



Convocation of the Annual General Meeting 2025 of Mercedes-Benz Group AG on 7 May 2025

Mercedes-Benz Group

**Mercedes-Benz Group AG
Stuttgart**

- ISIN DE 000 710 000 0 -

Invitation to the 2025 Annual General Meeting*

Event ID: 6c87d0d8ef26ef11b53500505696f23c

We herewith invite our shareholders to attend the

**Annual General Meeting
of Mercedes-Benz Group AG**

on Wednesday, 7 May 2025 at 10:00 a.m. (CEST).

The Annual General Meeting will be held as a **virtual General Meeting** pursuant to Section 118a, Subsection 1 Sentence 1 of the German Stock Corporation Act (Aktiengesetz) without the physical presence of shareholders or their proxies (with the exception of the proxies appointed by the Company) at the venue of the Annual General Meeting. The venue of the Annual General Meeting for the purposes of the German Stock Corporation Act is Mercedes-Benz Global Training Center, Hauptstraße 31, 70563 Stuttgart.

Duly registered shareholders or their proxies will be able to connect and attend to the virtual General Meeting electronically via the InvestorPortal by visiting

group.mercedes-benz.com/investorportal

Irrespective of registration and exercising shareholder rights electronically, the full length of the Annual General Meeting will be audio-visually broadcast live for Mercedes-Benz Group AG shareholders entered in the share register and their proxies on the InvestorPortal at group.mercedes-benz.com/investorportal.

*Convenience translation; German version is legally binding

The opening of the General Meeting, the introductory statement of the Chairman of the Supervisory Board and the speech by the Chairman of the Board of Management can also be followed by the interested public online at

group.mercedes-benz.com/am-2025

Voting rights may only be exercised by shareholders or their proxies – including electronically – by absentee voting or by granting power of attorney to the proxies appointed by the Company.

Contents

SECTION A

Agenda

1. Presentation of the adopted annual financial statements, the approved consolidated financial statements, the combined management report for Mercedes-Benz Group AG and the Group and the report of the Supervisory Board for financial year 2024 – without voting
2. Resolution on appropriation of distributable profit
3. Resolution on ratification of Board of Management members' actions in financial year 2024
4. Resolution on ratification of Supervisory Board members' actions in financial year 2024
5. Resolution on the appointment of the auditors
 - 5.1 auditor for the annual financial statements, the consolidated financial statements and the interim financial reports for financial year 2025
 - 5.2 auditor for interim financial reports for financial year 2026 in the period until Annual General Meeting 2026
 - 5.3 auditor for the sustainability report for financial year 2025
6. Resolution on the approval of the remuneration report for financial year 2024
7. Resolution on elections to the Supervisory Board
 - 7.1 Ben van Beurden
 - 7.2 Elizabeth („Liz“) Centoni
 - 7.3 Timotheus Höttges
 - 7.4 Olaf Koch
 - 7.5 Prof. Dr. Helene Svahn
8. Resolution on the cancellation of the existing and the grant of new authorization to acquire and use treasury shares and on the exclusion of shareholders' subscription rights and rights to sell shares to the Company

9. Resolution on the authorization to use derivative financial instruments in the context of acquiring treasury shares and on the exclusion of shareholders' subscription rights and rights to sell shares to the Company
10. Resolution on the cancellation of Conditional Capital 2020, cancellation of the existing and granting new authorization to issue convertible bonds and/or bonds with warrants and to exclude shareholders' subscription right; creation of Conditional Capital 2025 and amendment to the Articles of Incorporation
11. Resolution on remuneration for Supervisory Board members and corresponding amendment of Art. 10 (§ 10) of the Articles of Incorporation
12. Resolution on the approval of the remuneration system for the members of the Board of Management
13. Resolution on an amendment to Art. 11 para 1 (§ 11 (1)) of the Articles of Incorporation regarding the venue of the Shareholders' Meeting
14. Resolution on a new authorization of the Board of Management to hold a virtual shareholders' meeting, corresponding amendment of Art. 11 para 2 (§ 11 (2)) of the Articles of Incorporation

SECTION B

Information on the candidates proposed for election to the Supervisory Board (re Agenda Item 7)

SECTION C

Board of Management reports (re Agenda Items 8, 9 and 10)

Re Agenda Items 8 and 9:

Report of the Board of Management on the exclusion of shareholders' subscription rights and rights to sell shares to the Company in connection with the acquisition and sale of treasury shares pursuant to Section 71, Subsection 1, No. 8, Sentence 5 in conjunction with Section 186, Subsection 4, Sentence 2 and Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (Aktiengesetz)

Re Agenda Item 10:

Report of the Board of Management concerning the exclusion of subscription rights in the event of the issue of convertible bonds and/or bonds with warrants pursuant to Section 221, Subsection 4 in conjunction with Section 186, Subsection 4, Sentence 2 and Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (Aktiengesetz)

