



Mercedes-Benz

Rules of Procedure
of the
Board of Management
of
Mercedes-Benz Group AG

Solely for reasons of language simplicity, only the masculine gender is used in these Rules of Procedure, which form should be understood to always include all gender identities.

As at January 2023

§ 1

Fundamental Principles of Management

1. The Board of Management of Mercedes-Benz Group AG (Company) is responsible for directing, coordinating and controlling business activities in accordance with the goals of sustainable value creation it defines for Mercedes-Benz Group AG and Mercedes-Benz Group in the best interests of the Company. In addition, it also considers social and environmental factors in the best interests of the company.
2. The Board of Management shall run the business in compliance with the provisions of statutory law, the Articles of Incorporation, these Rules of Procedure as well as in observance of the reservations of approval of the Supervisory Board.
3. The Board of Management ensures an appropriate and effective internal control system, risk management system and audit system aligned to the scope of the business and the risk situation of the company. Moreover, the Board of Management ensures that all provisions of statutory law and the company's internal policies are followed and works for their implementation and observance by the group companies (compliance). The internal control system and the risk management system include a compliance management system aligned to the risk situation of the company. Furthermore, the Board of Management ensures that these or other comparable independent systems and processes, as well as the internal auditing system, also cover the company's sustainability objectives as well as the ecological and social effects of the company's activity.

The Board of Management makes Mercedes-Benz Group AG's structures and resources available to the management bodies of group companies in order to fulfil their own internal control, risk management, compliance and audit obligations, including any sustainability-related obligations and ensures that they are adequately informed about these structures and resources, their functionality and the methods and processes applied. Insofar as the resulting reports concern group companies, the Board of Management forwards these reports to the management bodies of the respective group companies.

§ 2

Chairmanship

1. The Supervisory Board appoints one member as Chairman of the Board of Management.
2. The Chairman represents the Board of Management and the Company in the public sphere in matters which concern the entire Company.
3. The Chairman shall – in agreement with all other members of the Board of Management – determine the principles of the Company's business policies and its organization as well as the corporate strategy. These decisions shall be binding for the exercise of management responsibilities by all members of the Board of Management.
4. The Chairman is responsible for managing the business of the Board of Management. He is also responsible for cooperation and communication with the Supervisory Board and its members and for informing the Chairman of the Supervisory Board in accordance with the Rules of Procedure of the Supervisory Board and its committees and other Supervisory Board resolutions.

§ 3

Joint Responsibility

1. The members of the Board of Management manage the business in joint responsibility (principle of collegiality).
2. Within the framework of the Supervisory Board's requirements regarding the allocation of the Board of Management's areas of responsibility (business division and/or functional executive division), the Board of Management determines the allocation of responsibilities within the Board of Management by unanimous resolution.
3. Notwithstanding the overall responsibility of the Board of Management (cf. para. 1 above), each member of the Board of Management is individually responsible for directing his assigned executive division within the scope of the directives issued by the Board of Management.
4. The members of the Board of Management coordinate relations between the subordinate businesses or organizational units and the executive divisions and represent the interests of these divisions in their dealings with third parties.
5. The relationship between the executive divisions represented in the Board of Management shall be governed by the principle of mutual trust and cooperation as well as by reciprocal frankness and transparency.
6. The Chairman is responsible for managing the activities of the members of the Board of Management within the scope of their areas of responsibility. All members of the Board of Management shall report to the Chairman continuously on developments and matters in their respective area of responsibility, which are of importance to the Company and/or Mercedes-Benz Group.
7. All members of the Board of Management shall keep their fellow Board members informed of any developments and matters also affecting the latter's respective areas of responsibility. In the event of serious concerns relating to a matter from another executive division, each member of the Board of Management is obligated to bring about the adoption of a resolution by the Board of Management, if such concerns cannot be resolved in discussion with the other member of the Board of Management.

If measures and transactions of one executive division of the Board of Management also concern another or several other executive division(s) of the Board of Management – in particular without a requirement for Board of Management approval due to fundamental or material importance pursuant to para. 8 – the member of the Board of Management must first consult with the other member(s) involved. If no agreement can be reached in such a case, each member of the Board of Management concerned shall be obligated to bring about a resolution by the Board of Management. In this case, the measure shall not be implemented until the decision of the Board of Management.

