of Lower Saxony (*Niedersachsen*) to block such resolutions in any case.

The reduced blocking minority threshold is also in the interests of minority shareholders. It ensures that shareholders voting together as a block are prevented from passing key decisions in the face of opposition from key shareholders. By contrast, free float shareholders who own ordinary shares as well as preference shareholders are normally unable to block resolutions being passed by the General Meeting which they do not consider to be expedient. The reduced blocking minority threshold will thus result in an appropriate balance of power in the company's General Meeting.

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