

Responsible, transparent and efficient corporate governance is an integral part of Porsche's corporate culture.

Declaration of compliance required by Sec. 289a German Commercial Code (HGB)

You can find the declaration of compliance required by Sec. 289a German Commercial Code (HGB) on our website at www.porsche-se.com/pho/en/investorrelations.

Corporate statutes of Porsche Automobil Holding SE

The main legal basis for the corporate statutes of Porsche SE is formed by the European SE provisions and the German SE Implementation Act as well as the German Stock Corporation Act (AktG). The differences this leads to compared to the statutes of a stock corporation mainly pertain to the formation and composition of the supervisory board. The dual management system with a strict separation of executive board and supervisory board, the principle of parity co-determination in the supervisory board, as well as the co-administration and control rights of the shareholders in the annual general meeting are also core elements of the company statutes of Porsche SE.

Corporate management by the executive board

The executive board has sole responsibility for the management of Porsche SE and the Porsche group and represents the company in transactions with third parties. Its main tasks pertain to the strategy and management of the Porsche group as well as the implementation and monitoring of an efficient risk management system. The activity of the executive board is regulated in more detail in rules of procedure issued by the supervisory board.

The executive board informs the supervisory board regularly, without delay and comprehensively about the planning, business development and the

risk management of the company and consults with the supervisory board on the strategy of the Porsche group. Certain transactions stipulated in the articles of association of Porsche SE and the executive board's rules of procedure may only be carried out by the executive board subject to the prior approval of the supervisory board. These include, among others, the acquisition and sale of companies of a certain size, the establishment and closure of plant locations, the introduction or discontinuation of business divisions as well as legal transactions with holders of ordinary shares or supervisory board members of Porsche SE.

Corporate governance takes into consideration conflicts of interest that can arise from membership of two executive boards (at Porsche SE on the one hand, and at Volkswagen AG or Porsche AG on the other) and addresses these in the company's interest. For example, members of the executive board who are also member of the Volkswagen AG board of management do not participate in any resolutions concerning issues relating to Volkswagen AG.

In accordance with the provisions of the German Corporate Governance Code, the executive board ensures compliance with legal provisions and internal policies, and works toward ensuring they are taken into account. The Chief Compliance Officer of Porsche SE reports directly to the chairman of the executive board. The Chief Compliance Officer's task is to advise the executive board on all questions relating to compliance, to introduce preventive measures, manage these and monitor compliance with regulations. Compliance activities are based on a strategy aimed at prevention.

Monitoring of management by the supervisory board

The supervisory board appoints the members of the executive board, and also advises and monitors the executive board in their managerial activities. The structure already ensures the fundamental independence of the supervisory board in its control of the executive board since a member of the supervisory board may not at the same time belong to the execu-

tive board and the competencies of the two bodies are strictly segregated.

The supervisory board is composed of twelve members. The size and composition of the supervisory board are governed by the European SE provisions. These are supplemented by the co-determination agreement entered into with representatives of the European Porsche employees. This defines the competencies of the employees in the works council of Porsche SE, the procedure for the election of the Porsche SE works council and the representation of the employees in the Porsche SE supervisory board as well as the relevant rulings in the articles of association. Shareholder and employee representatives are equally represented on the supervisory board of Porsche SE, following the basic principles of German co-determination law. None of the current members of the supervisory board is a former member of the executive board of Porsche SE or Porsche AG. Based on the assessment of the supervisory board, it includes a sufficient number of independent members.

The supervisory board takes its decisions with a simple majority of votes cast by the participating supervisory board members. In the event of a tie, the supervisory board chairman, who always has to be a member of the supervisory board elected by the shareholders, casts a deciding vote.

The supervisory board has formed several committees: an executive committee, an audit committee and a nomination committee. The executive committee acts as personnel committee; in urgent cases, it also decides on transactions requiring the prior approval of the supervisory board. The audit committee supports the supervisory board in monitoring the company management and reviews the accounting process, the effectiveness of the internal control system, compliance system, risk management system and audit system, and the independent audit of the financial statements. The nomination committee provides the supervisory board with recommendations for the supervisory board's proposals to the annual general meeting concerning the election of supervisory board members.

Rights of the shareholders

Porsche SE's share capital is equally divided into ordinary shares and preference shares without voting rights. The shareholders exercise their rights in the annual general meeting. When passing resolutions, each ordinary share of Porsche SE grants one vote. There are no shares with multiple or preferential voting rights, nor are there maximum voting rights. Every shareholder is entitled to take part in the annual general meeting, to express an opinion on items on the agenda, to table motions and to demand information about company matters if this is needed to properly judge an item on the agenda.

