

# VOLKSWAGEN

AKTIENGESELLSCHAFT

Volkswagen presents 2013 consolidated financial statements and to submit a voluntary tender offer to Scania shareholders

Volkswagen presents 2013 consolidated financial statements:

- Volkswagen Group reports successful fiscal year 2013 in a challenging environment
- Deliveries to customers up 4.9 percent on the record 2012 figure to 9.73 million vehicles; strong growth in China
- Sales revenue rises by 2.2 percent to EUR 197.0 billion; negative exchange rate effects
- Operating profit exceeds record prior-year level at EUR 11.7 billion (EUR 11.5 billion)
- Profit before tax of EUR 12.4 billion (EUR 25.5 billion); equity-accounted profit of the Chinese joint ventures exceeds the high 2012 level; prior-year figure significantly influenced by measurement effects from the integration of Porsche (EUR 12.3 billion)
- Net cash flow in the Automotive Division clearly positive at EUR 4.4 billion (EUR -0.2 billion) thanks to the robust business model; net liquidity increases to EUR 16.9 billion (EUR 10.6 billion)
- Board of Management and Supervisory Board are proposing to increase the dividend for Volkswagen shareholders to EUR 4.00 per ordinary share and EUR 4.06 per preferred share

January-December		2013	2012*)	+/- (%)
Volkswagen Group (IFRSs):				
Deliveries to customers	'000 units	9,731	9,276	+ 4.9
Vehicle sales	'000 units	9,728	9,345	+ 4.1
Production	'000 units	9,728	9,255	+ 5.1
Employees	Dec. 31	572,800	549,763	+ 4.2
Sales revenue	EUR million	197,007	192,676	+ 2.2
Operating profit	EUR million	11,671	11,498	+ 1.5
Profit before tax	EUR million	12,428	25,487	- 51.2
Profit after tax	EUR million	9,145	21,881	- 58.2
Noncontrolling interests	EUR million	52	169	- 69.3
Profit attributable to shareholders of Volkswagen AG	EUR million	9,066	21,712	- 58.2
Earnings per share (basic)				
- Ordinary shares	EUR	18.63	46.41	- 59.9
- Preferred shares	EUR	18.69	46.47	- 59.8

Automotive Division (including allocation of consolidation adjustments between the Automotive and Financial Services divisions):

Cash flows from operating activities	EUR million	20,612	16,232	+ 27.0
Cash flows from investing activities attributable to operating activities**) - of which investments in property, plant and equipment	EUR million	16,199	16,455	- 1.6
Net liquidity at December 31	EUR million	11,040	10,271	+ 7.5
	EUR million	16,869	10,573	+ 59.5

Volkswagen AG (German Commercial Code):

Net income	EUR million	3,078	6,380	- 51.8
Dividend proposal:				
Dividend - per ordinary share	EUR	4.00	3.50	
- per preferred share	EUR	4.06	3.56	

\*) Prior-year figures adjusted to reflect application of IAS 19R.

\*\*) Excluding acquisition and disposal of equity investments:  
EUR 14,497 million (previous year: EUR 12,528 million).

Prospects for 2014:

The Volkswagen Group will press ahead with its product initiative across all brands in 2014, and we will modernize and expand our offering by introducing attractive new vehicles. We are pursuing the goal of offering all customers the mobility and innovation they need, sustainably strengthening our competitive position in the process.

We expect that the Volkswagen Group will moderately increase deliveries to customers year-on-year in 2014 in a still challenging market environment.

Challenges for the Volkswagen Group will come from the difficult market environment and fierce competition, as well as interest rate and exchange rate volatility and fluctuations in raw materials prices. The modular toolkit system, which we are continuously expanding, will have an increasingly positive effect on the Group's cost structure. Depending on the economic conditions, we expect 2014 sales revenue for the Volkswagen Group and its business areas to move within a range of 3 percent around the prior-year figure.

In terms of the Group's operating profit, we are expecting an operating return on sales of between 5.5 percent and 6.5 percent in 2014 in light of the challenging economic environment, and the same range for the Passenger Cars Business Area. The Commercial Vehicles/Power Engineering Business Area is likely to moderately exceed the 2013 figure. The operating return on sales in the Financial Services Division is expected to be between 8.0 percent and 9.0 percent. Disciplined cost and investment management and the continuous optimization of our processes remain integral elements of the Volkswagen Group's Strategy 2018.

The Annual Media Conference and Investor Conference will take place on March 13, 2014 in Berlin.

This report contains forward-looking statements on the business development of the Volkswagen Group. These statements are based on assumptions relating to the development of the economic and legal environment in individual countries and economic regions, and in particular for the automotive industry, which we have made on the basis of the information available to us and which we consider to be realistic at the time of going to press. The estimates given entail a degree of risk, and the actual developments may differ from those forecast.

Consequently, any unexpected fall in demand or economic stagnation in our key sales markets, such as Western Europe (and especially Germany), the USA, Brazil, China, or Russia will have a corresponding impact on the development of our business. The same applies in the event of a significant shift in current exchange rates, mostly against the euro and primarily in US dollars, sterling, Chinese renminbi, Swiss francs, Mexican pesos, Swedish kronor, Polish zloty and Australian dollars. In addition, expected business developments may vary if this report's assessments develop in a way other than we are currently expecting.

Volkswagen to submit a voluntary tender offer to Scania shareholders:

Today, Volkswagen Aktiengesellschaft ("Volkswagen") has resolved to submit a voluntary tender offer to the shareholders of Scania Aktiebolag ("Scania") for all A and B shares in Scania. Volkswagen offers for each Scania share SEK 200 (corresponding to approximately EUR 22.26). Based on this offer price, the 298,910,903 shares not directly or indirectly controlled by Volkswagen correspond to a total value of approximately EUR 6.7 billion.

The offer represents a premium of 57.0% and 53.3% for A and B shares in Scania, respectively, based on the ninety days volume weighted average prices to and including February 21, 2014.

The offer will be subject to, among others, the condition that Volkswagen through the offer becomes the owner of more than 90% of the total number of shares in Scania. After exceeding the threshold of 90% Volkswagen will perform a squeeze-out and promote delisting of the Scania shares from the stock exchange.

The full takeover of Scania is an essential step for the Volkswagen Group on its way to the completion of the integrated commercial vehicles group. It shall remove the existing legal restrictions and will thereby allow the faster and more comprehensive implementation of the common strategy for the commercial vehicles business, to realise important common projects easier and by this means to achieve additional growth opportunities and synergies from the cooperation of Volkswagen, Scania and MAN. On average Volkswagen expects additional long-term synergy potential of at least EUR 650 million operating profit per year. In light of the long product lifecycles in the commercial vehicles industry, it will be 10 to 15 years before this potential can be fully leveraged.

The offer is financed from the net liquidity of the Volkswagen Group. Volkswagen will achieve partial refinancing through the issuance of new preference shares in the amount of up to EUR 2 billion using the existing authorised capital as well as issue hybrid capital.

Scania's shares are listed on the Stockholm Stock Exchange (NASDAQ OMX Stockholm). Each Scania A share represents one vote and each Scania B share represents one tenth of a vote at a general meeting of shareholders. Apart from that there are no legal differences between Scania A and B shares.

Today, Volkswagen announces the offer in a separate press release, constituting the offer, in accordance with Swedish laws and regulations. For the full offer press release, see [www.volkswagenag.com/ir](http://www.volkswagenag.com/ir).

Wolfsburg, February 21, 2014

VOLKSWAGEN AKTIENGESELLSCHAFT - The Board of Management