SECTION D

Additional Information

1. Total number of shares and voting rights
2. General Meeting held as a virtual meeting
3. Access to the InvestorPortal and electronic connection to the General Meeting
4. Registration
5. Procedure for absentee voting
6. Procedure for voting by proxies appointed by the Company
7. Procedure for voting by other proxies
8. Last possible time for casting, changing and revoking absentee votes or powers of attorney and instructions issued
9. Additional information on exercising voting rights
10. Motions, election proposals, statements, right to speak, requests for information, objections (information on shareholders' rights pursuant to Section 122, Subsection 2, Section 126, Subsections 1 and 4, Section 127, Section 130a, Section 131, Subsection 1, Section 118a, Subsection 1 Sentence 2 no. 8 in conjunction with Section 245 of the German Stock Corporation Act (Aktiengesetz))
 - 10.1 Requests for additions to the Agenda pursuant to Section 122, Subsection 2 of the German Stock Corporation Act (Aktiengesetz)
 - 10.2 Countermotions and election proposals pursuant to Section 126, Subsections 1 and 4, Section 127, Section 130a, Subsection 5 Sentence 3, Section 118a, Subsection 1 Sentence 2 no. 3 of the German Stock Corporation Act (Aktiengesetz)
 - 10.3 Right to submit statements pursuant to Section 130a, Subsections 1 to 4 of the German Stock Corporation Act (Aktiengesetz)
 - 10.4 Right to speak pursuant to Section 118a, Subsection 1 Sentence 2 no. 7, Section 130a, Subsections 5 and 6 of the German Stock Corporation Act (Aktiengesetz)
 - 10.5 Right to obtain information pursuant to Section 118a, Subsection 1 Sentence 2 no. 4, Section 131, Subsection 1 of the German Stock Corporation Act (Aktiengesetz)

- 10.6 Objection to be recorded to resolutions of the General Meeting pursuant to Section 118a, Subsection 1 Sentence 2 no. 8 in conjunction with Section 245 of the German Stock Corporation Act (Aktiengesetz)
- 11. Further explanations

SECTION A

Agenda

- 1. Presentation of the adopted annual financial statements, the approved consolidated financial statements, the combined management report for Mercedes-Benz Group AG and the Group, and the report of the Supervisory Board for financial year 2024**

The above-mentioned documents also include the explanatory report on the information required pursuant to Section 289a and Section 315a of the German Commercial Code (Handelsgesetzbuch) for financial year 2024. They are contained in the 2024 annual report along with the declaration on corporate governance but excluding the annual financial statements of Mercedes-Benz Group AG. The annual report and the annual financial statements of Mercedes-Benz Group AG for financial year 2024 are available as from the date of the General Meeting notice at

group.mercedes-benz.com/am-2025

These documents will also be available there, and explained in more detail, at the General Meeting. The remuneration report is also available on the aforementioned website.

The Supervisory Board has approved the annual financial statements and the consolidated financial statements as of 31 December 2024 prepared by the Board of Management; the annual financial statements are thereby adopted. In accordance with the statutory provisions, the Agenda does therefore not provide for a shareholders' resolution in relation to Item 1.

- 2. Resolution on the appropriation of distributable profit**

The Board of Management and the Supervisory Board propose that the distributable profit for financial year 2024 in the amount of €4,286,456,398.96 be appropriated as follows:

Dividend distribution of €4.30	
for each no-par value share entitled to dividends	€4,140,485,922.90
Transfer to retained earnings	€145,970,476.06

Pursuant to Section 58, Subsection 4, Sentence 2 of the German Stock Corporation Act (Aktiengesetz), the claim to payment of dividends is due on the third business day following adoption of the resolution by the General Meeting, i.e., on 12 May 2025.

In the event that the Company directly or indirectly holds any treasury shares at the date of the Annual General Meeting, that are not entitled to a dividend pursuant to Section 71b of the German Stock Corporation Act (Aktiengesetz), it is proposed to the Annual General Meeting that with an

unchanged dividend of €4.30 per no-par value share entitled to dividends the portion of the distributable profit attributable to no-par value shares not entitled to dividends shall be transferred to retained earnings.

3. Resolution on ratification of Board of Management members' actions in financial year 2024

The Board of Management and the Supervisory Board propose that the actions of the Board of Management members who were in office in the 2024 financial year be ratified for that period.

4. Resolution on ratification of Supervisory Board members' actions in financial year 2024

The Board of Management and the Supervisory Board propose that the actions of the Supervisory Board members who were in office in the 2024 financial year be ratified for that period.

