



Mercedes-Benz

# Rules of Procedure of the Supervisory Board and its Committees

## Mercedes-Benz Group 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 2023**

## Table of Contents

- 1 Rules of Procedure of the Supervisory Board
- 2 Rules of Procedure of the Mediation Committee of the Supervisory Board
- 3 Rules of Procedure of the Presidential Committee of the Supervisory Board
- 4 Rules of Procedure of the Audit Committee of the Supervisory Board
- 5 Rules of Procedure of the Nomination Committee of the Supervisory Board
- 6 Rules of Procedure of the Legal Affairs Committee



Mercedes-Benz

Rules of Procedure  
of the  
Supervisory Board  
of  
Mercedes-Benz Group 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 2023**

## § 1

### General Principles

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

## § 2

### Composition

1. The composition of the Supervisory Board is in conformity with to the applicable statutory provisions. The terms of office of the members may vary.
2. The members of the Supervisory Board should collectively be in possession of the information, skills and professional experience required to perform their duties correctly and shall be familiar with the industry in which Mercedes-Benz Group operates.

The Supervisory Board determines specific targets for its composition. In consideration of the legal requirements and recommendations of the German Corporate Governance Code, the Supervisory Board prepares an overall requirements profile for the entire body of the Supervisory Board, comprised of a competence profile which considers expertise regarding sustainability issues relevant to the Company as well as a diversity concept.

3. No member of the Supervisory Board shall exercise management body or other responsible functions, act in an advisory capacity for major competitors of the Company or be involved in a personal relationship with a major competitor. To ensure independent advice and supervision of the Board of Management by the Supervisory Board, subject to the publication of a deviation in the Compliance Declaration pursuant to § 161 AktG (German Stock Corporation Act), more than half of the shareholder representatives on the Supervisory Board, including the Chairman of the Supervisory Board and the Chairman of the Audit Committee and Presidential Committee, should be independent from the Company and its Board of Management in the estimation of the Supervisory Board within the meaning of the German Corporate Governance Code. The names of the shareholder representatives who are independent in the estimation of the Supervisory Board will be published in the Declaration of Corporate Governance.
4. The members of the Supervisory Board shall ensure that they have sufficient time for the exercise of their mandate. If they are also a member of the management board of a listed company, they shall in general and, subject to the publication of a deviation in the Compliance Declaration pursuant to § 161 AktG (German Stock Corporation Act), not exercise mandates on more than two other supervisory boards in non-group listed companies, including their Supervisory Board mandate at Mercedes-Benz Group AG, or comparable functions, as well as supervisory board chairmanships in listed companies. A member of the Supervisory Board who is not a member of the board of management of a listed company should in general, and subject to the publication of a deviation in the Compliance Declaration pursuant to § 161 AktG (German Stock Corporation Act), exercise no more than a total of five Supervisory Board mandates in non-group listed companies or comparable functions, whereby a Supervisory Board Chair shall count twice.
5. The Supervisory Board shall not include more than two former members of the Board of Management of Mercedes-Benz Group AG. After the end of their terms of office, members of the Board of Management may not become members of the Supervisory Board before the expiry of two

years, unless their election is proposed by shareholders holding more than 25 % of the voting rights of the Company.

6. Election proposals of the Supervisory Board to the Annual Meeting shall take into consideration the specific objectives with regard to the Board's composition, established pursuant to § 2 para. 2 sent. 2 of these Rules of Procedure, and must be aimed at fulfilling the overall requirements profile with the diversity concept and competence profile for the entire Board. The implementation status shall be published in the form of a qualification matrix in the Declaration of Corporate Governance.

In the election of Supervisory Board members for a full term of office, as a general rule, only candidates who are not older than 72 years of age at the time of their election are to be proposed. Furthermore, as a general rule, in nominating candidates for election as members of the Supervisory Board for a full term of office, only those candidates who have not already been in office for 12 years at the time of being elected are to be given consideration.

7. Each member of the Supervisory Board may resign from the Supervisory Board even without cause, by submitting four weeks' notice in writing to the Supervisory Board Chairman and the Board of Management. The notice period may be reduced by mutual agreement.

### § 3

#### Chairman and Deputy Chairman

1. The Supervisory Board elects a Chairman and Deputy Chairman from among its members. During the election period, the oldest member of the Supervisory Board in terms of age takes the chair of the meeting.
2. The election is for the entire term of office of the elected member of the Supervisory Board. If the Chairman or his Deputy leaves the Board prior to the end of his term of office, a successor shall be elected for the remainder of his term of office without undue delay.
3. The Chairman of the Supervisory Board, or if he is unable to attend his Deputy, coordinates the work in the Supervisory Board, chairs the Board meetings and represents the Supervisory Board externally. He issues the declarations of intent of the Supervisory Board and is responsible for correspondence on its behalf.

### § 4

#### Convocation, Preparation and Chairing of Meetings

1. The Supervisory Board should hold at least one meeting in each quarter and must hold two meetings in each half of the calendar year. As a general rule, the meetings shall be held in the form of physical meetings. If the Chairman of the Supervisory Board decides accordingly in justified exceptional cases, meetings may also be held by way of a video- or telephone conference or through the use of other comparable conventional telecommunication means.
2. The Chairman of the Supervisory Board, or if he is prevented his Deputy, shall convene meetings of the Supervisory Board in text form (e.g. in writing, by fax, email, or the use of other comparable means of telecommunication) with a notice of at least two weeks. In cases, which are deemed to be urgent, meetings may be convened with an abbreviated notice period of no less than three calendar days. The day of the convocation notice is included in the notice period for the convocation of meetings.

