

Rules of Procedure for the Supervisory Board of VOLKSWAGEN AKTIENGESELLSCHAFT

in the version resolved by the Supervisory Board on 24. September 2021

I. Chairman and Deputy Chairman, Mediation Committee, committees, office of the Chairman of the Supervisory Board

1. The work of the Supervisory Board is the result of collaboration of its members.
2. Immediately following the election of the Chairman of the Supervisory Board and the Deputy Chairman, the Supervisory Board shall set up the committee provided for in section 27(3) of the German Co-determination Act (Mediation Committee). The Supervisory Board may set up additional committees for specific tasks such as for preparing and monitoring its resolutions. Apart from the Mediation Committee, the Supervisory Board has meanwhile set up the Executive Committee, the nomination Committee and the Audit Committee.
3. A committee may only adopt resolutions on behalf of the Supervisory Board if it has been authorised to do so by the Supervisory Board and if the committee consists of at least three Supervisory Board members. The Supervisory Board may adopt resolutions itself at any time although it has authorised a committee to adopt resolutions on its behalf. Resolutions of the Supervisory Board prevail over resolutions of a committee. The Supervisory Board regulates the composition and responsibilities of the committees by resolution within the framework of the legal provisions. It may also resolve on the committees' own rules of procedure; the Supervisory Board has currently resolved on own rules of procedure for the Executive Committee and the nomination committee as well as for the Audit Committee. Reports on the work done by the committees are to be submitted to the Supervisory Board on a regular basis.
4. The members of the Mediation Committee shall be the Chairman of the Supervisory Board, the Deputy Chairman and two further members elected respectively, by a majority vote, by the employee representatives and the shareholder representatives on the Supervisory Board. The Mediation Committee shall be quorate only if all its members participate in the voting on a resolution. Members of the Mediation Committee who abstain from voting shall also participate in the adoption of a resolution.
5. The Supervisory Board may, in the individual case, set up a committee for transactions with related parties within the meaning of section 111a of the German Stock Corporation Act. A committee for transactions with related parties within the meaning of section 111a of the German Stock Corporation Act shall consist of up to six members. The Supervisory Board shall elect three of the members on the recommendation of the shareholder representatives and three on the recommendation of the employee representatives on the Supervisory Board. The Supervisory Board shall elect the Chairman of a committee for transactions with related parties on the recommendation of the shareholder representatives on the Supervisory Board and the Deputy Chairman on the recommendation of the

employee representatives on the Supervisory Board. Persons who are members of the Board of Management or the management of a related party within the meaning of section 111a of the German Stock Corporation Act may not be members of a committee for transactions with related parties.

6. The Chairman of the Supervisory Board shall, to a reasonable extent, hold meetings with investors regarding issues specific to the Supervisory Board and, in agreement with the Board of Management, on issues that are not specific to the Supervisory Board. The Chairman of the Supervisory Board shall subsequently inform the Supervisory Board of meetings with investors.
7. The Supervisory Board's business shall be conducted by an independent office of the Chairman of the Supervisory Board. The Chairman of the Supervisory Board shall ensure the independent status and professional composition of the office of the Chairman of the Supervisory Board and, in agreement with the competent members of the Board of Management, shall have control over the staff.

II. Meetings, convening meetings

1. As a rule, the Supervisory Board adopts its resolutions in meetings of its members.
2. The Supervisory Board must come together for at least two meetings per calendar half year. Additional meetings shall be convened if requested by a Supervisory Board member or the Board of Management, stating the purpose and reasons for such meetings. Apart from that, the Chairman of the Supervisory Board shall decide on the convening of additional meetings in the company's best interest.
3. Section 14 of the Articles of Association applies to the convening of the meeting, for which three weeks advance notice shall generally be given. When calculating the three-week notice period, the date of the dispatch shall be decisive, and not the receipt by the members of the Supervisory Board. The Chairman of the Supervisory Board may shorten this three-week notice period appropriately in urgent cases.

If a Supervisory Board member or the Board of Management requests that the Chairman of the Supervisory Board immediately convene a meeting, giving the purpose and reasons for the meeting, the meeting must be held within two weeks after having been convened.

Should the Chairman of the Supervisory Board determine pursuant to section 15(2) of the Articles of Association that statements of Supervisory Board members be submitted in writing or in a similar form, the Chairman shall set a reasonable time limit for the casting of votes.

4. The Supervisory Board shall meet without the Board of Management on a regular basis. A discussion shall generally be held at the end of each meeting of the Supervisory Board at which no member of the Board of Management is present. A separate discussion at which no member of the Board of Management is present shall also be held if such is

resolved by the Supervisory Board; each Supervisory Board member may request at any time that the Supervisory Board decide on such separate discussion. The Chairman of the Supervisory Board shall furthermore decide on the extent to which he/she will invite members of the Board of Management to a meeting of the Supervisory Board. The Supervisory Board may resolve otherwise. To the extent that the Supervisory Board has not provided otherwise, members of the Board of Management shall only attend meetings of the committees if so determined by the Chairman of the committee; the committee may deviate from the determination of the Chairman of the committee by resolution. If the auditor is called in to attend a meeting of the Supervisory Board or a committee as an expert, in derogation of the above the members of the Board of Management shall not take part in that meeting unless the Supervisory Board or the committee considers their participation necessary.

