

## Shareholders Resolution of Continental Automotive Systems Slovakia s.r.o.

The undersigned representing

Continental Automotive Holding Netherlands B.V., with registered offices at Bassin 100-106, 6211AK Maastricht, the Netherlands, registered with the Chamber of Commerce (Kamer van Koophandel) of Limburg, The Netherlands, under no. 34342219 (the „Shareholder I“)

and

Continental Aktiengesellschaft with business address at Vahrenwalder Strasse 9, 30165 Hanover, Germany, with seat at Hanover, Germany, registered with the commercial register of the local court in Hanover, Germany, under HRB 3527 (the „Shareholder II“)

(Together the „Shareholders“)

### WHEREAS

The Shareholders are the holders of all outstanding shares of Continental Automotive Systems Slovakia s.r.o., with its registered seat Cesta ku Continentalu 8950/1, 960 01 Zvolen, Slovak Republic, ID number (ICO):36 633 623, registered with the Commercial Registry of the District Court Banská Bystrica, Section: Sro, Insertion No.: 9979/S (the „Company“)

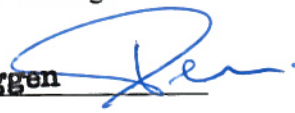
### HEREBY ADOPT THE FOLLOWING RESOLUTIONS:

- (1) To resolve that annual financial statements of the Company for the year 2013, as audited by KPMG Slovensko, spol. s r.o., Bratislava, are approved.
- (2) To resolve that the profit for 2013 amounting to EUR 5,181,536.14 shall be settled to the G/L account 428 – Retained earnings from previous years.
- (3) To resolve that the auditor for the year end closing 2014 will be KPMG Slovensko spol. s r.o., with its registered seat Dvořákovo nábrežie 10, 811 02 Bratislava, ID number (ICO): 31 358 238, registered with the Commercial Registry of the District Court Bratislava I., Section: Sro, Insertion No.: 4864/B

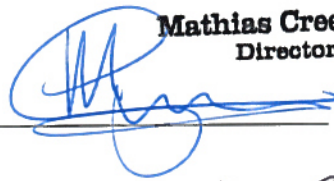
Execute in Maastricht / Hanover on *05/05/2014*

Continental Automotive Holding Netherlands B. V.

by: **Peter Verbruggen**  
Director

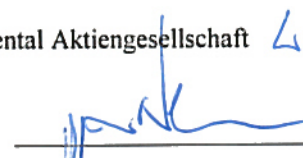


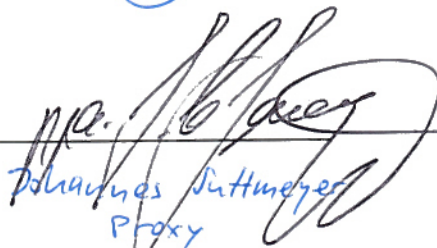
**Mathias Creemers**  
Director



Continental Aktiengesellschaft

by:

*L.*  
  
Dr. Christian zur Nedden  
Proxy

  
Johannes Sittmeyer  
Proxy