5. Resolution on the appointment of the auditor for the annual financial statements, the auditor for the consolidated financial statements, the auditor for the review of the interim financial reports, and the auditor for the sustainability report

Based on the recommendation of the Audit Committee, the Supervisory Board proposes that the following resolution be adopted:

- 5.1 PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, is appointed as the auditor for the annual financial statements, the auditor for the consolidated financial statements, and the auditor for the review of the interim financial reports for the financial year 2025.
- 5.2 PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, is appointed as the auditor for the review of interim financial reports for financial year 2026 in the period until the next Annual General Meeting in financial year 2026.
- 5.3 PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, is appointed as the auditor for the sustainability report for the financial year 2025.

The appointment of the auditor for the sustainability report is being made as a precautionary measure in the event that the German lawmakers, in implementing Art. 37 of the European Auditor Directive 2006/43/EC in its version of Directive (EU) 2022/2464 of the European Parliament and of the Council of 14 December 2022 amending Regulation (EU) No 537/2014, Directive 2004/109/EC, Directive 2006/43/EC and Directive 2013/34/EU, as regards corporate sustainability reporting, should require the express appointment of such an auditor at the General Meeting, and thus that the auditing of sustainability reporting does not already fall within the scope of responsibility of the auditor under the German legislation implementing this Directive (the "CSRD Implementation Act" ("CSRD-Umsetzungsgesetz")). The previous draft of the CSRD Implementation Act requires the appointment of an auditor for the sustainability report at the Annual General Meeting.

The Audit Committee declared that its recommendations to the Supervisory Board for the resolutions above are free from undue influence by third parties and that no clause has been imposed upon it

of the kind referred to in Art. 16, Subsection 6 of the EU Audit Regulation (Regulation (EU) No. 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC).

It is intended that separate votes be taken on Agenda Items 5.1 to 5.3.

6. Resolution on the approval of the remuneration report for financial year 2024

Pursuant to Section 162 of the German Stock Corporation Act (Aktiengesetz), the Board of Management and the Supervisory Board have prepared a report on the remuneration granted and owed to the members of the Board of Management and of the Supervisory Board in financial year 2024 which shall be submitted to the General Meeting for approval in accordance with Section 120a, Subsection 4 of the German Stock Corporation Act (Aktiengesetz).

In accordance with Section 162, Subsection 3 of the German Stock Corporation Act (Aktiengesetz), the remuneration report was audited by the financial year 2024 auditor, PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, as to whether the disclosures required pursuant to Section 162, Subsections 1 and 2 of the German Stock Corporation Act (Aktiengesetz) have been made. Beyond statutory requirements, the auditor also applied substantive criteria in its audit. The audit opinion is attached to the remuneration report.

The Board of Management and the Supervisory Board propose to approve the remuneration report prepared for financial year 2024 pursuant to Section 162 of the German Stock Corporation Act (Aktiengesetz).

The remuneration report is available at group.mercedes-benz.com/am-2025 from the date when the Annual General Meeting is convened and will also be available there during the Annual General Meeting.

7. Resolution on elections to the Supervisory Board

At the end of the Annual General Meeting 2025, the period of office of Ben van Beurden, Elizabeth Centoni, Timotheus Höttges, Olaf Koch and Prof. Dr. Helene Svahn as shareholder representatives on the Supervisory Board will end.

Pursuant to Section 96, Subsection 1 and Section 101, Subsection 1 of the German Stock Corporation Act (Aktiengesetz) and Section 7, Subsection 1, Sentence 1, No. 3 of the German Co-determination Act (Mitbestimmungsgesetz), the Supervisory Board is composed of ten members representing the shareholders and ten members representing the employees, and pursuant to Section 96, Subsection 2, Sentence 1 of the German Stock Corporation Act (Aktiengesetz) is composed of not less than 30% of women (i.e., not less than six) and of not less than 30% of men (i.e., not less than six). The gender quota is to be fulfilled by the Supervisory Board as a whole, unless the members representing the shareholders or those representing the employees object to the fulfillment of this ratio by the Supervisory Board as a whole pursuant to Section 96, Subsection 2, Sentence 3 of the German Stock Corporation Act (Aktiengesetz). There was no objection to fulfillment of the ratio by the Supervisory

Board as a whole with regard to election by the 2025 Annual General Meeting. At the time of publication of this notice, a total of nine women and 11 men are members of the Supervisory Board, of whom four women and six men are shareholder representatives and five women and five men are employee representatives. If the candidates proposed by the Supervisory Board are elected, the shareholder representatives on the Supervisory Board will continue to be made up of four women and six men. In this case, there would continue to be nine women and 11 men on the entire Supervisory Board. Accordingly, the minimum quota would be fulfilled following the election of the candidates proposed by the Supervisory Board.