5. The Chairman of the Supervisory Board may decide that experts and persons delegated for purposes of furnishing information may, in the individual case, be involved in the consultations on individual matters. Each Supervisory Board member may request that the Supervisory Board decide whether, in the individual case, experts and persons delegated for purposes of furnishing information may be involved in the consultations on individual matters. To the extent that experts and persons delegated for purposes of furnishing information involved in consultations on individual matters are obliged to observe confidentiality vis-à-vis VOLKSWAGEN AKTIENGESELLSCHAFT ("**Volkswagen AG**") regarding the consultations of the Supervisory Board, the Chairman of the Supervisory Board shall be required to obtain a separate non-disclosure declaration beforehand.
6. Section II. 5. applies to meetings of Supervisory Board committees mutatis mutandis with the proviso that the rights of the Supervisory Board defined therein are also the rights of the respective committee, the rights of the Chairman of the Supervisory Board are also the rights of the Chairman of the respective committee and the rights of the Supervisory Board members are also the rights of the committee members.

III. Adoption of resolutions

1. Meetings of the Supervisory Board shall be presided over by the Chairman of the Supervisory Board or, if he/she is unavailable, his/her Deputy; meetings of the committees shall be presided over by the respective committee's Chairman or, if he/she is unavailable, his/her deputy (in each case the "person presiding over the meeting"). The person presiding over the meeting shall determine the order in which the agenda items are to be dealt with and voted on.
2. Section 12(3) and section 15 of the Articles of Association apply to the casting of votes and adoption of resolutions. Voting electronically, in writing or by telefax shall be restricted to exceptional cases for which sufficient justification can be given.
3. In accordance with section 14, sentence 3 of the Articles of Association, the agenda should be distributed when meetings are convened. Agenda items that Supervisory Board members submit to the Chairman of the Supervisory Board by the 11th day before

the meeting, at the latest, shall be added to the agenda. The agenda, including added items, is to be made available to all members of the Supervisory Board without undue delay. In the case of agenda items that, by way of an exception, are not notified when the meeting is convened and of items subsequently added to the agenda, resolutions on agenda items the discussion of which has not been announced at least one week prior to the meeting may only be adopted if no member of the Supervisory Board raises objections. In such a case, absent members of the Supervisory Board shall be given the opportunity to object to the resolution within a reasonable period to be determined by the Chairman. The resolution shall only take effect if none of the absent Supervisory Board members has objected within the time period or if all absent Supervisory Board members have given their approval for the resolution by written vote or some other means.

When calculating the one-week period, the date on which the notice of the agenda items is sent shall be decisive, and not the receipt thereof by the members of the Supervisory Board. The Chairman of the Supervisory Board may shorten this one-week period for the announcement of agenda items appropriately in urgent cases.

The documents required for the adoption of the resolution/s shall be sent to the members of the Supervisory Board enough time in advance to enable them to prepare properly for the vote.

As a general rule, proposed resolutions should be announced enough time in advance of the meeting to enable members not attending to submit written votes.

IV. Minutes

1. Minutes shall be taken of each meeting of the Supervisory Board and its committees. Meeting minutes shall state the place and date of the meeting, the attendees, the agenda items, the main content of the discussions and the resolutions passed. The minutes shall be signed by the person presiding over the meeting.
2. Resolutions adopted outside of meetings shall be recorded in minutes drawn up by the Chairman of the Supervisory Board or of the respective committee. Where the deputy of the Chairman of the Supervisory Board or of a Committee Chairman determines that resolutions are to be adopted outside of meetings, he/she shall draw up the minutes.
3. The minutes of meetings and resolutions of the Supervisory Board shall be distributed to all Supervisory Board members. The minutes of meetings and resolutions of a committee shall be distributed to all the members of the committee concerned at their request. All Supervisory Board members may also inspect the minutes of meetings of committees that they do not belong to in the office of the Chairman of the Supervisory Board. In individual cases, the Chairman of the Supervisory Board can decide that a Supervisory Board member may not inspect the minutes of a committee that he/she does not belong to if there are legitimate grounds for doing so in the best interests of the Company.
4. The members of the Board of Management shall receive copies of the minutes of meetings of the Supervisory Board or one of its committees, as far as they attended such

meeting, or only did not attend because they were unable to. The members of the Board of Management shall receive minutes of resolutions of the Supervisory Board and its committees adopted outside of meetings if the Chairman of the Supervisory Board decides accordingly.