3. Following an Annual Meeting in which shareholder representatives have been elected to the Supervisory Board, there will be a constituent meeting. A special convocation to this constituent meeting of the Supervisory Board is not required. If the purpose of this meeting is only to pass resolutions for the election the Chairman of the Supervisory Board and his Deputy and to set up and appoint members to committees, it is not necessary to publish an agenda.
4. The invitation to the Supervisory Board meeting must include an agenda, which sets out the items on which resolutions are to be adopted. As a general rule, any preparatory documents shall be provided to the members of the Supervisory Board at least one week before the meeting. This period shall include the day of the document provision. Specific motions for resolutions must be submitted to the Supervisory Board members in due time in order to enable members of the Supervisory Board who are unable to attend to exercise their right to cast their vote in accordance with § 5 para. 3.
5. Items or motions that have not been included in the agenda or are not correctly communicated to the members of the Supervisory Board may only be voted on if none of the members present at the meeting object and members not present at the meeting are given the opportunity to object to the retrospectively passed resolution within an appropriate period to be specified by the Chairman; the resolution only becomes effective if none of the members absent from the meeting raise any objection within such period.
6. Representatives of the shareholders and of the employees will, where necessary, make separate preparations for the meetings of the Supervisory Board, with the involvement, where requested, of all or individual members of the Board of Management.
7. The Chairman of the Supervisory Board, or if he is unable to attend permanently or temporarily his Deputy, chairs the meetings of the Supervisory Board and stipulates the order in which items are to be discussed and the method to be adopted for voting. If both the Chairman and Deputy Chairman of the Supervisory Board are unable to attend, a new meeting must be called. In urgent cases, however, the Supervisory Board may resolve with the approval of all members present at the meeting that the oldest member of the Supervisory Board in terms of age shall chair the meeting.

The Board of Management shall generally attend the meetings of the Supervisory Board; however, the Supervisory Board shall also meet regularly without the Board of Management. If the auditor is brought in as expert, the Board of Management shall not take part in this meeting, unless the Supervisory Board sees a requirement for it to attend. The Supervisory Board decides, at the proposal of the Chairman, or if the Chairman is prevented from doing so, at the proposal of the Deputy Chairman, on the admittance of further persons who can be consulted for deliberation on individual issues.

8. The Report of the Supervisory Board to the Annual Meeting shall note how many meetings of the Supervisory Board and its Committees were held in person or as video or telephone conferences or through the use of other comparable conventional telecommunication mean, and shall note the number of meetings of the Supervisory Board and its committees which were respectively attended by the individual members.

## § 5

### Resolutions

1. The Supervisory Board shall constitute a quorum if notices have been issued to all its members at their last known address and at least ten members of the Supervisory Board participate in the adoption of the resolution. The invitation can also be distributed via the data room, which is known and accessible to all members of the Supervisory Board. Abstentions by members of the Supervisory Board are included in the determination regarding a quorum.
2. In justified exceptional cases, members of the Supervisory Board may, subject to the approval of the Chairman, take part in a meeting of the Supervisory Board or its committees also via a telephone or video conference or the use of other comparable conventional means of telecommunication.
3. Members of the Supervisory Board who do not take part in the meeting or in the manner described in para. 2 may participate in a resolution of the Supervisory Board and its committees by submitting their votes to the person chairing the meeting before the vote in writing, by fax, email or other comparable conventional means of telecommunication. This shall also apply to the casting vote of the Chairman.
4. If not all of the Supervisory Board members participate in the Supervisory Board meeting and if the absent Supervisory Board members do not cast their votes pursuant to para. 3, the adoption of resolutions shall be adjourned upon request from two or more Supervisory Board members participating in the meeting. In the event of postponement and if a special meeting of the Supervisory Board is not convened, the resolution shall be deferred to the next regular meeting. A repeated minority request for postponement shall not be permissible for the second resolution.

If the Chairman of the Supervisory Board is present at the meeting, or if one of the attending members is in possession of his vote submitted in accordance with para. 3, the preceding sub-clause shall not apply if the number of shareholder representatives and of employee representatives on the Supervisory Board who take part in the meeting or take part in the adoption of a resolution by submitting their vote in accordance with para. 3 is equals or if an imbalance is offset by the voting abstention of individual Supervisory Board members.

5. The Chairman, or if he is prevented from doing so the Deputy Chairman, may also arrange for the adoption of a resolution of the Supervisory Board to be carried out in writing, by telephone, fax, email or the use of other comparable conventional means of telecommunication – as well as by a combination of these communications media – if no member of the Supervisory Board objects to this procedure within an appropriate period of time to be determined by the Chairman. The details of this procedure shall be determined by the Chairman.
6. Resolutions shall be adopted by a simple majority of the votes cast, unless other forms of majority are required by law. In the course of the determination of the result of the vote, abstentions are not counted. In the event that a vote results in a tie, any member of the Supervisory Board may demand a second vote. The Chairman, or if he is prevented from doing so the Deputy Chairman, decides when the vote is to be repeated. If the second vote also results in a tie, the Chairman of the Supervisory Board shall have a casting vote.
7. Resolutions on the exercise of the participation rights in subsidiaries subject to parity co-determination pursuant to § 32 MitbestG (German Co-determination Act) as well as on proposal for election to the Annual Meeting require only a majority of the votes cast by the shareholder representatives.

8. Any member of the Supervisory Board may demand that his vote be recorded in the minutes.

## § 6

### Confidentiality

1. The members of the Supervisory Board shall maintain secrecy regarding confidential corporate information, especially trade or business secrets, being disclosed to the members of the Supervisory Board in their service on the Board; this obligation shall continue beyond the end of their office as members of the Supervisory Board. The members of the Supervisory Board are under a special obligation to maintain secrecy concerning confidential reports received and confidential deliberations. Upon termination of their mandate, all confidential documents must be returned to the Chairman of the Supervisory Board.
2. If, contrary to para. 1, a member of the Supervisory Board for a special reason intends to communicate information concerning, in particular, the content and events of Supervisory Board meetings or the content of Supervisory Board documents and resolutions to a third party, the member must first inform the Chairman of the Supervisory Board accordingly in order to resolve any differences of opinion regarding the obligation to secrecy.
3. The members of the Supervisory Board shall ensure that any employees they involve for assistance shall observe the obligation to secrecy in the same manner.