The following nominations by the Supervisory Board are based on the recommendation by the Supervisory Board's Nomination Committee and seek to meet the requirements profile for the entire board with a profile of skills and expertise and a diversity concept defined by the Supervisory Board. The requirements profile and the status of its implementation as of 31 December 2024, along with the adjustment as of 1 January 2025, are published in the declaration on corporate governance, which is available online at group.mercedes-benz.com/company/corporate-governance/declarations-reports/ as a separate document and at group.mercedes-benz.com/am-2025 as part of the annual report.

The proposed candidates are to be elected for four-year or one-year terms. The intention here is to avail of the opportunity to elect shareholder representatives for a shorter term of office than the statutory maximum term of five years in order to boost shareholders' voting rights and take due account of the expectations held by institutional investors in particular and of the requirements of modern corporate governance. In addition, the staggered terms of office are intended to strengthen the staggered board approach and ensure continuity in the performance of the Supervisory Board's work even in the event of changes to the Supervisory Board, while also facilitating a flexible and timely response to the changing demands being placed on Supervisory Board members.

The Supervisory Board proposes that

- 7.1 Ben van Beurden, London, United Kingdom, former CEO of Shell plc, United Kingdom (listed)
- 7.2 Elizabeth ("Liz") Centoni, Palo Alto, California, USA, Executive Vice President and Chief Customer Experience Officer, Cisco Inc., USA (listed)
- 7.3 Timotheus Höttges, Bonn, Germany, Chairman of the Board of Management of Deutsche Telekom AG, Germany (listed)
- 7.4 Olaf Koch, Berlin, Germany, Partner and Managing Director of Zintinus GmbH, Germany
- 7.5 Prof Dr Helene Svahn, Stockholm, Sweden, Professor of Nanobiotechnology at the Royal Institute of Technology, Sweden

be elected as shareholder representatives on the Supervisory Board with effect from the end of the 2025 Annual General Meeting, with Ben van Beurden, Liz Centoni, Timotheus Höttges and Olaf Koch being elected until the end of the General Meeting that resolves on the ratification of the Supervisory Board members' actions for the third financial year following the beginning of the term of office, with

the financial year in which the term of office begins not being counted towards this period. Prof Dr Helene Svahn shall be elected for a term ending at the close of the General Meeting that resolves on the ratification of the Supervisory Board members' actions for the 2025 financial year.

Further information on the candidates proposed for election, including information on memberships in other legally mandatory supervisory boards or comparable supervisory bodies, is set out at the end of this Agenda in Section B and is available on the Company's website at group.mercedes-benz.com/am-2025 from the time the Annual General Meeting is called. It will also be available there during the Annual General Meeting.

It is intended to have the Annual General Meeting resolve on the election of the candidates by separate votes.

8. Resolution on the cancellation of the existing authorization and the grant of new authorization to acquire and use treasury shares under Section 71, Subsection 1, No. 8 of the German Stock Corporation Act (Aktiengesetz) and on the exclusion of shareholders' subscription rights and rights to sell shares to the Company

The authorization to acquire and use treasury shares resolved by the Annual General Meeting under Agenda Item 8 on 8 July 2020 has been almost exhausted. As part of two buy-back programs, the Company had acquired treasury shares amounting to almost 10% of its share capital by 29 November 2024 on the basis of this authorization. The treasury shares acquired were cancelled on 13 December 2024 without reducing the share capital. The existing authorization expires on 7 July 2025. It is therefore proposed that a resolution be passed to issue new authorization, limited until 6 May 2030, to the Company to acquire and use its own shares under Section 71, Subsection 1, Number 8 of the German Stock Corporation Act (Aktiengesetz) as well to exclude shareholders' subscription rights and rights to sell shares to the Company.

The Board of Management and the Supervisory Board propose that the following resolution be adopted:

- a) The authorization granted by the Annual General Meeting on 8 July 2020, under Agenda Item 8 and limited until 7 July 2025, to acquire (also using derivatives in accordance with Agenda Item 9 of the Annual General Meeting on 8 July 2020) and to use treasury shares and to exclude subscription rights and rights to sell shares to the Company will be revoked, insofar as it has not been exercised, when the new authorization below comes into effect.
- b) The Company is authorized to acquire own shares for any permissible purpose up to 6 May 2030 in an amount of up to 10% of the share capital existing at the time of the resolution by the Annual General Meeting or – if this value is lower – at the time the authorization is exercised. The shares acquired on the basis of this authorization together with other treasury shares owned by the Company or to be allocated to the Company pursuant to Sections 71a et seq. of the German Stock Corporation Act (Aktiengesetz) may at no time account for more than 10% of the share capital from time to time.

