



**Declaration of the Board of Management and Supervisory Board of AUDI AG
regarding the recommendations of the**

"Government Commission on the German Corporate Governance Code"

pursuant to Section 161 of German Stock Corporation Law

The Board of Management and Supervisory Board of AUDI AG declare that the recommendations of the "Government Commission on the German Corporate Governance Code" published in the official section of the electronic Federal Official Gazette by the Federal Ministry of Justice in the version dated June 14, 2007 up until the announcement of the new version on August 8, 2008 were complied with. However, the restrictions have applied throughout that the Supervisory Board does not form a nominating committee (Section 5.3.3 of the Code), that the elections to the Supervisory Board do not take the form of election of individuals (Section 5.4.3, Sentence 1 of the Code) and that the remuneration of Supervisory Board members is not disclosed individually, itemized by component, in the Corporate Governance Report (Section 5.4.7 Para. 3, Sentence 1 of the Code).

The Board of Management and Supervisory Board of AUDI AG moreover declare that the recommendations of the "Government Commission on the German Corporate Governance Code" published in the official section of the electronic Federal Official Gazette by the Federal Ministry of Justice in the version dated June 6, 2008 have to this extent been complied with throughout. However, the restrictions described in the first paragraph apply, together with the restriction that Section 4.2.3, Paras. 4 and 5 of the Code (severance payment cap) is not complied with.

Ingolstadt, November 24, 2008

On behalf of the Supervisory Board:

On behalf of the Board of Management:

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Prof. Dr. Martin Winterkorn

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Rupert Stadler