Among other things, the annual general meeting adopts resolutions on the exoneration of the executive board and the supervisory board, the appropriation of profits, capital measures and amendments to the articles of association.

The shareholder representatives on the supervisory board are elected by the annual general meeting. The following applies to the election of employee representatives on the supervisory board: The articles of association of Porsche SE provide for the appointment of employee representatives to the supervisory board by the annual general meeting, unless an agreement reached in accordance with the German Law on Employee Participation at SEs (SEBG) provides for any other procedure for the appointment of employee representatives to the supervisory board. The latter is currently the case. The agreement on the involvement of employees at Porsche SE contains the provision that employee representatives are directly appointed to office following their election by the Porsche SE works council. Even if no such agreement had been made, the annual general meeting would be bound by the nominations of the employees for employee representatives.

Financial reporting and annual audit

The Porsche group's financial reporting is based on the International Accounting Standards (IAS) and International Financial Reporting Standards (IFRS) issued by the International Accounting Standards

Board (IASB) insofar as they are applicable within the European Union, as well as the provisions of German commercial law applicable under Sec. 315a (1) German Commercial Code (HGB). The financial statements of Porsche SE as parent company of the Porsche group are based on the accounting provisions of the German Commercial Code. Both sets of financial statements are audited by Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft as an independent auditor. In addition, the underlying facts of the compliance declaration in accordance with Sec. 161 German Stock Corporation Act (AktG) are audited during the annual audit.

Risk management

The Porsche group has a group-wide risk management system which helps management to recognize major risks at an early stage, thus enabling them to initiate countermeasures in good time. The risk management system at the Porsche group is continuously tested for efficiency and continually optimized to reflect changed conditions. For details, please refer to pages 85 ff. of this annual report.

Communication and transparency

Porsche attaches great importance to transparent communication and regularly keeps shareholders, financial analysts, shareholder associations, the media and the general public informed about the situation of the company and its business development. This information can be sourced, in particular, at the website www.porsche-se.com which contains all press releases and financial reports as well as the articles of association of Porsche SE and information about the annual general meeting. Interested visitors to the homepage of Porsche SE have the opportunity to subscribe to a newsletter that regularly informs them of developments at the Porsche group.

Besides the regular reporting, Porsche announces details of circumstances that are not in the public domain in accordance with German Securities Trading Act (WpHG) which, when they become known, could significantly impact on the share prices of the

Porsche share. These ad hoc announcements are also presented on the homepage of Porsche Automobil Holding SE.

Directors' dealings

Pursuant to Sec. 15a German Securities Trading Act (WpHG), members of the executive board and supervisory board as well as certain persons in management position and persons closely related to them must disclose the purchase and sale of Porsche shares and related financial instruments. Porsche SE publishes such announcements about transactions of this kind on the Porsche SE homepage.

Declaration of compliance with the German Corporate Governance Code

The background

On 26 February 2002 the Federal German Government Commission on the Corporate Governance Code introduced a standard of good and responsible corporate governance for companies listed on the stock exchange. Pursuant to Sec. 161 (1) German Stock Corporation Act (AktG), the executive and supervisory boards of listed companies are obliged to make an annual declaration of compliance as to whether they have complied and are continuing to comply with the recommendations of the code, or which of the recommendations contained in the code have not been or are not applied, and why.

For the period until 2 July 2010 the declaration below refers to the version of the code amended 18 June 2009 and for the period from 3 July 2010 to the version of the code amended 26 May 2010, which was published in the elektronischer Bundesanzeiger (German Electronic Federal Gazette) on 2 July 2010. If no explicit reference is made to a specific version of the code then the respective recommendation remained unchanged in this period.

Declaration of compliance of Porsche Automobil Holding SE

The executive board and supervisory board of Porsche Automobil Holding SE declare in accordance with Sec. 161 (1) German Stock Corporation Act (AktG) that the company has complied and does comply with the recommendations of the Government Commission of the German Corporate Governance Code announced by the Federal Ministry of Justice in the official part of the elektronischer Bundesanzeiger (German Electronic Federal Gazette), with the following exceptions:

“The Supervisory Board shall specify concrete objectives regarding its composition which, whilst considering the specifics of the enterprise, take into account the international activities of the enterprise, potential conflicts of interest, an age limit to be specified for the members of the Supervisory Board and diversity. These concrete objectives shall, in particular, stipulate an appropriate degree of female representation.