- c) The Mercedes-Benz Group AG shares (Mercedes-Benz Shares) may be acquired (1) on the stock exchange or via a multilateral trading facility (MTF) for the purposes of Section 2, Subsection 6 of the German Stock Exchange Act (Börsengesetz), (2) by means of a public tender offer addressed to all shareholders of the Company, or (3) by means of a public exchange offer for shares in a company listed on the stock exchange in accordance with Section 3, Subsection 2 of the German Stock Exchange Act (Börsengesetz). Offers under (2) and (3) can also be solicited by a request for the submission of offers.

- (1) If the acquisition of the Mercedes-Benz Shares takes place through the stock exchange, the amount paid by the Company per Mercedes-Benz Share (excluding transaction costs) may not exceed the price of Mercedes-Benz Shares determined at the opening of Xetra trading (or at the opening of a functionally equivalent successor to the Xetra system) on the Frankfurt Stock Exchange on the day of trading by more than 10% and may not be more than 20% lower than that price.

If the acquisition takes place via multilateral trading facilities for the purposes of Section 2, Subsection 6 of the German Stock Exchange Act (Börsengesetz), the amount paid per share (excluding transaction costs) may not exceed the price determined at the opening of Xetra trading (or at the opening of a functionally equivalent successor to the Xetra system) on the Frankfurt Stock Exchange on the day of trading by more than 10% above or below that price.

- (2) If the acquisition of Mercedes-Benz Shares takes place through a public offering made to all shareholders of the Company, the offered purchase price or the prescribed limits of the offered purchase price range per Mercedes-Benz Share (excluding transaction costs) may not exceed the average price of Mercedes-Benz Shares determined at the close of Xetra trading (or the close of a functionally equivalent successor to the Xetra system) on the Frankfurt Stock Exchange on the last three days of trading before the day of the Board of Management's decision about the offer or acceptance of offers made by the shareholders by more than 10% and may not be more than 20% lower than that price.
- (3) If the acquisition is made by way of a public exchange offer for shares in a listed company for the purposes of Section 3, Subsection 2 of the German Stock Corporation Act (Aktiengesetz) ("Exchange Shares"), then the exchange price paid by the Company (in the form of one or more Exchange Shares, any notional fractions and any cash component) per Mercedes-Benz Share (excluding transaction costs) may not exceed the relevant value of a Mercedes-Benz Share by more than 10% or fall below it by more than 20%. The relevant value of the Mercedes-Benz Shares and the Exchange Shares are determined on the basis of the closing auction price of each share in Xetra trading (or in a functionally equivalent successor to the Xetra system) on the Frankfurt Stock Exchange on the last three days of trading before the Board of Management's decision about the offer or the acceptance of offers made by the shareholders. If the Exchange Shares are not traded in Xetra trading, the closing auction price of the stock exchange

on which the Exchange Shares achieved the highest trading volume in the previous calendar year shall be applied here.

If, after the publication of a tender or exchange offer or the publication of a solicitation to submit subscription offers, there are market price movements that may be material to the success of the purchase offer, the offer may be adjusted during the submission period or up to acceptance. In this case, the 10% limit or the 20% limit for exceeding or falling below the purchase or exchange price refer to the corresponding closing auction price on the last stock exchange day of trading before the final decision of the Board of Management on the adjustment.

If the number of Mercedes-Benz Shares tendered or offered by shareholders for purchase or exchange exceeds the total volume which the Company intends to repurchase, the purchase may be effected in proportion to the number of Mercedes-Benz Shares tendered or offered by each shareholder; in addition, a preferential treatment or acceptance of small lots of up to 100 Mercedes-Benz Shares per shareholder tendered or offered as well as rounding according to commercial principles may be provided for. In this respect, any further tender rights of the shareholders are excluded.

The Board of Management determines the further details of the respective purchasing structure. The Board of Management may also stipulate further conditions.

- d) The Board of Management is authorized to use treasury shares that have been or will be acquired on the basis of this or an earlier authorization in accordance with Section 71, Subsection 1, No. 8 of the German Stock Corporation Act (Aktiengesetz), in addition to a sale via the stock exchange or an offer to all shareholders in proportion to their shareholding quotas, for all other legally permissible purposes, in particular for the following purposes:
- (1) Treasury shares may be cancelled without an additional resolution by the General Meeting being required for such cancellation or its implementation. Such cancellations can be carried out by way of a capital decrease or without capital decrease by adjusting the *pro rata* amount of the other shares relative to the Company's share capital. In this case, the Board of Management is authorized to amend the stated number of shares in the Articles of Incorporation.
 - (2) Treasury shares may, with the approval of the Supervisory Board, be offered and transferred in exchange for consideration in kind, in particular in the context of business combinations or for the purpose of acquiring (also indirectly) companies, businesses, parts of companies, participations or other assets or rights to acquire assets, including receivables against the Company or its affiliates pursuant to Sections 15 et seq. of the German Stock Corporation Act (Aktiengesetz).
 - (3) Treasury shares, with the approval of the Supervisory Board, can be sold in another way than through the stock exchange or through an offer made to all shareholders if the shares are sold for cash at a price that is not significantly lower than the stock-exchange price of shares of the same type in the Company at the time of sale. The