V. Conflicts of interest, other mandates and functions

1. Each member of the Supervisory Board is obliged to inform the Chairman of the Supervisory Board without undue delay of any conflicts of interest.
2. In its report, the Supervisory Board informs the Annual General Meeting of any conflicts of interest which may have arisen and shall indicate how they are being dealt with. Major conflicts of interest which are not merely temporary related to/in the person of a Supervisory Board member shall result in the termination of that member's mandate.
3. Supervisory Board members shall not perform any function on corporate bodies or advisory tasks at major competitors of Volkswagen AG or at major competitors of a company dependent on Volkswagen AG, and shall not have any personal ties with a major competitor.
4. Supervisory Board members shall inform the company without undue delay if they intend to take up a Board of Management mandate at a listed company, a Supervisory Board mandate or the chairmanship of the Supervisory Board at a listed company outside the Group or a function that is comparable to a Board of Management mandate, Supervisory Board mandate or the chairmanship of a Supervisory Board at a listed company outside the Group.
5. The Supervisory Board members shall provide the company with any information required to prepare a curriculum vitae, which provides information on relevant knowledge, skills and professional experience, as well as a supplementary overview of the material activities in addition to the Supervisory Board mandate. The Supervisory Board members shall moreover provide the company with any information that is necessary to update this curriculum vitae and the supplementary overview of their material activities in addition to the Supervisory Board mandate each year. The company shall publish the updated curriculum vitae and supplementary overview of the material activities in addition to the Supervisory Board mandate on the company's website each year.

VI. Nominations for the election of Supervisory Board members, appointment of Board of Management members

1. Taking the statutory requirements and the recommendations of the German Corporate Governance Code into account, the Supervisory Board shall adopt a requirements profile for its composition, consisting in particular of a profile of required skills and expertise and a diversity concept. At least one member of the Supervisory Board must have expertise in the field of accounting and at least one other member of the Supervisory Board must have expertise in the field of auditing financial statements.

2. As a rule, only persons under the age of 75 on the date of election shall be nominated for election as a member of the Supervisory Board. This age limit as well as the duration of the membership of the Supervisory Board shall be indicated in the Corporate Governance Statement.
3. The Supervisory Board shall lay down a diversity concept for the composition of the Board of Management, which it shall take into account when deciding on the appointment of Board of Management members. As a rule, members of the Board of Management are to be appointed up to a maximum age of 65. Board of Management members may be appointed beyond the age of 65 up to a maximum age of 68 if the members of the Supervisory Board resolve this with a two-thirds majority; the binding provisions of section 31 German Co-determination Act and section 84 of the German Stock Corporation Act remain unaffected. The provisions on the age limit for the members of the Board of Management in this section VI. 3 shall be included in the Corporate Governance Statement.
4. The Supervisory Board may only resolve on the re-appointment of a member of the Board of Management prior to one year before the end of the current appointment period at the same time as termination of the current appointment if special circumstances apply.

VII. Self-assessment

The Supervisory Board shall assess on a regular basis how effectively the Supervisory Board as a whole and its committees fulfil their tasks. The Supervisory Board shall report, in the Corporate Governance Statement, on how the self-assessment was carried out.

VIII. Board of Management remuneration

The Supervisory Board shall resolve a clear and understandable system of remuneration for Board of Management members and present it to the General Meeting for approval in the case of any material amendment, however at least every four years, as recommended by the Executive Committee. The Supervisory Board shall determine the target total remuneration and the maximum remuneration for the individual Board of Management members, as recommended by the Executive Committee. It shall also determine the total remuneration (salary, profit sharing, expense allowances, insurance payments, commissions and incentive-based remuneration undertakings, such as stock purchase warrants, fringe benefits of any kind as well as pension, survivor's pension and related benefits) for each member of the Board of Management as well as any remuneration-related legal transactions in accordance with a remuneration system presented to the General Meeting for approval, as recommended by the Executive Committee. The Supervisory Board may temporarily derogate from the remuneration system if that is necessary in the interest of the long-term welfare of the company and the remuneration system designates the procedure for a derogation and the components from which it is permissible to derogate.

IX. Training and professional development, reimbursement of expenses

1. The company shall support the Supervisory Board members sufficiently upon their appointment, as well as in training and professional development measures, and report on measures that are carried out in the report of the Supervisory Board.
2. The Chairman of the Supervisory Board shall be responsible for authorising the necessary expenses of Supervisory Board members, in particular appropriate training and professional development expenses in compliance with the relevant resolutions adopted by the Supervisory Board. Should it not be clear from the relevant Supervisory Board resolutions whether or not expenses are to be authorised, the Executive Committee shall be responsible for the authorisation. The Deputy Chairman/the Executive Committee shall be responsible for authorising the necessary expenses of the Chairman of the Supervisory Board.