## § 7

### Conflicts of Interest

1. Each member of the Supervisory Board shall be obliged to pursue the interests of the Company. When taking decisions, the members shall neither pursue personal interests nor exploit the Company's commercial opportunities for their own purposes, on behalf of any related natural persons or legal entities or on behalf of any other institution or association in which or on whose behalf they are acting.
2. All members of the Supervisory Board shall promptly disclose conflicts of interest to the Supervisory Board Chairman, particularly those that may arise due to any advisory role or responsible function, in particular board membership at customers, suppliers, or lenders of Mercedes-Benz Group AG or its group companies or at other third parties.
3. The Supervisory Board shall report any conflicts of interest that have arisen concerning members of the Supervisory Board, as well as the measures taken with regard to these conflicts, in its report to the Annual Meeting.
4. In the event of material conflicts of interest, which are not only temporary in nature, arising in the person of a member of the Supervisory Board, the member in question must resign his mandate.
5. Each member of the Supervisory Board shall promptly inform the Supervisory Board and the Board of Management of any related companies, which are controlled by the Supervisory Board member himself or a close family relative<sup>1</sup>, in whose joint management the Supervisory Board member or a close family relative is involved or on which the Supervisory Board member or a close family relative

---

<sup>1</sup> Close family relatives and family members who can be assumed to exercise influence on the person or be influenced by the latter in their transactions with the Company. This includes (i) offspring and spouses or life partners, (ii) offspring of the spouse of life partner and (iii) dependent relatives of the Supervisory Board member or his spouse or life partner.



exert significant influence (related enterprise). A membership of the Supervisory Board member himself or one of his close family relative in the Board of Management or Supervisory Board of another company does not in itself give rise to a related enterprise.

Furthermore, each member of the Supervisory Board shall promptly inform the Supervisory Board and the Board of Management about any transactions between himself or a close family member, on the one hand, and a company of the Mercedes-Benz Group with a company value in excess of EUR 1 million, on the other.

The conditions for transactions between a member of the Supervisory Board or one of his close family relatives or an enterprise related to him, on the one hand, and a company of the Mercedes-Benz Group, on the other hand, must be conducted in conformity with accepted market and industry standards.

6. Any consultancy agreements or other contracts for service or work between a member of the Supervisory Board and Mercedes-Benz Group AG or a group company are subject to the approval of the Presidential Committee.

## § 8

### Tasks and Responsibilities of the Supervisory Board

1. The Supervisory Board advises and monitors the Board of Management in its management of Mercedes-Benz Group AG. The monitoring and advice also include sustainability issues in particular. The Supervisory Board must be involved in decisions of fundamental importance as promptly as possible in order to enable it to exercise due influence on such decisions.
2. The Supervisory Board appoints and discharges the members of the Board of Management. It draws up an overall requirements profile including a diversity concept for the Board of Management, which it endeavors to fulfill in its staffing decisions. As a general rule, completion of 62 years of age at the time of commencement of the (new) term of office shall serve as guidance for the last possible age-related appointment or reappointment of a member of the Board of Management.
3. Together with the Board of Management, the Supervisory Board ensures that a long-term succession planning is in existence. The Supervisory Board appoints one member of the Board of Management as Chairman of the Board of Management.
4. The first appointment of Members of the Board of Management shall be limited to a period of three years at the longest.
5. Reappointment before the end of one year before the end of the term of the appointment with a concurrent rescission of the current appointment is only possible in special circumstances.
6. The prior approval of the Supervisory Board or one of its committees is required for matters for which the law, the Articles of Incorporation or these Rules of Procedure call for a decision of the Supervisory Board or one of its Committees. The Supervisory Board furthermore determines which measures and transactions may only be conducted with its approval. The Supervisory Board has the right to amend and supplement this catalog at any time.
7. The Supervisory Board determines the information and reporting obligations of the Board of Management vis-à-vis the Supervisory Board. This does not affect the information and reporting duties of the Board of Management, which are regulated in the rules of procedure of the respective

Supervisory Board Committee. The Supervisory Board has the right to amend and supplement the Board of Management's information and reporting duties at any time.

8. Reports of the Board of Management to the Supervisory Board shall be provided to the Supervisory Board in text form and as promptly as possible. Documents required for decision-making, particularly the annual financial statements, the consolidated financial statements, the management report for the Company and the Group, including the non-financial declaration and the ESEF documents<sup>2</sup>, the audit report of the annual auditor, the profit appropriation proposal, and the Mercedes-Benz Business Planning, shall be made available to the members of the Supervisory Board as soon as possible, in general, at least one week before the respective meeting.
9. Irrespective of any delegation to the Audit Committee, the Supervisory Board has responsibility for the independent audit of the annual financial statements and consolidated financial statements, the management report for the Company and the Group, including the non-financial declaration and the ESEF documents, as well as the profit appropriation proposal, and competence for the adoption of the annual financial statements and approval of the consolidated financial statements. The proposal of the Supervisory Board to the Annual Meeting for the election of the auditor should be based on the recommendation of the Audit Committee. Within the scope of its responsibility, the Supervisory Board may initiate voluntary audit services by an auditor.
10. In the interest of fulfilling its duties, the Supervisory Board is entitled to inspect the books and records and, in particular, examine the assets of the Company. To this end, it may also commission the services of individual Supervisory Board members or, for specific tasks, specialist experts.
11. Upon proposal of the Presidential Committee, the Supervisory Board approves the remuneration structure for the Board of Management pursuant to § 87 a AktG (German Stock Corporation Act) and the adequate total remuneration of the individual members of the Board of Management in accordance with § 87 AktG (German Stock Corporation Act). In doing so it observes the relevant recommendations of the German Corporate Governance Code, except where it declares a deviation pursuant to § 161 AktG. The Supervisory Board reviews the remuneration structure on a regular basis.
12. In the case of assumption of supervisory board mandates in non-group companies by members of the Board of Management, requiring the approval of the Presidential Committee, the Supervisory Board decides whether and to what extent the remuneration for such mandates will be netted against the Board of Management remuneration.
13. The Chairman of the Supervisory Board shall maintain regular contacts with the Board of Management, particularly with the Chairman of the Board of Management, between the meetings of the Supervisory Board, and discuss the development of business of the individual business divisions, the strategy, planning, risk situation and risk management, as well as any compliance issues of the Company, with the Board of Management. The Chairman of the Board of Management is obliged to inform the Chairman of the Supervisory Board immediately of extraordinary events which are of material importance for the assessment of the situation and the development, as well as the management of Mercedes-Benz Group AG and the Group. The Chairman of the Supervisory Board or a person authorized by him shall then inform the Supervisory Board, if necessary, calling an extraordinary meeting of the Supervisory Board.