portion of the share capital mathematically attributable to treasury shares used in this way may not exceed 10% of the Company's share capital at the time this authorization becomes effective or of the share capital existing at the time of the authorization being exercised, if the latter is lower. This limit includes shares issued or sold during the term of this authorization until the time of its exercise in direct or mutatis mutandis application of Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (Aktiengesetz) or shares that were issued or granted or are still to be issued or granted on the basis of a convertible bond or bond with warrants issued during the term of this authorization under exclusion of subscription rights in accordance with Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (Aktiengesetz).

- (4) Treasury shares may be used to fulfill or secure rights or obligations to acquire Mercedes-Benz Shares, in particular under or in connection with convertible bonds and/or bonds with warrants that have been or will be issued by the Company or its affiliates pursuant to Sections 15 et seq. of the German Stock Corporation Act (Aktiengesetz). Moreover, the Board of Management is authorized to exclude subscription rights in order to grant holders/creditors of conversion or warrant rights or corresponding conversion or warrant obligations on Company's shares subscription rights as compensation against the effects of dilution to the extent to which they would be entitled upon exercising such rights or fulfilling such obligations, and to use treasury shares to service such subscription rights.
- (5) Treasury shares may be directly or indirectly issued to employees of the Company and its affiliates pursuant to Sections 15 et seq. of the German Stock Corporation Act (Aktiengesetz), to board members of the Company's affiliates or to third parties, e.g., banks, which assign to those persons the economic ownership and/or the economic benefit of the shares, or may be used to fulfill obligations arising from securities lending or borrowing performed for acquiring these shares for any of these purposes. In particular, they may be offered for acquisition, awarded and transferred for free or against payment to said persons, provided that the employment relationship or board membership exists at the time of the offer, award commitment or transfer.
- (6) The treasury shares may be used for introducing shares of the Company on foreign stock exchanges on which they have not previously been admitted to trading. The price (excluding transaction costs) at which these shares are launched on other stock exchanges may not be more than 5% below the closing auction price in the Xetra trading system (or in a functionally equivalent successor to the Xetra system) on the last trading day on the Frankfurt/Main Stock Exchange prior to placement.
- (7) The treasury shares may be offered to all shareholders so as to allow them to acquire Company shares in exchange for the (partial) assignment of their dividend right established by the Annual General Meeting's resolution on the appropriation of profits (share dividend).

- e) The shareholders' subscription rights relating to repurchased treasury shares in the Company shall be excluded to the extent to which such shares are used in accordance with the authorizations pursuant to lit. d) paras. (2) through (7) above. Furthermore, the subscription right with regard to fractional amounts may be excluded in the event of a public offer to acquire Company's shares.

During the term of this authorization, the total of treasury shares used with the exclusion of shareholders' subscription rights may not account for a notional share of more than 10% of the share capital at the time this authorization becomes effective or of the share capital existing at the time of the authorization being exercised, if the latter is lower. If, during the term of this authorization and until it is exercised, other authorizations to issue or sell shares in the Company or to issue rights that enable or oblige the subscription of shares in the Company are exercised and the subscription right is excluded in the process, this shall be counted towards the aforementioned 10% limit.

- f) The authorizations in this resolution may be exercised independently of each other, once or several times, solely or jointly, in whole or in part also by any of the Company's affiliates within the meaning of Sections 15 et seq. of the German Stock Corporation Act (Aktiengesetz) or by third parties acting on behalf of the Company or any of its affiliates.

The written report of the Board of Management on the reasons for which it is to be authorized to exclude shareholders' subscription rights and rights to sell shares to the Company (*Andienungsrecht*) under certain conditions (Section 71, Subsection 1, No. 8, Sentence 5 in conjunction with Section 186, Subsection 4, Sentence 2, Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (Aktiengesetz)) is reproduced below this Agenda under Section C and is available at group.mercedes-benz.com/am-2025. It will also be available there during the Annual General Meeting. The report is made together with the report under Agenda Item 9.

9. Resolution on the authorization to use derivative financial instruments in the context of acquiring treasury shares pursuant to Section 71, Subsection 1, No. 8 of the German Stock Corporation Act (Aktiengesetz) and on the exclusion of shareholders' subscription rights and rights to sell shares to the Company

In addition to the authorization proposed under Agenda Item 8 to acquire own shares in accordance with Section 71, Subsection 1, No. 8 of the German Stock Corporation Act (Aktiengesetz), an authorization is to be granted to acquire own shares also using derivatives and to conclude corresponding derivative transactions. Derivative transactions legally permissible without authorization of the General Meeting shall remain unaffected.