X. Managers' transactions

Each Supervisory Board member must notify the company, as well as the Federal Financial Supervisory Authority (BaFin), of any managers' transactions with shares or debt instruments of the company or with financial instruments relating to them, in particular derivatives and share options (together "**Volkswagen AG Financial Instruments**"), without delay, but at the latest within three (3) business days. The template set out in the Annex of the Implementing Regulation (EU) 2016/523 is to be used for the notifications.

These notification duties also apply to persons who have a close relationship to a Supervisory Board member ("**Related Parties**") and engage in managers' transactions with Volkswagen AG Financial Instruments. Related Parties are deemed to be spouses, registered partners, dependent children and other relatives who have been living in the same household as the Supervisory Board members for at least one year at the time the notifiable transaction is concluded. Related Parties also include legal entities or partnerships (i) for which the Supervisory Board member or a Related Party carries out management duties, or (ii) which are directly or indirectly controlled by the Supervisory Board member or a Related Party, or (iii) who fall under Article 3(1) no. 26(d) of Regulation (EU) no. 596/2014 of 16 April 2014 (Market Abuse Regulation) for any other reason. The transactions entered into by the Supervisory Board member or a Related Party need not be notified if the total volume of the transactions does not reach the amount of EUR 20,000 within a calendar year. Should the BaFin revoke the general act of 24 October 2019 on the increase of the threshold pursuant to Article 19(9) Market Abuse Regulation, a threshold of EUR 5,000 shall apply. Whether or not the threshold of

EUR 20,000 or EUR 5,000 is reached shall be calculated by adding all of the transactions together without netting.

XI. Secrecy, restitution or destruction of documents

1. Members of the Supervisory Board and other persons who attend the meetings of the Supervisory Board should maintain confidentiality regarding any reports they receive, the content of deliberations, and company secrets, i.e. trade and business secrets which they become party to in the course of activities for the Supervisory Board, even after their activities for the Supervisory Board have ended. Section II. 5 sentence 3 shall be applicable to the obligation of persons who attend the meetings of the Supervisory Board to maintain confidentiality.
2. The Supervisory Board members must ensure that employees, auxiliaries and consultants requested to assist them also maintain confidentiality in this same manner.
3. The Chairman of the Supervisory Board shall keep a list of all employees, consultants and auxiliaries of the Supervisory Board, as well as of all individual Supervisory Board members. All of the Supervisory Board members shall provide the Chairman of the Supervisory Board the information that is requested for this purpose.
4. Once the position of Supervisory Board member comes to an end, the departing Supervisory Board members shall be obliged to hand out to the Chairman of the Supervisory Board, upon request, all confidential information relating to the performance of their duties – regardless of information medium – or to destroy such information. In that case, the departing Supervisory Board members shall also be obliged to affirm that they have complied with this request. Any derogating duties of the Supervisory Board members due to an instruction to secure documents (“litigation hold”) shall remain unaffected.

XII. Convening of meetings and passing of resolutions of committees

1. Committee meetings shall be convened by the Chairman of the committee. A committee meeting must be convened without undue delay if the convening of the meeting is requested by a member of the committee or by the Board of Management, giving the purpose of and reasons for the meeting. Apart from that, the Chairman of the committee shall decide on the convening of meetings in the company’s interest.
2. The Chairman of the committee shall convene the meetings of the committee with a notification period of at least two weeks unless otherwise determined by the Supervisory Board. When calculating the two-week notice period, the date of the dispatch shall be decisive, and not the receipt by the members of the committee. The Chairman of the committee may shorten this two-week notice period appropriately in urgent cases.

If a committee member or the Board of Management requests that the Chairman immediately convene a meeting, stating the purpose and grounds for this request, the meeting must be held within two weeks after it has been convened.

3. With regard to the committees, unless otherwise provided by statute and in the rules of procedure for the committee, the following shall apply: The committees shall only be quorate if half of the members of which it is to be constituted, but at least three committee members, participate in the adoption of resolutions. The provisions on voting and the further procedure for the passing of resolutions by the Supervisory Board shall apply to voting, as well as to the further procedure for the passing of resolutions in the committees mutatis mutandis. Where the majority of the votes cast is sufficient for a resolution to be adopted by a committee, the Supervisory Board shall have the casting vote in the event of a tie.
4. Where declarations need to be made or accepted in order to implement resolutions adopted by committees, the Chairman of the respective committee or, in his absence, the Deputy Chairman shall act in the name of the Supervisory Board.

Rules of Procedure for the Executive Committee and the Nomination Committee of the Supervisory Board of VOLKSWAGEN AKTIENGESELLSCHAFT

in the version resolved by the Supervisory Board on 15 December 2022

§ 1 Composition

The Executive Committee of the Supervisory Board of VOLKSWAGEN AKTIENGESELLSCHAFT (“**Volkswagen AG**”) shall consist of up to eight members. The Supervisory Board shall elect four members on the recommendation of the shareholder representatives and four members on the recommendation of the employee representatives on the Supervisory Board. The Supervisory Board shall elect the Chairman of the Executive Committee on the recommendation of the shareholder representatives on the Supervisory Board and the Deputy Chairman on the recommendation of the employee representatives on the Supervisory Board.