If a report is received by the Business Practice Office (BPO) of Mercedes-Benz Group concerning alleged regulatory violations by members of the Board of Management or the Supervisory Board of

---

<sup>2</sup> Uniform electronic reporting format (European Single Electronic Format) in accordance with Article 3 of the delegated Regulation (EU) 2019/8152 in the respectively valid version, mandatory first-time application for the publication of the annual financial statements 2020.

Mercedes-Benz Group AG, the member of the Board of Management responsible for Compliance shall notify the Chairman of the Supervisory Board accordingly without delay. In the event that the said member of the Board of Management is personally affected, the Chief Compliance Officer shall inform the Chairman of the Supervisory Board accordingly. If the Chairman of the Supervisory Board is affected, the member of the Board of Management responsible for Compliance shall immediately inform the Deputy Chairman of the Supervisory Board. The Chairman or Deputy Chairman of the Supervisory Board or a person authorized by him shall inform the members of the Supervisory Board of the matter and make a decision concerning the launch of an investigation and its modalities jointly with the Chairman of the Audit Committee. The Chairman or Deputy Chairman of the Supervisory Board shall inform the members of the Supervisory Board of the outcome of the investigation. If necessary, he may call an extraordinary meeting of the Supervisory Board for the purpose.

14. The Supervisory Board shall evaluate on a regular basis the efficiency with which the Supervisory Board and its Committees fulfill their duties.
15. In the performance of its duties, including the self-assessment pursuant to para. 14, the Supervisory Board is authorized to commission external advisors to an appropriate extent and to involve company employees in consultation with the Board of Management. § 4 para. 7 of the Rules of Procedure of the Audit Committee remains unaffected.

## § 9

### Committees

1. The Supervisory Board shall form a Mediation Committee pursuant to § 27 para. 3 German Co-Determination Act, a Presidential Committee, a Nomination Committee, an Audit Committee and other Committees, as required according to the specific circumstances of the Company. Except for the Nomination Committee, which will be comprised only of shareholder representatives, there shall be equal representation (parity) of shareholder and employee representatives among the members of the Committees.
2. The Committees shall perform the functions assigned to them on behalf and in representation of the full Supervisory Board to the extent legally permissible.
3. The respective Committee shall elect a member nominated by the shareholder representatives as Committee Chairman and another member nominated by the employee representatives as his Deputy, unless otherwise stipulated by law or the Rules of Procedure of the Committee.
4. The admittance in an advisory capacity of members of the Supervisory Board who are not members of the Committee, the annual auditor and of all or individual members of the Board of Management, can be decided by the Committees upon proposal from the Chairman of the Committee. If the auditor is brought in as expert, the Board of Management shall not take part in this meeting unless the Committee sees a requirement for it to attend.
5. The Committee Chairmen report on the work of the Committees, at the latest, in the next meeting of the Supervisory Board following the respective Committee meeting. In case of urgent matters, the Committee Chairman shall promptly contact the Chairman of the Supervisory Board.
6. The Meetings of the Committees are called by the respective Chairman or – if he is prevented from doing so – by his Deputy. All members have the right to request the Chairman in text form (e.g. in writing by fax, email or the use of other comparable means of communication) to convene a meeting

of the Committee, stating the reason for such request. Meetings should generally be called with a notice period of no less than three working days.

7. The Committees only constitute a quorum if at least three members, in the Mediation Committee all four members, participate in the adoption of a resolution. Resolutions of the Committees are passed with a simple majority, unless otherwise stipulated by law or in the Articles of Incorporation. In addition, the provisions specified in § 5 para. 1 to 3 and para. 5 to 8 of these Rules of Procedure apply accordingly. § 5 para. 4 does not apply.
8. More specific regulations may be stipulated in the Rules of Procedure of the respective Committee, which shall be resolved by the Supervisory Board for the Committee.

## § 10

### Minutes

Minutes of the deliberations and resolutions of the Supervisory Board are to be prepared and signed by the Chairman. 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 Supervisory Board. A copy of the minutes must be made available to all members of the Supervisory Board; the original will be kept at the Corporate Office of Mercedes-Benz Group AG.

## § 11

### 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 deviate from these Rules of Procedure.



Mercedes-Benz

Rules of Procedure  
of the  
Mediation Committee of the  
Supervisory Board  
of  
Mercedes-Benz Group 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 2023**

## § 1

### General

The Mediation Committee shall perform its duties in accordance with statutory requirements, the Articles of Incorporation of Mercedes-Benz Group AG, 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 Mediation Committee comprises the Chairman of the Supervisory Board and his deputy, as well as one member elected with the majority of votes of the employee representatives of the Supervisory Board and one member elected with the majority of votes of the shareholder representatives of the Supervisory Board.

