



Mercedes-Benz

**Virtual Annual General Meeting of Mercedes-Benz Group AG
on Friday, April 29, 2022 at 10:00 hours (CEST)
from Carl Benz-Arena, Mercedesstraße 73d, 70372 Stuttgart**

Further information on the shareholders' rights and options*

The Convocation of the General Meeting already contains information on the shareholders' rights and options. The remarks hereinafter subserve further annotation.

1. Requests for additions to the Agenda (Section 122, Subsection 2 of the German Stock Corporation Act (*Aktiengesetz*))

Shareholders whose combined shareholdings add up to the proportionate amount of € 500,000.00 of the share capital of Mercedes-Benz Group AG (equivalent to 174,216 shares) can request that items be placed on the Agenda and announced as such. Each new item must be accompanied by supporting information or a resolution proposal. Such requests are to be addressed in writing to the Board of Management of Mercedes-Benz Group AG. Pursuant to Section 122, Subsection 2 of the German Stock Corporation Act (*Aktiengesetz*), such requests must be received by the Company at least 30 days before the General Meeting, i.e. at the latest by 24:00 hours (CEST) on March 29, 2022. Please send such requests to the following address:

Mercedes-Benz Group AG
Board of Management
Attn.: Dr. Michael Hörting, COB/CO
HPC 096 - F600
70546 Stuttgart, Germany

Pursuant to Section 122, Subsection 2 in conjunction with Subsection 1 of the German Stock Corporation Act (*Aktiengesetz*), shareholders making such requests must prove that they have held the required number of shares for at least 90 days prior to the day the request is received and that they will hold the shares until the Board of Management decides on the request. Section 70 of the German Stock Corporation Act (*Aktiengesetz*) is to be applied to the calculation of the period of ownership of the shares, Section 121, Subsection 7 of the German Stock Corporation Act (*Aktiengesetz*) is to be applied accordingly to the calculation of the period.

* Convenience translation.

If not previously announced when the General Meeting was convened, additions to the Agenda that are required to be announced are published in the Federal Gazette (*Bundesanzeiger*) without undue delay upon receipt of the corresponding request. They are also published online at group.mercedes-benz.com/am-2022 and are communicated to shareholders entered in the share register.

The provisions of the German Stock Corporation Act (*Aktiengesetz*) underlying this shareholders' right are as follows:

Section 122 Convening a meeting at the request of a minority (excerpts)

- (1) ¹A shareholders' meeting shall be called if shareholders whose combined shareholdings amount to at least one-twentieth of the share capital request such meeting in writing, stating the purpose and the reasons of such meeting; such request shall be addressed to the managing board. ²The articles may provide that the right to request a shareholders' meeting shall require another form and the holding of a lower portion of the share capital. ³Persons submitting a request must prove that they have held the shares for at least 90 days before the date the request is received and that they hold the shares until the managing board decides on the request. ⁴Section 121, Subsection 7 shall be applied accordingly.
- (2) ¹In the same manner, shareholders whose combined shareholdings amount to at least one-twentieth of the share capital or a proportionate ownership of at least € 500,000 may request that items be placed on the agenda and be published. ²Each new item must be accompanied by a reason or a proposed resolution. ³The request within the meaning of sentence 1 must be received by the company no later than 24 days, in the case of stock exchange listed companies no later than 30 days, prior to the meeting, excluding the day of receipt.

Mercedes-Benz Group AG's Articles of Incorporation do not make use of the possibility pursuant to Section 122, Subsection 1 Sentence 2, to provide that the right to request a shareholders' meeting shall require another form and the holding of a lower portion of the share capital.

2. Countermotions and election proposals (Section 126 and Section 127 of the German Stock Corporation Act (*Aktiengesetz*), Section 1, Subsection 2, Sentence 3 COVID-19 Act)

Any countermotions to proposals of the Board of Management and/or Supervisory Board concerning certain items of the Agenda and election proposals that are to be made accessible prior to the General Meeting are to be sent exclusively to:

Mercedes-Benz Group AG
 Investor Relations
 HPC 096 – F342
 70546 Stuttgart,
 Germany

or by e-mail to:

ir.mbg@mercedes-benz.com

We will publish any countermotions and election proposals required to be made accessible that are received at the address set out in the preceding paragraph no later than 14 days prior to the General Meeting, i.e. by 24:00 hours (CEST) on April 14, 2022, including the shareholder's name and reasons that are to be made accessible – together with the supplementary information to be provided under Section 127, Sentence 4 of the German Stock Corporation Act (*Aktiengesetz*) as appropriate – without delay after their receipt, online at group.mercedes-benz.com/am-2022. Any statements of position by the Management will also be published at the same internet address.