§ 2 Applicable provisions

Unless a law or these Rules of Procedure for the Executive Committee and the Nomination Committee contain deviating provisions, the provisions of the Rules of Procedure for the Supervisory Board of Volkswagen AG shall apply mutatis mutandis.

§ 3 Tasks of the Executive Committee

- 3.1 The Executive Committee shall support and advise the Chairman of the Supervisory Board. Together with the Chairman of the Board of Management, the Executive Committee shall ensure the long-term succession planning for the Board of Management. The procedure for the long-term succession planning is described in the Corporate Governance Statement. The Executive Committee shall carry out the preparatory work for the deliberations and resolutions of the Supervisory Board to the extent that the Supervisory Board has not delegated the preparatory work for its deliberations and resolutions to another committee. Within the scope of its tasks, the Executive Committee shall in particular also deal with sustainability issues.
- 3.2 The Executive Committee shall take decisions regarding matters pertaining to service contracts of the Board of Management, but not remuneration, authorising those necessary expenses of Members of the Supervisory Board and the Board of Management for which the Chairman of the Supervisory Board is not responsible, as well as all other contractual matters of the Board of Management, the granting

of loans and lines of credit in accordance with section 89 German Stock Corporation Act, the approval of contracts between the company and members of the Supervisory Board (sections 114, 115 German Stock Corporation Act), the approval of outside professional interests of Board of Management members pursuant to section VIII. 2. of the Rules of Procedure for the Board of Management of Volkswagen AG, in particular approving the taking up of all Board of Management and managing director activities and the exemption from non-competition obligations. The Executive Committee shall also decide on approving the acceptance of supervisory board mandates within and outside the Volkswagen Group. In this regard, the Executive Committee may approve the acceptance of supervisory board mandates outside the Volkswagen Group if such acceptance is also in the interest of Volkswagen AG; in such a case, the remuneration received by the Board of Management member for the supervisory board mandate outside the Group is not to be set off against the remuneration received by the Board of Management member from Volkswagen AG for his activities as a Board of Management member.

Additionally, the Executive Committee shall perform the tasks of a “remuneration committee”: The Executive Committee shall submit proposals to the Supervisory Board regarding the system of remuneration for Board of Management members, for the service contracts for the individual members of the Board of Management, including the target total remuneration and the maximum remuneration as well as for any remuneration-related legal transactions. As part of this, the Executive Committee shall in particular take sustainability targets (environment, social and governance; “ESG”) into consideration. The Executive Committee shall additionally make preparations for the drawing up of the remuneration report pursuant to section 162 German Stock Corporation Act.

- 3.3 The Executive Committee shall also be responsible for deciding on the approval of the measures referred to in sections II. 1. (10) and (12) as well as in urgent cases the measures referred to in sections II. 1. (1), (3) to (9) and (11) of the Rules of Procedure for the Board of Management of Volkswagen AG (section II. 2. of the Rules of Procedure for the Board of Management of Volkswagen AG). The Executive Committee shall further decide on approving the sale or transfer of ordinary shares in Dr. Ing. h.c. F. Porsche AG indirectly or directly held by Volkswagen AG and on the use of the proceeds generated therefrom (section II. 7. of the Rules of Procedure for the Board of Management of Volkswagen AG).
- 3.4 The Executive Committee shall decide on delaying the disclosure of inside information pursuant to Article 17(4) Regulation (EU) No 596/2014 of 16 April 2014 (Market Abuse Regulation) insofar as the Supervisory Board is responsible for the subject-matter of the inside information.

§ 4 Commissioning experts

The Executive Committee may commission experts in order to fulfil its tasks. Section II. 5. sentence 3 of the Rules of Procedure for the Supervisory Board of Volkswagen AG shall be applicable to the experts' obligation to maintain confidentiality mutatis mutandis.

§ 5 Convening meetings and adopting resolutions

- 5.1 Meetings of the Executive Committee shall be convened by the Chairman as and when required subject to a notice period of at least two weeks. When calculating the two-week notice period, the date of the dispatch shall be decisive, and not the receipt by the members of the Executive Committee. The Chairman may shorten this two-week notice period appropriately in urgent cases. A meeting must be convened without undue delay if this is requested by a member of the Committee or by the Board of Management, giving the purpose of and reasons for the meeting. In such a case, the meeting must take place within two weeks of the meeting having been convened. Apart from that, the Chairman of the Executive Committee shall decide on the convening of meetings in the company's interest.
- 5.2 The Executive Committee shall be quorate if at least three of its members participate in the voting on resolutions.
- 5.3 The Executive Committee shall adopt its resolutions unanimously, unless otherwise stipulated by mandatory law. The provisions on voting and the further procedure for the passing of resolutions by the Supervisory Board shall apply to voting and the further procedure for the passing of resolutions by the Executive Committee mutatis mutandis.