## § 3

### Chairman

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

## § 4

### Tasks and Responsibilities of the Mediation Committee

1. If the appointment of Board of Management members is not carried out by the Supervisory Board in accordance with § 31 (2) MitbestG (German Co-Determination Act), the Mediation Committee shall put forward a proposal for the appointment to the Supervisory Board within one month after the vote in which the prescribed majority was not reached for the appointment of Board of Management members. This proposal does not preclude further proposals.
2. Para. 1 above applies accordingly to the revocation of appointments of members of the Board of Management.

## § 5

### Additional Provisions

Otherwise, the current version of the Rules of Procedure of the Supervisory Board shall apply accordingly, in particular, the regulations regarding resolutions, confidentiality, conflicts of interest and minutes.

## § 6

### Validity

These Rules of Procedure shall remain in force until such time as 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 Mediation Committee, unless prevented by mandatory legal requirements.



Mercedes-Benz

Rules of Procedure  
of the  
Presidential Committee of the  
Supervisory Board  
of  
Mercedes-Benz Group 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 2023**



## § 1

### General

The Presidential Committee shall perform its duties in accordance with the statutory requirements, the Articles of Incorporation of Mercedes-Benz Group AG, 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. Advisory

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 for 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

The Presidential Committee decides whether to grant statutory approvals in line with § 89 AktG (German Stock Corporation Act) (granting of loans to members of the Board of Management), § 114 AktG (German Stock Corporation Act) (contracts with members of the Supervisory Board) and § 115 AktG (German Stock Corporation Act) (granting of loans to members of the Supervisory Board) as well as to approve the conclusion of a D&O insurance agreement in lieu of the Supervisory Board.

#### 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 overall requirements profile defined 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 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 on the structure of the remuneration system for the Board of Management pursuant to § 87a AktG (German Stock Corporation Act) and for the adequate total remuneration of the individual Members of the Board of Management within the meaning of § 87 AktG (German Stock Corporation Act). In doing so it observes the respective recommendations of the German Corporate Governance Code, to the extent no deviation is declared pursuant to § 161 AktG (German Stock Corporation Act).

#### 7. Mandates and Sideline Activities of the Members of the Board of Management

The Presidential Committee shall decide on the issuance of approvals for sideline activities of the members of the Board of Management and shall report such approvals to the Supervisory Board in an ongoing and timely manner. Once a year it shall present an overall list of the secondary activities of each member of the Board of Management to the Supervisory Board for its acknowledgment.

The members of the Board of Management should take over Board of Management or Supervisory Board mandates and/or other administrative or honorary offices outside the Company 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.

#### 8. Amendments of the Articles of Incorporation

The Presidential Committee decides on amendments of the Articles of Incorporation which relate only to the wording.

The Presidential Committee is authorized to utilize the services of external advisors to an appropriate extent in the exercise of its duties and to involve company employees in consultation with the Board of Management.

## § 5

### Additional Provisions

The current version of the Rules of Procedure of the Supervisory Board applies accordingly, in particular, the regulations regarding resolutions, confidentiality, conflicts of interest and minutes.

## § 6

### 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.



Mercedes-Benz

Rules of Procedure  
of the  
Audit Committee of the  
Supervisory Board  
of  
Mercedes-Benz Group 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 2023**

## § 1

### General

The Audit Committee shall perform its duties in accordance with the statutory requirements, the Articles of Incorporation of Mercedes-Benz Group AG, 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 and Chair

1. The Audit Committee consists of four members who are elected by a majority vote.
2. The members of the Audit Committee elect a Chairman from their midst. The Chairman of the Supervisory Board is not active as Chairman of the Audit Committee.
3. The members of the Audit Committee taken together shall be familiar with the industry in which Mercedes-Benz Group AG operates. At least one member of the Audit Committee must have expert proficiency in the area of accounting and at least one other member of the Audit Committee expert proficiency in the area of auditing. The accounting and annual auditing also includes sustainability reporting and its audit. The Chairman of the Audit Committee should have appropriate expertise in at least one of the two areas and, subject to the publication of a deviation in the Compliance Declaration pursuant to § 161 AktG (German Stock Corporation Act), should be independent from the Board of Management and the Company. The Chairman of the Supervisory Board should not also have the chair of the Audit Committee.

## § 3

### External Participants in Audit Committee Meetings

1. Unless otherwise resolved by the Audit Committee in individual cases, the external auditor shall attend the meetings of the Audit Committee. If the auditor is brought in as expert, the Board of Management shall not take part in this meeting unless the Committee sees a requirement for it to attend.
2. Furthermore, the Audit Committee meetings may generally be attended by the Board of Management or individual Board members and further internal or external experts in other individual cases; § 3 para. 1 remains unaffected. The Audit Committee can meet without the Board of Management if needed.
3. In individual cases the Audit Committee can bring in in other internal or external experts.

## § 4

### Tasks and Responsibilities of the Audit Committee

#### 1. Accounting

- 1.1 The Audit Committee supervises the accounting and the accounting process and can provide the Supervisory Board with recommendations or suggestions for ensuring the integrity of this process.
- 1.2 The Audit Committee is responsible for the preliminary examination of the annual financial statements and consolidated financial statements, and the management reports of Mercedes-Benz Group AG and the Mercedes-Benz Group (including the CSR report and ESEF documents<sup>3</sup>). The Audit Committee receives the audit reports on the annual and consolidated financial statements, which must be submitted at the latest together with the auditor's opinion, and shall discuss these with the annual auditor and the Board of Management.
- 1.3 The Audit Committee prepares the decisions of the Supervisory Board concerning the approval of the annual financial statements and the endorsement of the consolidated financial statements, the compliance with the ESEF requirements, as well as the Board of Management resolution for the appropriation of profit, and submits corresponding recommendations to the Supervisory Board.
- 1.4 The Audit Committee shall discuss half-year and quarterly financial reports, as well as the auditor's reports on review engagements, with the Board of Management and the annual auditor.
- 1.5 The Audit Committee discusses significant changes in the auditing and accounting methods.