Countermotions and election proposals as well as the reason for countermotions need not to be made accessible in the cases stipulated in Section 126, Subsection 2 of the German Stock Corporation Act (*Aktiengesetz*). An election proposal also does not need to be made accessible if it does not contain the proposed person's name, current profession and place of residence or, in the case of proposals for the election of Supervisory Board members, details of the proposed candidate's memberships in other statutory supervisory boards as defined by Section 125, Subsection 1, Sentence 5 of the German Stock Corporation Act (*Aktiengesetz*).

The Board of Management reserves the right to combine countermotions and their reasons if several shareholders present countermotions on the same subject matter.

A countermotion or election proposal to be made accessible in accordance with Sections 126, 127 of the German Stock Corporation Act (*Aktiengesetz*) will be deemed to have been made at the virtual General Meeting if the shareholder making the request or submitting the election proposal has duly registered for the General Meeting. The right of the Chairman of the General Meeting to put the Management's resolution proposals to vote first remains unaffected.

The provisions of the German Stock Corporation Act (*Aktiengesetz*) underlying these shareholders' rights which i. a. specify, under which conditions countermotions and election proposals need not be made accessible, read as follows:

Section 126 Motions by shareholders

- (1) *¹Motions by shareholders, including the shareholders' name, supporting information and, if any, managements' position shall be made available to the eligible persons referred to in Section 125, Subsection 1 through Subsection 3 under the conditions specified therein, provided that the shareholder transmitted to the company at least 14 days prior to the meeting a counterproposal to a proposal of the managing board and the supervisory board*

regarding a specific item on the agenda, together with supporting information, to the address designated for this purpose in the shareholders' meeting notice.²The day of receipt shall not be counted.³In the case of stock exchange listed companies, the required accessibility shall be provided over the website of the company.⁴Section 125, Subsection 3 shall apply *mutatis mutandis*.

(2) ¹A countermotion and its reason need not be made accessible if:

1. the managing board would by reason of such accessibility become criminally liable,
2. the countermotion would result in a resolution of the Annual Meeting of the Shareholders in violation of applicable law or the Articles of Incorporation,
3. main points of the reason obviously contain false or misleading or insulting statements,
4. a countermotion of the shareholder relating to the same subject matter has already been made accessible to an Annual Meeting of the Shareholders pursuant to Section 125,
5. the same countermotion of the shareholder with materially the same reason has already been made accessible to at least two of the Annual Meetings of the Shareholders of the Company in the past five years pursuant to Section 125 and less than one twentieth of the share capital represented at the Annual Meeting of the Shareholders voted in its favor,
6. the shareholder indicates that he will not attend or be represented at the Annual Meeting of the Shareholders, or
7. in the past two years at two Annual Meetings of the Shareholders, the shareholder notified the Company of a countermotion but did not present that countermotion and did not have it presented.

²The reason need not to be made accessible if it is longer than 5,000 characters in total.

(3) If several shareholders make counterproposals for resolution with respect to the same subject matter, the managing board may combine such counterproposals and the respective supporting information.