§ 6 Reporting to the Supervisory Board, minutes, declarations, remuneration

- 6.1 The Chairman of the Executive Committee shall report to the Supervisory Board on a regular basis about the work of the Executive Committee.
- 6.2 Minutes shall be taken for each meeting of the Executive Committee, describing the place and date of the meeting, the attendees, the agenda items, the main content of the discussions and the resolutions passed. The minutes shall be signed by the member presiding over the meeting.
- 6.3 Insofar as the execution of resolutions of the Executive Committee requires that declarations be made or received, the Chairman of the Executive Committee or, in his absence, the Deputy Chairman will act on behalf of the Executive Committee.

- 6.4 The remuneration for the work carried out by the Committee shall be in line with the Articles of Association of Volkswagen AG.

§ 7 Confidentiality

- 7.1 Members of the Executive Committee and other persons invited by the Executive Committee to attend its meetings should maintain confidentiality regarding any reports they receive, the content of deliberations, and company secrets, i.e. trade and business secrets which they become party to in the course of activities for the Executive Committee, even after their activities for the Executive Committee have ended. Sections II. 6 and II. 5 sentence 3 of the Rules of Procedure for the Supervisory Board of Volkswagen AG shall be applicable to the obligation of persons who attend the meetings of the Executive Committee to maintain confidentiality.
- 7.2 The members of the Executive Committee must ensure that employees, auxiliaries and consultants requested to assist them also maintain confidentiality in the same manner.

§ 8 Nomination Committee

- 8.1 The Nomination Committee shall be composed entirely of the respective representatives of the shareholders on the Executive Committee. The Chairman of the Executive Committee is the Chairman of the Nomination Committee.
- 8.2 The Nomination Committee shall submit recommendations to the Supervisory Board regarding suitable candidates for nomination to the General Meeting. Before nomination, the Nomination Committee shall satisfy itself that the candidates can devote the expected amount of time required for these duties and ascertain the personal and business relationships of each candidate with Volkswagen AG and its Group companies, the executive bodies of Volkswagen AG and with shareholders holding, either directly or indirectly, more than 10% of the voting shares in Volkswagen AG. In its recommendations to the Supervisory Board the Nomination Committee shall also take into account that the Supervisory Board, in its nominations to the General Meeting, must give consideration to the specific targets set by the Supervisory Board for the composition of the Supervisory Board and, at the same time, should seek to fulfil the profile of required skills and expertise set up by the Supervisory Board for the Supervisory Board as a whole; the Nomination Committee shall also take the diversity concept pursued with regard to the composition of the Supervisory Board into account. At the same time, the Nomination Committee shall also ensure in particular that no skill gaps occur in the Supervisory Board as a whole (skill gaps assessment).

8.3 The provisions of sections 2, 4, 5, 6 and 7 of these Rules of Procedure shall apply to the Nomination Committee mutatis mutandis.

Rules of Procedure for the Audit Committee of the Supervisory Board of VOLKSWAGEN AKTIENGESELLSCHAFT

in the version resolved by the Supervisory Board on 15 December 2022

§ 1 Formation and composition

- 1.1 By resolution of the Supervisory Board of VOLKSWAGEN AKTIENGESELLSCHAFT (“**Volkswagen AG**”) dated 15 November 2002, an Audit Committee was established on the basis of the Rules of Procedure for the Supervisory Board of Volkswagen AG.
- 1.2 The Audit Committee has at least four members. Half of the members shall be elected on the recommendation of the shareholder representatives and the other half on the recommendation of the employee representatives on the Supervisory Board. The Chairman of the Audit Committee shall be elected by the Supervisory Board on the recommendation of the shareholder representatives and the Deputy Chairman on the recommendation of the employee representatives.

At least one member of the Audit Committee must have expertise in the field of accounting and at least one other member of the Audit Committee must have expertise in the field of auditing financial statements. The expertise in the field of accounting shall consist of special knowledge and experience in the application of accounting principles and internal control and risk management systems, and the expertise in the field of auditing shall consist of special knowledge and experience in the auditing of financial statements. Accounting and auditing also include sustainability reporting and its audit and assurance. All the members must be familiar with the sector in which Volkswagen AG operates.

The Chairman of the Audit Committee shall at least have expertise either in the field of accounting or in the field of auditing. Neither the Chairman of the Supervisory Board nor a former member of the Board of Management may be proposed as Chairman of the Audit Committee.

§ 2 Applicable rules

Except to the extent that a law or these Rules of Procedure for the Audit Committee contain deviating provisions, the provisions of the Rules of Procedure for the Supervisory Board of Volkswagen AG shall apply *mutatis mutandis*.