8. The prior approval of the Board of Management is required for (i) matters regarding which the law, the Articles of Incorporation or these Rules of Procedure provide for a decision of the Board of Management, (ii) matters which are to be submitted to the Supervisory Board or one of its committees as required by law, the Articles of Incorporation, the Rules of Procedure of the Supervisory Board and its committees or by virtue of other resolutions of the Supervisory Board, (iii) matters which are to be submitted to the Annual General Meeting by law or the Articles of Incorporation and (iv) the convening of the Annual General Meeting as well as motions and proposals of the Board of Management for the adoption of resolutions by the Annual General Meeting. Furthermore, measures and transactions of fundamental or material importance are dealt with by the Board of Management or require its prior

approval. In addition, each member of the Board of Management is entitled to demand that the Board of Management deliberate or pass a resolution in advance on any matters, which appear important to him.

9. The Board of Management may, by unanimous resolution, delegate its decision-making authority for specifically defined measures and transactions to one or more members of the Board of Management, to expert bodies set up specifically for this purpose or to a Board of Management committee in accordance with § 8 of these Rules of Procedure. The foregoing shall not affect the joint responsibility of the Board of Management and the tasks assigned to it by statutory law.

The competences and composition of committees of the Board of Management and expert bodies of this kind shall be specified in a regulation to be adopted unanimously by the Board of Management, e.g. rules of procedure or a policy. In particular, it must be ensured in this respect that the committee or expert body makes decisions in lieu of the Board of Management only within the decision-making authority delegated to it, that the Board of Management remains informed about the performance of the delegated tasks by the committee or expert body and that it retains the possibility of reassuming the decision at any time. A responsible person shall be appointed for each of the Board of Management committees and expert bodies formed in this manner in order to ensure compliance with these requirements.

Each member of the Board of Management is entitled to form expert committees within his own executive division and in observance of the statutory decision-making rights and reservations of approval of the Board of Management laid down in these Rules of Procedure.

10. Insofar as the Chairman of the Board of Management and/or the member of the Board of Management, responsible for the Finance and Controlling Division, are obligated to sign reports and declarations in connection with the external financial reporting, the other members of the Board of Management shall countersign these reports in line with the collective responsibility of the Board of Management and after prior coordination with the Chairman of the Board of Management. In exceptional cases, this procedure can be deviated from if the material report contents have already been approved.
11. At least once per year the Board of Management shall hold one strategic meeting, in which the integrated sustainable corporate strategy and the long-term planning of the business divisions, as well as the strategies of the executive functional divisions are discussed. Once per year, the Board of Management shall hold one planning meeting for determination of the operative financial and sustainability targets of the business divisions as well as the planning of the executive functional divisions. At least once per year, the Board of Management shall hold discussions about all current product projects in the context of project reviews with a view to tracking their economic development since the approval by the Board of Management. With regard to substantial developments of current product projects, the respective Board of Management member in charge shall inform the other members of the Board of Management in good time.
12. The Business Practices Office shall report to the Board of Management on a regular basis, at least once per quarter and at least concomitantly with the submission of its report to the Audit Committee of the Supervisory Board. The report shall cover all cases which are newly opened, under investigation, suspended for procedural considerations or closed, and shall describe the relevant measures initiated under labor law, relating to high-risk violations as defined in Mercedes-Benz Group's Policy on Regulatory Violations. Members of the Board of Management and the Supervisory Board of Mercedes-Benz Group AG shall be subject to the separate procedures regulated in the Rules of Procedure for the Supervisory Board and its committees.

§ 4

Conflicts of Interest

1. The members of the Board of Management are obligated to pursue the Company's interests and are subject to a comprehensive non-competition obligation for the duration of their employment with the Company. This does not apply to further board memberships within the Mercedes-Benz Group and board memberships, which are assumed at the instigation of Mercedes-Benz Group AG at one of its affiliated companies. No member of the Board of Management may pursue personal interests or use business opportunities to which the Company is entitled for himself or third parties when making his decisions.
2. The members of the Board of Management may not, in connection with their board activities, accept unlawful advantages from third parties for themselves or for any other person nor grant unlawful advantages to third parties.
3. The members of the Board of Management shall inform the Chairman of the Supervisory Board and the Chairman of the Board of Management of any personal interests in transactions of Mercedes-Benz Group AG and its group companies and all other conflicts of interest arising in connection with their activities for the Mercedes-Benz Group without undue delay and shall inform the other members of the Board of Management accordingly.
4. Each member of the Board of Management shall inform the Board of Management and the Supervisory Board without undue delay of any related companies which are controlled by the member of the Board of Management himself or one of his closely related family members¹, in the joint management of which the Board of Management member or a close family relative have a significant influence (related enterprise). A membership of the Board of Management member or one of his close family members in the Board of Management or Supervisory Board of another company does not in itself immediately constitute a related enterprise.