Section 127 Election proposals by shareholders (excerpts)

¹Section 126 shall apply *mutatis mutandis* to a proposal by a shareholder for the election of members of the supervisory board or independent auditors.²Such election proposal need not be supported by a reason.³The managing board need not make such election proposal accessible if the proposal fails to contain information pursuant to Section 124, Subsection 3, Sentence 4, and Section 125, Subsection 1, Sentence 5.⁴Regarding nominations made by shareholders for the election of supervisory board members of listed companies, to which the Co-Determination Act (*Mitbestimmungsgesetz*), the Coal, Iron and Steel Co-Determination Act (*Montan-Mitbestimmungsgesetz*) or the Co-Determination Amendment Act (*Mitbestimmungsergänzungsgesetz*) apply, the managing board has to add the following information:

1. *reference to the requirements pursuant to Section 96, Subsection 2,*
2. *statement, whether there has been an objection to the overall fulfilment pursuant to Section 96, Subsection 2, Sentence 3 and*
3. *statement, how many seats in the supervisory board need to be occupied by women and men respectively to comply with the requirements pursuant to Section 96, Subsection 2, Sentence 1.*

Section 124 Publication of requests for additions to the agenda; proposals for resolutions (excerpts)

- (3) *⁴The proposal for the election of members of the supervisory board or auditors shall state their names, actual profession and place of residence.*

Section 125 Communications to shareholders and supervisory board members (excerpts)

- (1) *⁵In the case of stock exchange listed companies, any proposal for the election of supervisory board members must be accompanied by details on the membership in other supervisory boards whose establishment is required by law; details on their membership in comparable domestic and foreign controlling bodies of business enterprises should also be provided.*

The provision of the COVID-19 Act underlying these shareholder rights is as follows:

Section 1, Subsection 2, Sentence 3 COVID-19 Act (excerpts)

- (2) *³Motions or election proposals of shareholders to be made accessible in accordance with Sections 126, 127 of the German Stock Corporation Act (Aktiengesetz) will be deemed to have been made during the virtual Annual Meeting if the shareholder making the request or submitting the election proposal is duly legitimized and registered for the Annual Meeting.*

3. Right of shareholders to ask questions by means of electronic communications (Section 1, Subsection 2, Sentence 1, No. 3, Sentence 2 of the COVID-19 Act)

The shareholders will be given the right to ask questions by means of electronic communications in accordance with Section 1, Subsection 2, Sentence 1, No. 3, Sentence 2 of the German Act on Measures in Corporate, Co-operative, Association, Foundation and Home Ownership Law to Combat the Effects of the COVID-19 Pandemic (*Gesetz über Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins-, Stiftungs- und Wohnungseigentumsrecht zur Bekämpfung der Auswirkungen der COVID-19-Pandemie*) of March 27, 2020 (Federal Law Gazette (*Bundesgesetzblatt*) I no. 14 2020, p. 570), most recently amended by Art. 15 of the Act on the Establishment of a “2021 Reconstruction Assistance” Special Fund and on the Temporary Suspension of the Obligation to File for Insolvency due to Heavy Rainfalls and Floods in July 2021 and to Amend Other Acts (*Gesetz zur Errichtung eines Sondervermögens „Aufbauhilfe 2021“ und*

zur vorübergehenden Aussetzung der Insolvenzantragspflicht wegen Starkregenfällen und Hochwassern im Juli 2021 sowie zur Änderung weiterer Gesetze) of September 10, 2021 (Federal Law Gazette I (*Bundesgesetzblatt I*) No. 63, p. 4147) (hereinafter “COVID-19 Act”).

The Board of Management, with the approval of the Supervisory Board, has decided that shareholders registered for the General Meeting or their proxies may submit questions to the Company via the e-service at

investorregister.mercedes-benz.com

by 24:00 hours (CEST, receipt) on April 27, 2022. Authorized intermediaries, shareholders' association and persons and institutions treated as such in accordance with Section 135 Subsection 8 of the German Stock Corporation Act (*Aktiengesetz*) also have the opportunity to submit questions at investorregister.mercedes-benz.com within that period. Upon request, the Company will provide a communication channel for that purpose.

After that point in time, and in particular during the virtual General Meeting, no questions or follow-up questions may be asked.

The Board of Management will decide in its dutiful free discretion how to answer questions (Section 1, Subsection 2, first half of Sentence 2 of the COVID-19 Act). In particular, the Board of Management can answer several questions combined. Questions asked in languages other than German will not be considered. When answering questions during the General Meeting or in the event that questions and answers are published in advance on the Company's website, the Company will disclose the names of the questioners only if the latter have expressly requested to do so when submitting their questions.