The Board of Management and the Supervisory Board submit the following resolution for adoption:

- a) In addition to the authorization proposed under Agenda Item 8 regarding the acquisition of treasury shares pursuant to Section 71, Subsection 1, No. 8 of the German Stock Corporation Act (Aktiengesetz), the acquisition of shares in Mercedes-Benz Group AG (Mercedes-Benz Shares) may also be conducted, aside from in the manner described therein, with the use of certain derivatives, or derivatives may be used with which the Company undertakes to

repurchase treasury shares. This authorization may be exercised in whole or in part, in one or several (including different) transactions or in connection with other legally admissible transactions not covered by this authorization, by the Company or any of its affiliates within the meaning of Sections 15 et seq. of the Stock Corporation Act (Aktiengesetz), or by third parties acting for the account of the Company or any of its affiliates. Options may be sold whereby the Company takes on the obligation to acquire Mercedes-Benz Shares upon exercise of the options ("put option"). Furthermore, options entitling the Company to acquire Mercedes-Benz Shares upon exercise of the options ("call option") may also be purchased and exercised. Additionally, forward purchase agreements to buy Mercedes-Benz Shares with more than two trading days between the conclusion of the agreement and the delivery of the shares purchased ("forward purchases") may be entered into. Lastly, Mercedes-Benz Shares may be acquired by using a combination of these derivatives (hereinafter, all the above instruments are collectively referred to as "derivatives"). The use of derivatives in the context of acquiring treasury shares requires the approval of the Supervisory Board. This can be granted generally, or relating to a certain period, or for a certain volume. The derivative transactions are to be concluded with an independent credit institution or companies operating in accordance with Section 53, Subsection 1, Sentence 1 or Section 53b, Subsection 1, Sentence 1 or Subsection 7 of the German Banking Act (Kreditwesengesetz) or a consortium of such credit institutions or companies.

The acquisition of treasury shares with the use of derivatives is restricted to shares in a maximum volume of 5% of the share capital at the time when the resolution is made by the Annual General Meeting. This limitation applies in addition to the limits relating to the share capital as set out in lit. b) of the authorization proposed under Agenda Item 8. Treasury shares acquired in exercise of the authorization proposed under this Agenda Item 9 shall count towards these limits. The term of a derivative may not exceed 18 months and must be selected such that the acquisition of the shares in exercise of the derivative does not take place after 6 May 2030.

- b) The derivative conditions must ensure that the derivatives are honored only with shares that were acquired under observance of the principle of equal treatment. An acquisition via the stock exchange is sufficient for this purpose.
- c) The price agreed on in the relevant derivative and to be paid per Mercedes-Benz Share upon exercise of a put option or in fulfillment of a forward purchase may not exceed the average price of a Mercedes-Benz Share determined at the close of Xetra trading (or at the close of a functionally equivalent successor to the Xetra system) on the Frankfurt Stock Exchange on the last three days of trading before the conclusion of the respective derivative transaction by more than 10% and may not be more than 20% lower than that price (in each case excluding transaction costs, but taking into consideration the option premium received or paid). The price agreed on in the relevant derivative and to be paid per Mercedes-Benz Share upon exercise of a call option may not exceed the average price of a Mercedes-Benz Share determined at the close of Xetra trading (or at the close of a functionally equivalent successor to the Xetra system) on the Frankfurt Stock Exchange on the last three days of trading before the conclusion of the respective derivative transaction by more than 10% and may not be more than 10% lower than that price.

The price to be paid by the Company for derivatives shall not be significantly higher, and price received by the Company for derivatives shall not be significantly lower, than the theoretical market price of the respective derivative calculated in accordance with generally accepted actuarial methods. Among other factors, the predetermined strike price shall be taken into account when determining the theoretical market price.

- d) If derivatives are used under observance of the aforementioned regulations, the shareholders' right to conclude such derivative transactions with the Company is excluded in accordance with Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (Aktiengesetz). The shareholders also have no right to conclude derivative transactions insofar as in connection with the intended acquisition of treasury shares with the use of derivatives there is a preferred offer for the conclusion of derivative transactions related to lower numbers of shares. Shareholders have the right to tender Mercedes-Benz shares to the Company only to the extent that the Company is obliged to accept shares from them from concluded derivative contracts. Any further rights to sell shares to the Company are excluded.
- e) The regulations under Agenda Item 8 lit. d), e) and f) also apply to the utilization of treasury shares acquired with the use of derivatives.

