



**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" in the version of May 21, 2003, published in the official section of the electronic Federal Official Gazette by the Federal Ministry of Justice on July 4, 2003, are complied with.

However, the restrictions apply that the information on the remuneration of members of the Board of Management is not disclosed individually (Section 4.2.4, Sentence 2 of the Code) and that the remuneration of Supervisory Board members is not disclosed individually in the Notes to the Consolidated Financial Statements (Section 5.4.5 Para. 3, Sentence 1 of the Code).

The restriction with regard to Section 5.4.5 Para. 1, Sentence 3 of the Code in the declaration of compliance dated December 9, 2002 has been deleted as a result of the insertion of a separate regulation on remuneration for the chair and members of Supervisory Board committees by the Shareholders' Meeting on May 14, 2003 in the articles of incorporation of AUDI AG.

Ingolstadt, December 9, 2003

On behalf of the Supervisory Board:

Dr. Bernd Pischetsrieder

On behalf of the Board of Management:

Dr. Martin Winterkorn