Furthermore, each member of the Board of Management shall inform the Supervisory Board and the Board of Management without undue delay of any transactions with a business value in excess of EUR 1 million between him or a close family member, on the one hand, and a company of the Mercedes-Benz Group, on the other.

5. The terms and conditions of transactions between members of the Board of Management, as well as any persons or companies related to them, on the one hand, and enterprises of Mercedes-Benz Group, on the other hand, must be in compliance with the standards customary in the respective market and line of business.
6. To the extent the involvement of the Supervisory Board is not already required pursuant to §§ 89, 111 b, 112 AktG the conclusion of material transactions between the members of the Board of Management and persons or companies related to them, on the one hand, and Mercedes-Benz Group AG or its group companies, on the other hand, requires the approval of the Supervisory Board.
7. The members of the Board of Management are to assume Board of Management or Supervisory Board memberships and/or other administrative or honorary offices outside Mercedes-Benz Group only to a limited extent. As a rule, the aforesaid activities should serve the interests of the Company and must not detract from the duties as a member of the Board of Management. The assumption of such sideline

¹ Close family members are family members who can be expected to influence or be influenced by the person in their transactions with the company. These include (i) children and spouse or civil partner, (ii) children of the spouse or life partner and (iii) dependent relatives of the Supervisory Board member or his spouse or life partner.

activities requires the previous approval of the Presidential Committee of the Supervisory Board. A list of all sideline activities of the members of the Board of Management is presented to the entire Supervisory Board for approval once every year. If approval is denied, the respective office must be terminated as soon as possible. In the context of the approval for assumption of Supervisory Board mandates in non-group companies, the Supervisory Board shall decide whether and to what extent the remuneration for such a mandate must be offset against the Board of Management remuneration.

8. Members of the Board of Management may, in general and subject to the publication of a deviation in the Compliance Declaration pursuant to § 161 AktG, not exercise more than two Supervisory Board mandates in non-group listed companies or comparable functions and may not accept the Chairmanship of a Supervisory Board of a non-group listed company.

§ 5

Board of Management Meetings and Resolutions

1. As a general rule, the Board of Management shall convene in a meeting every two weeks. Meetings shall be held if the best interests of the Company so require or if a member of the Board of Management so requests. The venue for the meeting shall be determined by the Chairman. Upon direction of the Chairman, meetings can also be held by video or telephone conference.
2. The meetings of the Board of Management shall be convened by the Chairman. The Chairman will notify the members of the Board of Management of the items on the agenda in good time prior to the meeting. The Chairman of the Board of Management will decide on the attendance of guests, unless a deviating board resolution is adopted.
3. The meetings will be chaired by the Chairman of the Board of Management. Minutes shall be drawn up of the resolutions and meetings of the Board of Management. The minutes shall indicate the place and date of the meeting, those attending, the items on the agenda, the essential content of the deliberations and the resolutions adopted by the Board of Management. A draft version of the minutes will be provided to all members of the Board of Management for approval; the Chairman and the head of the Corporate Office shall sign the final approved minutes and make them available to all members of the Board of Management. An electronic signature is sufficient. Internal notes and other internal communications implementing Board of Management decisions are to be issued with the sole signature or electronic signature of the Chairman. Notwithstanding the foregoing, the other members of the Board of Management may inform their staff about these decisions.
4. As a general rule, resolutions of the Board of Management are to be adopted in meetings. An absent member who is not connected by telephone or video conference may participate in the adoption of a resolution in a meeting by having his vote submitted to the Chairman of the Board of Management in text form by a member present. In urgent cases, the Chairman may also arrange for the adoption of a resolution of the Board of Management to be carried out in writing, by fax, e-mail or any other electronic means – or by a combination of these communication media – if no member of the Board of Management objects to this procedure within an appropriate time to be determined by the Chairman. The procedure as well as the conclusion that the resolution has been adopted shall be documented by the Head of the Corporate Office.
5. Motions for the adoption of resolutions to the Board of Management must be substantiated by written or electronically provided documentation containing the specific resolution proposal as well as the supporting considerations.

Proposals for resolutions may only be submitted by members of the Board of Management. The documents for Board of Management meetings shall be made available to all other members of the Board of Management, if possible, at the same time and usually at least three business days in advance of the meeting, in order to allow for adequate preparation for the adoption of the resolution. The calculation of the time period shall include the day on which the documents are made available. All members shall receive identical documentation packages.

In order to ensure that any resolutions adopted give adequate consideration to the strategic and financial targets of the Group, any member(s) of the Board of Management submitting motions shall make sure that the respective competent units are fully involved in the preparation of the decision and the drafting of the documentation relating to the resolution proposal. If any units involved do not endorse either fully or in part the motion proposed, this must be clearly stated in the supporting documentation. In the case of product and structural projects as well as individual measures², the member of the Board of Management responsible for the Finance and Controlling division must be involved in good time before the transmission or provision of the documents to and for the Board of Management.