4. Submitting video messages for publication via the e-service

During the virtual General Meeting, the shareholders or their proxies do not have the opportunity to comment on the Agenda. Therefore, the shareholders are given the opportunity (over and above the requirements of the COVID-19-Act) to comment on the Agenda in the form of video messages.

For this reason, shareholders registered for the General Meeting or their proxies will have the opportunity to submit comments regarding the Agenda electronically as a video message via the e-service at

investorregister.mercedes-benz.com

by April 22, 2022, 24:00 hours (CEST). The duration of such video message shall not exceed three minutes. Furthermore, only such video messages are admissible in which the shareholder or proxy appears in person.

Information on technical and legal requirements for submitting video messages can be found in the e-service.

It is intended to publish any video messages submitted on the e-service prior to the General Meeting. However, there is no legal claim to publication of a video message. In particular, the Company reserves the right not to publish video messages with offensive, discriminatory, criminally relevant or obviously false or misleading content as well as those without any reference to the Agenda or in a language other than German. This also applies to video messages that exceed three minutes or that do not meet the technical requirements. Only one video message per shareholder will be published.

The video messages shall give shareholders or their proxies the opportunity to comment on the Agenda. Should a video message contain questions, counter motions or election proposals that have not also been submitted as described in the sections No. 2 (Counter motions and election proposals) and No. 3 (Right of shareholders to ask questions) above, these will not be considered in the virtual General Meeting.

5. Possibility of objections to the resolutions of the General Meeting (Section 1, Subsection 2, Sentence 1, No. 4 of the COVID-19 Act)

Shareholders having exercised their voting right personally or through proxies have the opportunity to lodge an objection to resolutions of the General Meeting by means of electronic communications.

Corresponding declarations must be sent to the company via the e-service at

investorregister.mercedes-benz.com

Declarations may be made from the beginning of the virtual General Meeting until its closing by the Chairman of the General Meeting.

6. Video and audio broadcast of the General Meeting

For shareholders entered in the share register, the entire General Meeting will be audio-visually broadcast via the e-service at

investorregister.mercedes-benz.com

beginning at 10:00 hours (CEST) on April 29, 2022. Shareholders entered in the share register will be given access by entering the shareholder's number and the shareholder's individual access data; proxies are likewise given access by entering the shareholder's number and the

shareholder's individual access data. Users of the e-service who have already registered for the e-service will use their self-issued User ID and password. Following the General Meeting on the internet does not enable participation within the meaning of Section 118, Subsection 1, Sentence 2 of the German Stock Corporation Act (*Aktiengesetz*).

Other interested persons can follow the introductory statement of the Chairman of the Supervisory Board and the speech of the Chairman of the Board of Management live at group.mercedes-benz.com/am-2022; these will also be available as a recording after the virtual General Meeting.

The provisions of the COVID-19 Act underlying the opportunity to ask questions and the shareholders' right to lodge objections to the resolutions of the General Meeting as well as the video and audio broadcast of the entire General Meeting on the internet are as follows:

Section 1 subsection 2 of the COVID-19 Act (excerpts)

(2) *¹The management board may decide that the general meeting is to be held in the form of a virtual general meeting without the need for shareholders or their authorised representatives to be physically present, provided that*

- 1. the broadcast by means of audio and video transmission encompasses the entire general meeting,*
- 2. provision is made for shareholders to exercise their voting right by means of electronic communication (postal vote or electronic participation) and to grant a power of attorney,*
- 3. shareholders are given the right to ask questions by means of electronic communication,*
- 4. shareholders who exercise their voting right in accordance with no. 2 are afforded the possibility of objecting to a resolution adopted by the general meeting by way of derogation from section 245 no. 1 of the Stock Corporation Act, the need to be physically present at the general meeting thus being waived.*

*²The management board decides at its duty-bound, free discretion how to respond to questions; it may also stipulate that questions must be submitted by means of electronic communication no later than one day prior to the meeting. ³Motions or election proposals of shareholders to be made accessible in accordance with Sections 126, 127 of the German Stock Corporation Act (*Aktiengesetz*) will be deemed to have been made during the virtual Annual Meeting if the shareholder making the request or submitting the election proposal is duly legitimized and registered for the Annual Meeting.*