#### 2. Annual Audit

##### 2.1 The Selection and Engagement of the Annual Auditor

- 2.1.1 The Audit Committee prepares the Supervisory Board proposal to the Annual Meeting of the Shareholders for the appointment of the annual auditor and the auditor for the audit review of interim financial reports (referred to as "annual auditor" in these Rules of Procedure) and submits a corresponding recommendation to the Supervisory Board.
- 2.1.2 Apart from the proposal for the renewal of an existing audit mandate within the maximum legally permissible term, the recommendation of the Audit Committee must be justified and include at least two suggestions for the mandate. The Audit Committee shall state its preference for one of the two proposed choices with a disclosure of the reasons. The Audit Committee is responsible for issuing the recommendation in accordance with the selection process designed in conformity with the legal regulations.

The Audit Committee shall state in its recommendation that it is free of undue influence by third parties and that its ability to make a selection was not limited by any illegitimate agreement between Mercedes-Benz Group AG and any third party.

---

<sup>3</sup> Uniform electronic reporting format (European Single Electronic Format) in accordance with Article 3 of the delegated Regulation (EU) 2019/8152 in the respectively valid version, mandatory first-time application for the publication of the annual financial statements 2020.

2.1.3 The Audit Committee is authorized to engage the annual auditor appointed by the Annual Meeting of the Shareholders on behalf of the Supervisory Board for the audit of the annual financial statements and consolidated financial statements and the management reports of the Company and the Group, as well as for the audit review of the interim reports, to determine the main areas of audit emphasis and to agree the audit fees with the annual auditor. The Chairman of the Audit Committee can be authorized to sign the auditor's engagement alone by the Audit Committee.

## 2.2 Independence of the Annual Audit

2.2.1 Before submitting the proposal for the appointment of the annual auditor, the Audit Committee shall examine the specific suitability, qualification and independence of the auditor on an annual basis. To this end, before proposing a candidate, the Audit Committee shall obtain a written declaration from the prospective annual auditor affirming

- that the annual auditor, audit partners and members of the upper management level, as well as the management staff conducting the annual audit are independent of the audited company;
- whether and, if any, which business, financial, personal or other such relationships exist between the annual auditor and its executive bodies and audit managers, on the one hand, and the entities of the Mercedes-Benz Group and their board members, on the other, that could give rise to concern regarding partiality;
- which scope of other services were rendered for the Mercedes-Benz Group during the last financial year or are contractually agreed for the financial year under audit upon the submission of the declaration of independence;
- that no prohibited non-auditing services were performed in the financial year under audit;
- that the external audit partners responsible for the audit of the annual financial statements and consolidated financial statements of Mercedes-Benz Group AG in the respective financial year have not yet performed audit services for a period of six years.

2.2.2 The Audit Committee shall discuss with the annual auditors the dangers to its independence, as well as the protective measures required to be taken by the auditor for the mitigation of these dangers.

## 2.3 Performance of Non-Auditing Services

The Audit Committee shall ensure that no prohibited non-auditing services were performed, that it has approved in advance the performance of all admissible non-auditing services by the annual auditor and that the total fees for these non-auditing services do not exceed 70 % of the average of audit fees paid in the last three financial years for annual audits, including annual audits at subsidiaries.

The Audit Committee shall approve the performance of the admissible non-auditing services by the annual auditor after an appropriate evaluation of the dangers for the independence of

the annual auditor by issuing a so-called Mercedes-Benz Services Catalog, which is examined and confirmed or adapted by the Audit Committee each year.

The Audit Committee can delegate its approval power for assigning individual admissible non-auditing services to professionally competent managers of the Company up to an order volume of EUR 3 million on the basis of the catalog, which is approved in advance.

All admissible non-auditing services with an order volume of more than EUR 3 million require the individual approval of the Audit Committee, which must be obtained in advance. The Chairman of the Audit Committee can be authorized by the Audit Committee to issue these individual approvals.

At least once per year, the Board of Management shall report to the Audit Committee on the non-auditing services performed in the preceding financial year and the compliance with the fee limit for permitted non-auditing services of the annual auditor.

In case of an assignment of admissible non-auditing services by the Supervisory Board, the provisions of 2.1.1, 2.1.2, 2.1.3 and 2.4.1 shall apply accordingly.

## 2.4 Quality of the Annual Audit

2.4.1 The Audit Committee shall monitor the activities of the annual auditor in the framework of the annual audit and the audit review of interim financial reports and will obtain information on the activities of the audit procedures on a regular basis to this end. The annual auditor shall, without undue delay, inform the Chair of the Audit Committee about all findings and occurrences of significance for the tasks of the Supervisory Board, which come to the attention of the auditor during the performance of the annual audit or audit review. The Audit Committee shall obligate the annual auditor to inform the Audit Committee without delay regarding possible grounds for exclusion or bias that arise during the audit or audit review.

2.4.2 The Audit Committee shall discuss together with the annual auditor and

- all critical accounting policies and practices;
- all substantial weaknesses of the internal control and risk management with reference to the accounting processes that may be reported by the annual auditor;
- any alternative accounting treatments of financial information within accounting regulations related to material items that have been discussed between the annual auditor and Management;
- consequences of applying these alternative accounting options;
- significant written communication with the Board of Management, such as an overview of unadjusted differences of opinion between the Board of Management and the annual auditor; the annual auditor has to make these documents available to the Audit Committee prior to the meeting. Information on significant differences of opinion between the Board of Management and the annual auditors is also to be provided in those cases when the underlying issues were not recorded in writing.



2.4.3 In the framework of the audit of the annual financial statements and consolidated financial statements the external auditor undertakes to inform the Audit Committee of, and record in the audit report, any facts discovered during the audit that indicate any inaccuracy in the declaration submitted by the Board of Management and Supervisory Board concerning the German Corporate Governance Code.