§ 3 Duties of the Audit Committee

The Audit Committee shall carry out the preparatory work for the deliberations and resolutions of the Supervisory Board in respect of the following issues and shall have the tasks listed below.

- 3.1 The Audit Committee shall in particular deal with the following:
 - a) the review of the accounting; the accounting comprises in particular the consolidated financial statements and the consolidated management report, the separate nonfinancial report, including the sustainability reporting, interim financial information, the single-entity annual financial statements in accordance with the German Commercial Code (HGB) and a report on Volkswagen AG's relations with affiliate enterprises, if applicable,
 - b) the monitoring of the accounting process,
 - c) the appropriateness and effectiveness of the internal control system, the risk management system and the internal audit system,
 - d) the auditing of the financial statements, in particular the selection and independence of the auditor, the quality of the audit and the additional services provided by the auditor,
 - e) compliance, as well as
 - f) the internal procedure according to section 111a(2) German Stock Corporation Act for the regular assessment of whether transactions with related parties were carried out in the ordinary course of business and at customary conditions.
- 3.2 The Audit Committee shall carry out a pre-audit of the annual financial statements and the consolidated financial statements, the management report and the consolidated management report, related reports, a separate non-financial report and a separate non-financial consolidated report, where applicable, as well as the proposal for the appropriation of net income. The Audit Committee shall discuss the audit reports with the auditor.
- 3.3 The Audit Committee may make recommendations or proposals with regard to the tasks set out in this section 3 in order to ensure the integrity of the accounting process.
- 3.4 The Audit Committee shall prepare the Supervisory Board's proposal to the General Meeting for the appointment of the auditor and the appointment of the interim auditor for the review of interim reports and submit a corresponding recommendation to the Supervisory Board.

Should the auditing of the financial statements be put out to tender again, the Audit Committee's recommendation must be substantiated and contain at least two proposals for the audit mandate. The Audit Committee shall inform the Supervisory Board of which one of these proposals it prefers and give reasons for its preference. The Audit Committee shall carry out the call for tenders in accordance with the applicable provisions, taking into account the permissible maximum durations of audit mandates.

The recommendation must contain a statement by the Audit Committee to the effect that the recommendation is free from undue influence by third parties and that there are no agreements or clauses that restrict the selection of the auditor.

In preparation for the nomination of the auditor, the Audit Committee shall obtain a statement from the proposed auditor as to whether there are any business, financial, personal or other relationships between the auditor, its executive bodies and audit managers, on the one hand, and the company and its board members, on the other, that could cast doubt on its independence and if so, what they are. The statement must also indicate to what extent non-audit services, especially advisory services, were rendered for the company during the preceding financial year or have been contractually agreed for the following year.

The Audit Committee may in this regard restrict the provision of advice by the auditor to the company and its affiliates. Corresponding provisions shall form part of the audit instruction.

In accordance with the agreement made with the auditor, the latter shall inform the Chairman of the Audit Committee without undue delay of possible grounds for exclusion or bias that arise during the audit, unless these grounds are immediately eliminated.

- 3.5 The Audit Committee shall prepare the resolution on the issuing of the audit instruction for the annual and consolidated financial statements to the auditor and shall also deal with the annual audit plan, determining the key points of the audit, the remuneration of the auditor and the latter's duty to provide information. The Audit Committee shall discuss with the auditor the audit risk assessment, the audit strategy and audit planning, and the audit results. The Chairman of the Audit Committee shall regularly discuss the progress of the audit with the auditor and report thereon to the Audit Committee.

When preparing the agreement with the auditor, the Audit Committee shall arrange for the auditor to inform the Audit Committee without undue delay of all findings and issues of importance for the tasks of the Audit Committee and of which the auditor becomes aware when performing the audit. When preparing the agreement with the auditor, the Audit Committee shall further arrange for the auditor to inform

the Audit Committee, and note in the audit report, if the auditor identifies facts that indicate that the declaration on the German Corporate Governance Code issued by the Management Board and the Supervisory Board was inaccurate.

The Audit Committee shall evaluate the quality of the audit on a regular basis, at least every two years.

- 3.6 Instructions to the auditor and the auditor's network may only be issued if these involve permissible non-audit services and the Audit Committee has consented to the instruction beforehand. When deciding on whether to grant its prior consent, the Audit Committee shall duly assess whether the independence of the auditor would be placed at risk by the instruction and whether the protective measures taken are sufficient to rule out any such risk. The Audit Committee may draw up guidelines in this regard. In these guidelines, the Audit Committee may also list permissible non-audit services to which it has given its prior consent after a due assessment of the risk to the independence of the auditor and the protective measures taken to exclude such risk.
- 3.7 The Audit Committee shall deal with the half-year financial report and the interim reports on behalf of the Supervisory Board and shall discuss these reports with the Board of Management before they are published.
- 3.8 The Audit Committee shall deal with other topics referred to it by the Supervisory Board.