Recommendations by the Supervisory Board to the competent election bodies shall take these objectives into account. The concrete objectives of the Supervisory Board and the status of the implementation shall be published in the Corporate Governance Report.” (No. 5.4.1 (2) and (3) of the German Corporate Governance Code as amended 26 May 2010)

The supervisory board welcomes the intention of the code to define rules for the composition of supervisory boards and is committed to this goal. However, in light of the intended merger with Volkswagen AG and the fact that, at present, no new elections of shareholder representatives to the supervisory board are planned prior to the merger, the specification of concrete goals would not be appropriate at the current point in time.

“Beyond the statutory obligation to report and disclose dealings in shares of the company without delay, the ownership of shares in the company or related financial instruments by Management Board and Supervisory Board members shall be reported if these directly or indirectly exceed 1 percent of the shares issued by the company. If the entire holdings

of all members of the Management Board and Supervisory Board exceed 1 percent of the shares issued by the company, these shall be reported separately according to Management Board and Supervisory Board. The aforesaid disclosures shall be included in the Corporate Governance Report.” (No. 6.6 German Corporate Governance Code)

Porsche Automobil Holding SE publishes announcements of the voting rights of our shareholders in accordance with the German Securities Trading Act as required by this law. Announcements concerning the purchase and sale of Porsche preference shares by members of the executive board and supervisory board in accordance with Sec. 15a of the German Securities Trading Act are published insofar as this is required by Sec. 15a of the German Securities Trading Act. The shares in the company and related financial instruments held by members of the company's governing bodies (No. 6.6 of the German Corporate Governance Code) have not yet been published as we consider complete compliance with statutory publishing requirements provides the capital markets and our shareholders in particular with sufficient information.

Corporate governance in the Volkswagen subgroup

Volkswagen AG

In their declaration of compliance with the German Corporate Governance Code as of 20 November 2009, the board of management and supervisory board of Volkswagen AG disclosed that, in the period from 21 November 2008 to 5 August 2009, the recommendations of the code as of 6 June 2008 had been complied with, with the exception of No. 4.2.3. (4) and (5) (severance payment cap), and that the recommendation of the code published on 5 August 2009 in the new version of 18 June 2009 had been complied with, with the exception of No. 3.8 (2) (deductible in D&O insurance), No. 4.2.3 (2) sentences 2 and 3 (comparison parameters for variable compensation) and No. 4.2.3 (3) and (4) (severance payment cap).

The board of management and supervisory board of Volkswagen AG also declared that the recommendations of the code as of 18 June 2009 were complied with in full, with the exception of No. 3.8 (2) (deductible in D&O insurance), No. 4.2.3 (2) sentences 2 and 3 (comparison parameters for variable compensation) and No. 4.2.3 (3) and (4) (severance payment cap). In future, it is intended to comply with these recommendations, and with No. 3.8 (2) from 1 January 2010. The declaration of compliance can be found on the web page www.volkswagenag.com/ir, under the header Corporate Governance, and the menu item declaration of compliance.

AUDI AG

In their declaration of compliance with the German Corporate Governance Code dated 23 November 2009, the executive board and supervisory board of AUDI AG declared that, until the publication of the new version on 5 August 2009, the recommendations of the code as amended in 6 June 2008 were complied with, with the exception of No. 4.2.3 (4) and (5) (severance payment cap), No. 5.3.3 (nomination committee), 5.4.3 sentence 1 (elections to the supervisory board on an individual basis) and No. 5.4.6 (3) sentence 1 (individual reporting of compensation of members of the supervisory board, subdivided according to components).

The executive board and supervisory board of AUDI AG also declared that after 5 August 2009 the recommendations of the code as of 18 June 2009 were and are complied with, with the exception of No. 3.8 (2) sentence 2 (deductible in D&O insurance for the supervisory board), No. 4.2.3 (2) sentences 2 and 3 (comparison parameters for variable compensation), No. 4.2.3 (3) and (4) (severance payment cap), No. 5.3.3 (nomination committee) and No. 5.4.3 sentence 1 (elections to the supervisory board on an individual basis). It is intended to take No. 3.8 (2) sentence 2 into consideration from 1 January 2010. No. 4.2.3 (3) and (4) will be taken into consideration in the future. The declaration of compliance can be found on the internet at www.audi.de/cgk-erklaerung.

Porsche Automobil Holding SE

Supervisory board and executive board