



Mercedes-Benz

Rules of Procedure
of the
Presidential Committee of the
Supervisory Board
of
Mercedes-Benz AG

(Convenience translation, original German version is legally binding)

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 2025

§ 1

General

The Presidential Committee shall perform its duties in accordance with the provisions of statutory law, the Articles of Incorporation of Mercedes-Benz AG (Company), the resolutions and Rules of Procedure of the Supervisory Board, and these Rules of Procedure. Its members will exercise their independent judgment in performing their duties.

§ 2

Composition

The Presidential Committee comprises the Chairman of the Supervisory Board, his Deputy and two other members who are elected by a majority vote.

§ 3

Chairman and Deputy Chairman

The Presidential Committee is chaired by the Chairman of the Supervisory Board. The Deputy Chairman of the Supervisory Board is also the Deputy Chairman of the Presidential Committee.

§ 4

Tasks and Responsibilities of the Presidential Committee

1. Advice

The Presidential Committee advises and supports the Chairman and Deputy Chairman of the Supervisory Board in their duties in the Supervisory Board, and within its area of competence also prepares the meetings of the Supervisory Board.

2. Corporate Governance

The Presidential Committee advises and decides on issues relating to corporate governance and issues recommendations on such issues to the extent Supervisory Board approval is required.

3. Declarations of Approval

In lieu of the Supervisory Board, the Presidential Committee decides whether to grant statutory approvals pursuant to Section 89 of the Stock Corporation Act (granting of loans to members of the Board of Management), Section 114 of the Stock Corporation Act (contracts with members of the Supervisory Board) and Section 115 of the Stock Corporation Act (granting of loans to members of the Supervisory Board) and – where going beyond the foregoing – whether to grant approvals pursuant to § 7 para. 4 of the Rules of Procedure of the Supervisory Board and § 4 para. 5 of the Rules of Procedure of the Board of Management, as well as whether to grant approval to the conclusion of a D&O insurance policy.

4. Appointment of Members of the Board of Management

The Presidential Committee shall make recommendations to the Supervisory Board on the appointment or reappointment of members of the Board of Management and the appointment of the Chairman of the Board of Management. The same applies to discharges of members of the Board of Management.

In its recommendations for the appointment or reappointment of members of the Board of Management, the Presidential Committee shall give consideration to the quota of women in the Board of Management set by the Supervisory Board.

5. Contractual Issues

Subject to § 4 para. 6 of these Rules of Procedure, the Presidential Committee shall negotiate and decide on the service contracts and other contractual issues concerning the Board of Management and shall conclude contracts with the Board of Management on behalf of the Supervisory Board.

6. Remuneration of the Board of Management

The Presidential Committee shall submit proposals to the Supervisory Board regarding the Board of Management remuneration.

7. Disclosure of the Remuneration of the Board of Management

If Board of Management remuneration is granted and is required to be disclosed, the Presidential Committee shall review such information.

8. Mandates and Sideline Activities of the Members of the Board of Management

The Presidential Committee decides on the granting of approvals for sideline activities of the members of the Board of Management and reports to the Supervisory Board in an ongoing and timely manner about the approvals granted by it. Once per year it presents an overall list of the sideline activities of each member of the Board of Management to the Supervisory Board for acknowledgment.

The members of the Board of Management should 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.

9. Amendments of the Articles of Incorporation

The Presidential Committee decides on such amendments of the Articles of Incorporation that are only editorial in nature.

10. Monitoring of the Internal Control and Risk Management System, Audit System and Compliance Management

At least once per year, the Presidential Committee discusses with the Board of Management the effectiveness and functionality of the use of Mercedes-Benz Group AG's structures and resources for an appropriate internal control and risk management system, audit system and compliance management, respectively including the sustainability objectives and ecological and social effects of the corporate activity of Mercedes Benz AG and its subgroup, as well as any meaningful adjustments. The Presidential Committee shall receive reports from the Board of Management on measures for the elimination of potential system deficiencies or weaknesses and for the implementation of meaningful adjustments. At least once per year, the Presidential Committee receives the audit plan from Corporate Audit of Mercedes-Benz Group AG in advance, to the extent that it extends to Mercedes-Benz AG, their subgroups and business divisions, receives regular reports on the main findings and any measures taken to this end, and may also set detailed tasks to the Corporate Audit unit of Mercedes-Benz Group AG with regard to Mercedes-Benz AG and their subgroups.