Resolutions on matters affecting group companies may be adopted subject to subsequent execution of necessary resolutions and measures at other group companies in accordance with company law.

6. The Board of Management shall be quorate if at least half of its members participate in the adoption of the resolution. Members who are connected by telephone or video conference or who have submitted a vote in text form in accordance with § 5 (4) of these Rules of Procedure shall be deemed present for the purpose of establishing the quorum. Any absent members shall be informed immediately of any resolutions adopted during their absence. On matters relating to the executive division of an absent member, deliberations shall only be held and resolutions only adopted – except in urgent cases – with the member's consent.
7. The Board of Management shall decide by a simple majority of the votes cast, unless otherwise specified by statutory law or these Rules of Procedure. In the case of a tie of votes, the Chairman shall be entitled to the casting vote. Notwithstanding the possibility of taking decisions by majority voting or, as appropriate, by a casting vote, the Chairman shall exploit every possible avenue to achieve a unanimous decision, particularly on measures and transactions of fundamental or material importance.
8. If the Chairman is prevented from attending, the duties incumbent upon him pursuant to this § 5 shall be performed by the member of the Board of Management whom he has appointed for this purpose. In the absence of such an appointment or if the deputy appointed by the Chairman is also prevented from attending, these duties shall be performed by the member of the Board of Management who is oldest in terms of age. The appointee or deputy is not entitled to the casting vote pursuant to § 5 (7) sent. 2.
9. The members of the Board of Management shall inform the Chairman of the Board of Management in good time in advance of any non-attendance at a meeting of the Board of Management and of any vacation, illness or other inability to attend of more than one week.

² Cf. Definitions in the glossary.

§ 6

Official Language of the Board of Management

The official language of the Board of Management is English.

§ 7

Relationship with the Supervisory Board

1. The Chairman of the Board of Management is responsible for conducting the day-to-day business with the Chairman of the Supervisory Board and the Supervisory Board and shall discuss the business development of the individual divisions, strategy, planning, the risk situation, risk management and compliance issues of the company with the Chairman of the Supervisory Board between meetings. The Chairman of the Board of Management shall inform the Chairman of the Supervisory Board without undue delay about extraordinary events which are of material importance for the evaluation of the situation and development, and for the Management of Mercedes-Benz Group AG and the Group.
2. Beyond the approval required by law and the Articles of Incorporation, the Board of Management shall need the prior approval of the Supervisory Board for certain types of transactions determined by the Supervisory Board.
3. Without prejudice to the reservations of approval and reporting obligations stipulated by statutory law, the Articles of Incorporation and the Supervisory Board, the Board of Management shall inform the Supervisory Board of all business matters, which are of special significance as a result of their financial consequences and/or their importance for the overall corporate policy.
4. Once every year, the Board of Management shall submit to the Supervisory Board the Operative Planning (Mercedes-Benz Business Planning and the annual planning of sustainability objectives) for Mercedes-Benz Group AG and its subsidiaries and joint ventures (§ 310 HGB), with references to subsequent events arising after the end of the planning period. The Supervisory Board must be informed without delay of deviation from the planning.
5. Following the adoption of the relevant resolution(s) of the Board of Management, the Chairman of the Board of Management shall inform the Chairman of the Supervisory Board in advance of the matters that will be submitted to the Supervisory Board for approval or for information purposes.

§ 8

Committees of the Board of Management

The Board of Management may, by unanimous decision of all its members, form committees, define their tasks and powers and lay down rules of procedure for them. Committees of the Board of Management must report on their work to the full Board of Management at the latest at the next meeting of the Board of Management.

§ 9

Rules of Procedure for Business Divisions and Group Companies

In the framework of what is legally permissible and operationally required, the Board of Management shall endeavor to ensure that the managements of operative group companies adopt rules of procedure which,

using these rules of procedure as a guideline and taking into account local law, regulate internal cooperation within the corporate body, including reservations of approval of the full corporate body as well as the handling of conflicts of interest and the implementation of internal policies of the Mercedes-Benz Group, and observe the reservations of approval of the Board of Management of Mercedes-Benz Group AG pursuant to § 3 (8) of these Rules of Procedure. Where management bodies of legally dependent business divisions, organizational units and functional departments adopt rules of procedure, these shall also be aligned to the provisions of these Rules of Procedure with regard to the aspects referred to in sentence 1.