§ 4 Providing information to the Audit Committee, commissioning experts

- 4.1 For the purpose of fulfilling the tasks assigned to it, the Audit Committee shall be entitled to obtain information from the auditor and the Board of Management as well as directly from the head of "Legal", from the head of "Group Auditing", from the head of "Group Risk Management", from the head of "Group Production", from the head of "Compliance" and from all other heads of those divisions of the company with responsibility for the tasks relating to the Audit Committee pursuant to section 3. The Audit Committee shall also be entitled to inspect all the business records of the company or to require these to be submitted by the Board of Management. The Audit Committee may on a case-by-case basis instruct one of its members to exercise the rights assigned to the Audit Committee above on his or her own.

Each member of the Audit Committee may also obtain information directly from division heads pursuant to sentence 1 via the Chairman of the Committee. The Chairman of the Committee shall communicate the information obtained to all members of the Audit Committee.

Should information be obtained from division heads, the Board of Management shall be informed thereof without delay.

- 4.2 The Audit Committee shall ensure that it receives regular reports on the work of the Group Governance, Risk & Compliance (GRC) organisation, in particular on the standard GRC process, the internal control system, the risk management system and the internal audit system as well as significant compliance violations.
- 4.3 The auditor shall inform the Audit Committee without undue delay of all key findings and events that are material to the tasks of the Supervisory Board and of which the auditor becomes aware when carrying out the audit. Should the auditor, when carrying out the audit, identify facts that indicate that the compliance statement issued by the Supervisory Board and Board of Management pursuant to section 161 German Stock Corporation Act was inaccurate, the auditor shall inform the Audit Committee.
- 4.4 The Audit Committee may commission experts in order to fulfil its tasks. Section II. 5. sentence 3 of the Rules of Procedure for the Supervisory Board of Volkswagen AG shall be applicable to the experts' obligation to maintain confidentiality mutatis mutandis.

§ 5 Convening meetings and adopting resolutions

- 5.1 The meetings of the Audit Committee shall be convened by the Chairman as and when required subject to a notice period of at least two weeks. When calculating the two-week notice period, the date of dispatch shall be decisive, and not the receipt by the committee members. The Chairman may shorten this two-week notice period appropriately in urgent cases. A meeting must be convened without undue delay if this is requested by a member of the Committee or by the Board of Management, giving the purpose of and reasons for the meeting. In such a case, the meeting must take place within two weeks of the meeting having been convened. Apart from that, the Chairman of the Audit Committee shall decide on the convening of meetings in the company's interest.
- 5.2 The Audit Committee shall be quorate if at least three of its members participate in voting on resolutions.
- 5.3 The provisions on voting and the further procedure for the passing of resolutions by the Supervisory Board shall apply to voting and the further procedure for the passing of resolutions by the Audit Committee mutatis mutandis subject to the proviso that in the event of a tied vote in the Committee, the Supervisory Board will decide.

- 5.4 As a rule, meetings of the Audit Committee shall be attended by the members of the Board of Management responsible for finance and legal affairs. The Audit Committee may call in other members of the Board of Management. The Chairman of the Audit Committee may specify on a case-by-case basis that members of the Board of Management are not to take part in meetings of the Audit Committee or the discussion of individual issues.

As a rule, the auditor shall participate in the discussion of the annual financial statements. If the auditor is called in as an expert, the Board of Management shall not participate in the meeting unless the Audit Committee deems its participation necessary. The Audit Committee shall consult with the external auditors on a regular basis without the Management Board.

§ 6 Reporting to the Supervisory Board, minutes, declarations, remuneration

- 6.1 The Chairman of the Audit Committee shall report to the Supervisory Board on a regular basis about the work of the Audit Committee.
- 6.2 Minutes shall be taken for each meeting of the Audit Committee, describing the place and date of the meeting, the attendees, the agenda items, the main content of the discussions and the resolutions passed. The minutes shall be signed by the member presiding over the meeting.
- 6.3 Insofar as the execution of resolutions of the Audit Committee requires that declarations be made or received, the Chairman of the Audit Committee or, in his absence, the Deputy Chairman will act on behalf of the Audit Committee.
- 6.4 The remuneration for the work carried out by the Committee shall be in line with the Articles of Association of Volkswagen AG.

§ 7 Confidentiality

- 7.1 Members of the Audit Committee and other persons that the Audit Committee involves in its meetings should maintain confidentiality regarding any reports they receive, the content of deliberations, and company secrets, i.e. trade and business secrets which they become party to in the course of activities for the Audit Committee, even after their activities for the Audit Committee have ended. Sections II. 6 and II. 5 sentence 3 of the Rules of Procedure of the Supervisory Board of Volkswagen AG shall be applicable to the obligation of persons who attend the meetings of the Audit Committee to maintain confidentiality.

7.2 The members of the Audit Committee must ensure that employees, auxiliaries and consultants requested to assist them also maintain confidentiality in the same manner.