2.4.4 The Audit Committee implements a monitoring process aimed at ensuring compliance with the legal requirements concerning the internal and external rotation of the annual auditors, prohibited non-auditing services and the legal limitation of the fee for permitted non-auditing services of the annual auditor.

2.4.5 The Audit Committee evaluates the quality of the annual audit on a regular basis.

### 3. Monitoring the Effectiveness of the Internal Control and Risk Management System, Audit System and Compliance Management

3.1 The Audit Committee shall at least annually discuss with the Board of Management the effectiveness and functionality of the internal control and risk management system, the corporate audit system and the compliance management, respectively together with the sustainability objectives and ecological and social effects of the corporate activity of Mercedes-Benz Group AG and the Group which are covered in this or other comparable systems and processes, as well as any meaningful adjustments. The Audit Committee gets reports from the Board of Management on measures for the elimination of potential system deficiencies or weaknesses and for the implementation of meaningful adjustments. Once per year, the Audit Committee receives the advance annual audit plan from Corporate Audit, gets regular reports on significant findings and, if possible, on the measures taken, and can also commission specific requests from Corporate Audit.

3.2 The establishment of procedures for handling of complaints concerning the accounting, internal control systems or the audit as well as procedures concerning the confidential and anonymous forwarding of reports from employees of the Company or third parties, especially with regard to doubtful accounting and audit operations and assignment of an office responsible for such reports (Business Practice Office) require the prior approval of the Audit Committee.

### 4. Related-Party Transactions

Transactions between the Company and parties related to the Company within the meaning of § 111 b AktG (German Stock Corporation Act) require the prior written approval of the Audit Committee, unless a reservation of approval of the entire Supervisory Board or another Committee is justified under the law or by determination of the Supervisory Board.

The Audit Committee evaluates the internal processes for transactions in the ordinary course of business pursuant to § 111 a para. 2 AktG (German Stock Corporation Act), and at market-conformant conditions, on a regular basis.

### 5. Preparation of the Report of the Supervisory Board

The report of the Supervisory Board to the Annual Meeting on the result of the audit of the annual financial statements, the audit of the consolidated financial statements, and the management reports of the Company and the Group, as well as the type and scope of the audit of the Company during the year shall be prepared by the Audit Committee.

## 6. Reporting Obligation to the Supervisory Board

At the latest at the next Supervisory Board Meeting following the Audit Committee Meeting, the Chairman of the Audit Committee shall present a report on the work of the Audit Committee.

## 7. Advice and Information

The Audit Committee is entitled in the interests of fulfilling its duties to seek external advice, as well as internal advice in consultation with the Board of Management to an appropriate extent after informing the Chairman of the Supervisory Board.

Each member of the Audit Committee can request information directly from the heads of the company's central departments who are responsible for the tasks relating to the Audit Committee according to these Rules of Procedure. The Committee Chairman must inform all members of the Audit Committee about the information obtained. If such information is obtained, the Board of Management must be informed accordingly without delay.

## § 5

### Obligation to Request and Receive Reports

For the performance of its duties the Audit Committee shall obtain information from the Board of Management on a regular basis, at least once every quarter concerning the development of business and most important key figures of the group and the segments, as well as further reports, such as in particular the report of the Business Practices Office.

The report of the Business Practices Office shall present all new cases, cases, which 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:

1. 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 Board of Management or the Supervisory Board of controlled companies of Mercedes-Benz Group AG, which are included in the consolidated financial statements of Mercedes-Benz Group AG (including as affected parties management level 2 and 3).

Rule violations associated with high risk for the Company are, in particular:

- acts of corruption, antitrust law and money laundering offenses,
- theft, breach of trust and enrichment offenses of a significant magnitude or value (over 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 group internal legal regulations 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 security, 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 (over EUR 100,000) for the Company,

or

2. 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 Group AG shall be subject to a separate procedure (cf. ROP Supervisory Board § 8 para. 13).

In addition to the reports required according to § 4 para. 3.1 of these Rules of Procedure, the Audit Committee shall also request information from the Board of Management as promptly as possible regarding:

1. significant off-balance sheet transactions and other material financial arrangements and transactions which do not appear in the regular reports;
2. all significant deficiencies and material weaknesses in the design and operation of the accounting process and 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 Group AG to record, process, summarize and report financial data;
3. 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;
4. any other illegal acts and substantial risks known to the Board of Management.

## § 6

### Additional Provisions

The current version of the Rules of Procedure of the Supervisory Board applies accordingly, particularly the regulations regarding 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 Audit Committee.



Mercedes-Benz

Rules of Procedure  
of the  
Nomination Committee of the  
Supervisory Board  
of  
Mercedes-Benz Group 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 2023**

## § 1

### General

The Nomination Committee shall perform its duties in accordance with the statutory requirements, the Articles of Incorporation of Mercedes-Benz Group AG, the resolutions and Rules of Procedure of the Supervisory Board and these Rules of Procedure. Its members shall exercise their independent judgment in performing their duties.

## § 2

### Composition

The Nomination Committee is comprised of the Supervisory Board Chairman and at least two other members, who represent the shareholders in the Supervisory Board and are elected with the majority of votes cast by the members of the Supervisory Board representing the shareholders.

## § 3

### Chairman

The Nomination Committee is chaired by the Chairman of the Supervisory Board.