11. Obligation to Request and Receive Reports

To perform its duties, the Presidential Committee receives reports on a regular basis, including, inter alia, at least semi-annually the Corporate Audit Report and the report of the Business Practices Office for Mercedes-Benz AG, their subgroup and their business divisions. The report of the Business Practices Office shall present all new cases, cases that are in the process of being investigated or have been suspended for procedural reasons, or closed cases, including the measures authorized under labor law, which meet the following criteria:

- a. The allegation associated with a high risk for the Company, including the employees, is directed against affected parties who are members of management level 1 or higher or against members of the management body or the supervisory board of controlled companies of subgroup companies of Mercedes-Benz AG (including affected parties of management levels 2 and 3).
 - Rule violations associated with high risk for the Company include, in particular:
 - acts of corruption, antitrust law and money laundering offenses,
 - theft, breach of trust and enrichment offenses of a significant magnitude or value (exceeding EUR 100,000),
 - serious violations of physical and psychological integrity, serious cases of sexual harassment, discrimination, racism, human rights violations (e.g. violation of the principles of the UN Global Compact),
 - serious breaches of agreements valid within the Group to the detriment of employees, violations of data protection law relevant under criminal law,
 - accounting and bookkeeping violations with significant effects which are discernible to external parties,
 - serious violations in connection with technical specifications and/or technical safety, serious violations in connection with environmental regulations,
 - export control violations, breaches of sanctions,

- serious violations of the integrity of the whistleblower system, e.g. serious violation against the whistleblowers' anonymity, serious violation against the reporting requirement,
- rule violations which are likely to cause severe damage to the Company's reputation, as well as other high risks, e.g. rule violations associated with high damages (exceeding EUR 100,000) for the Company,

or

- b. The allegation is directed against affected parties below management level 1 and relates to cases of active bribery, antitrust law and money laundering offenses, export control violations or breaches of sanctions.

Members of the Board of Management or Supervisory Board of Mercedes-Benz AG shall be subject to a separate procedure (cf. ROP Supervisory Board § 8 (11)).

12. Additional reporting

In addition, and beyond the reporting in accordance with § 9 of the Supervisory Board's Rules of Procedure, the Presidential Committee receives reports on the following from the Board of Management as early as possible:

- a. Material off-balance sheet transactions and other material financial measures and transactions which do not appear in the regular reporting;
- b. All significant deficiencies and material weaknesses in the design and operation of the accounting process and the use of the structures and resources of Mercedes-Benz Group AG for the internal control system, including the risk management system and the internal audit system, particularly severe deficiencies and substantial weaknesses that could adversely affect the ability of Mercedes-Benz AG to record, process, summarize and report financial data;
- c. Any infringement of the law (in particular fraud/embezzlement/breach of trust), independent of materiality, committed by employees who have a significant role in the internal controls and management systems, including the respective measures which have been taken;
- d. Any other illegal acts and substantial risks known to the Board of Management.

13. External advice

The Presidential Committee is authorized to utilize the services of external advisors to an appropriate extent in the exercise of its duties.

§ 5

Quorum

The Presidential Committee constitutes a quorum if at least three of its members participate in the adoption of the resolution.

§ 6

Miscellaneous

In addition, the Rules of Procedure of the Supervisory Board, as amended, apply accordingly, particularly the provisions regarding the adoption of resolutions, confidentiality, conflicts of interest and minutes.

§ 7

Validity

These Rules of Procedure shall remain in force until the Supervisory Board resolves otherwise. In individual cases, the Supervisory Board may resolve by a simple majority to permit deviations from the Rules of Procedure of the Presidential Committee.

The glossary enclosed as an Annex with these Rules of Procedure shall form an integral part thereof.