## § 4

### Tasks and Responsibilities of the Nomination Committee

1. The Nomination Committee recommends candidates as future members of the Supervisory Board. The Supervisory Board then proposes these candidates for election to that Board at the Shareholders' Meeting.
2. Prior to making a recommendation on the election of a candidate or candidates to the Supervisory Board, the Nomination Committee defines the requirements for the specific vacant mandate.
3. In its recommendation of candidates, the Supervisory Board shall observe the statutory requirements and shall consider, subject to the publication of a deviation in the Compliance Declaration pursuant to § 161 AktG (German Stock Corporation Act), the recommendations of the German Corporate Government Code as well as the specific objectives the Supervisory Board sets for its composition. It shall aim at rounding off the overall requirements profile with the diversity concept and competence profile for the entire body of the Supervisory Board.
4. The Nomination Committee shall investigate the candidates' personal and business relationships with the companies of the Mercedes-Benz Group and the management organs of Mercedes-Benz Group AG, as well as the candidates' direct or indirect relationships with shareholders of more than 10 % participating interest in Mercedes-Benz Group AG.
5. The Nomination Committee shall not recommend to the Supervisory Board any candidates, who exercise top management or other responsible functions or performs advisory duties at a major competitor of Mercedes-Benz Group AG or its group companies, have a personal relationship with a major competitor or are subject to another conflict of interest that is not only temporary in nature.

6. The Nomination Committee should as a rule and subject to the publication of a deviations in the Compliance Declaration pursuant to § 161 AktG (German Stock Corporation Act), not recommend to the Supervisory Board any candidate, who (i) is a member of the Board of Management of a listed company and already exercises two supervisory board mandates in listed companies or comparable functions or (ii) is not a member of a management board of a listed company, but already has five supervisory board mandates at non-group listed companies or exercises similar functions, whereby a supervisory board chair is counted twice.
7. The Nomination Committee shall inform the Supervisory Board of the defined specialist requirements, the suitability of the proposed candidate and the manner, in which the aims stated in para. 3 are taken into account in the search for candidates.

The Nomination Committee can make use of external consultants to an appropriate extent for the fulfillment of its tasks and involve company employees in consultation with the Board of Management.

## § 5

### Additional Provisions

Otherwise, the current version of the Rules of Procedure of the Supervisory Board applies accordingly, in particular, the regulations regarding resolutions, confidentiality, conflicts of interest and minutes.

## § 6

### 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 Nomination Committee.



Mercedes-Benz

Rules of Procedure  
of the  
Legal Affairs Committee of the  
Supervisory Board  
of  
Mercedes-Benz Group 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 May 2022**



## § 1

### General Principles

The Legal Affairs Committee shall perform its duties in accordance with the statutory requirements, the Articles of Incorporation of Mercedes-Benz Group AG, 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 and Chair

1. The Committee consists of six members elected by the members of the Supervisory Board by a majority of the votes cast.
2. The members of the Legal Affairs Committee shall elect, from amongst its members, a committee chairman and a deputy committee chairman. Former members of the Board of Management of Mercedes-Benz Group AG may not be chairman of the Committee.
3. The majority of the members of the Committee must be members with regard to whom there are no concerns regarding a conflict of interest with regard to the tasks of the Committee pursuant to § 3 of these Rules of Procedure.

## § 3

### Tasks and Responsibilities of the Committee

1. The Committee shall coordinate the exercise of the rights and duties of the Supervisory Board with regard to all matters within the Company and the Group relating to any inquiries, investigations, external and internal examinations, orders of and agreements with authorities and courts, administrative and other proceedings, criminal and administrative offence proceedings as well as other court proceedings of all branches of jurisprudence in Germany and abroad in connection with antitrust issues and exhaust emissions (hereinafter referred to as "Legal Disputes").
2. The Committee shall receive reports from the Board of Management, both regularly and where required by the circumstances, on the basis of which it examines and assesses the further course of the Legal Disputes as well as new findings regarding the factual and legal status. As a general rule, the reports shall be submitted in text form.
3. Within the scope of the responsibilities of the Supervisory Board, the Committee shall decide in place of the Supervisory Board on measures to clarify the factual circumstances and legal issues underlying the Legal Disputes. The Committee shall examine any consequences arising from the findings made, decide on the time of submission to the Supervisory Board and submit recommendations for resolutions to the Supervisory Board, in particular with regard to
  - a. the lodging or refraining from lodging of any appeal or remedy as well as on measures to terminate a Legal Dispute, in particular by settlement;
  - b. measures to be taken against current or former members of the Board of Management;

- c. any other measures in connection with the Legal Disputes which are submitted to the Supervisory Board for approval.

The Committee shall decide on the time of submission to the Supervisory Board and submit recommendations for resolutions to the Supervisory Board.

4. The Committee shall direct and supervise the Post Settlement Audit Team established under the Consent Decrees which terminate regulatory proceedings regarding alleged noncompliance with US-American and Californian environmental law in connection with exhaust emissions.

Within the authority of the Supervisory Board and on its behalf, the Committee shall decide on the tasks assigned to the Committee by the Consent Decrees and on the declarations to be submitted by the Committee pursuant to the Consent Decrees.

Once a year, the Post Settlement Audit Team shall submit the advance annual audit plan to the Committee, which discusses and evaluates such audit plan, and adopts amendments where appropriate. The Committee shall be provided by the Post Settlement Audit Team with both periodic as well as ad hoc reports on significant findings and eventual measures taken and may assign specified tasks to the Post Settlement Audit Team. At the end of each audit year, the Committee is provided with the Annual Audit Report of the Post Settlement Audit Team, discusses and evaluates such Report, too, and adopts amendments where appropriate.

5. The Committee shall be authorized to retain the services of external advisors to an appropriate extent in the exercise of its duties.

## § 4

### Committee Meetings, Quorum and External Participants

1. The Committee shall generally hold three meetings per calendar year.
2. The Committee shall constitute a quorum if at least three of its members participate in the adoption of the resolution.
3. As a general rule, the Committee meetings shall be attended by the Board of Management or individual Board members and further internal or external experts in individual cases. Where required, the Committee shall meet without the Board of Management.

## § 5

### 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.

## § 6

### Validity

The Committee shall continue to be established and 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 Committee.