The written report of the Board of Management on the reasons for which it is to be authorized to exclude shareholders' subscription rights and rights to sell shares to the Company (*Andienungsrecht*) under certain conditions (Section 71, Subsection 1, No. 8, Sentence 5 in conjunction with Section 186, Subsection 4, Sentence 2, Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (Aktiengesetz)) is reproduced below this Agenda under Section C and is available at group.mercedes-benz.com/am-2025. It will also be available there during the Annual General Meeting. The report is presented together with the report on Agenda Item 8.

10. Resolution on the cancellation of the Conditional Capital 2020, the cancellation of existing authorization and granting new authorization to issue convertible bonds and/or bonds with warrants and to exclude shareholders' subscription right; creation of Conditional Capital 2025 and accompanying amendment to the Articles of Incorporation

The authorization to issue convertible bonds and/or bonds with warrants that the Annual General Meeting granted on 8 July 2020 under Agenda Item 10 is limited in time until 7 July 2025. Thus far, no use was made of this authorization and no use of it will be made before it expires, meaning that the corresponding Conditional Capital 2020 described in Article 3, Paragraph 3 of the Articles of Incorporation is no longer needed.

In order to secure maximum possible flexibility for corporate financing and for other purposes, for instance access to borrowed capital at favorable interest rates, the Board of Management is to be again authorized to issue convertible bonds and/or bonds with warrants. The Conditional Capital 2020 is to be cancelled and new Conditional Capital 2025 is to be resolved for the same amount.

The Board of Management and the Supervisory Board submit the following resolution for adoption:

a) New authorization to issue convertible bonds and/or bonds with warrants and to exclude subscription rights

(1) Authorization period, term, nominal amount, share capital amount, consideration, and structural options

The Board of Management is authorized until 6 May 2030 to issue bearer and/or registered convertible bonds and/or bonds with warrants or a combination of these instruments (including all possible arrangements envisaged in this resolution hereinafter jointly referred to as “bonds”) with a total nominal amount of up to €10,000,000,000.00 with a maturity of no more than ten years, and to grant or impose on the holders or creditors of such bonds (hereinafter collectively referred to as “holders”) conversion rights or warrant rights for new registered no-par-value shares in Mercedes-Benz Group AG (Mercedes-Benz Shares) with an allocable portion of the share capital of up to €500,000,000.00 in accordance with the details defined in the terms and conditions of the convertible bonds or bonds with warrants (hereinafter referred to as the “bond conditions”).

The bond conditions may also provide for a conversion or warrant obligation at the end of the term or at any other time. They may also provide for exchange rights of the issuing company or Mercedes-Benz Group AG, in particular rights to replace the considerations originally owed under them by Mercedes-Benz Shares (including in the form of a tender right, substitution right or redemption option) and so establish the obligation to deliver Mercedes-Benz Shares or conversion or warrant rights or obligations on Mercedes-Benz Shares (and any combination of the foregoing) when they are issued or subject to a separate declaration by the issuer or Mercedes-Benz Group AG or subject to other conditions in each case at the end of the term or at another point in time.

The bonds can also be issued by affiliates of the Company within the meaning of Sections 15 et seq. of the German Stock Corporation Act (Aktiengesetz); in this case, the Board of Management is authorized, with the approval of the Supervisory Board, to assume the required guarantees for the issuing company and to grant Mercedes-Benz Shares to the holders of such bonds, and to provide other statements and take other actions required for the successful issue of the bonds.

The bonds may be issued in exchange for consideration in cash, but also for consideration in kind, in particular for a participation in other companies. In the case of bonds with warrants, they may be issued in return for non-cash contributions if the terms and conditions of the warrants provide for the option price per Mercedes-Benz Share to be paid in full and in cash upon exercise. The nominal amount or an issue price for bonds that is lower than the nominal amount may also be selected in such a way that it corresponds to the *pro rata* amount of the share capital of the shares to be subscribed in accordance with the bond conditions at the time of issue, i.e., it does not have to exceed this amount.

In addition to euros, the bonds can also be issued in the legal currency of an OECD country, limited to the corresponding value of the permissible nominal amount in euros. For the purpose of determining the permissible total nominal amount, the nominal amount of the Bonds shall be converted into euro on the date of the decision to issue them.

The bonds can be issued once or several times, wholly or in installments, or simultaneously in various tranches. All partial bonds belonging to a particular tranche issued have equal rights and obligations. To the extent a bond stipulates an obligation to deliver Mercedes-Benz Shares or conversion or warrant rights or conversion or warrant obligations on Mercedes-Benz Shares only after a declaration by the issuer or Mercedes-Benz Group AG to exercise an exchange right, the declaration in question must be issued by 6 May 2030.

(2) Convertible bonds

The holders of convertible bonds have the right to convert their convertible bonds into Mercedes-Benz Shares in accordance with the bond conditions. In the case of bonds with a conversion obligation, the bond conditions can include a provision that the Company is entitled to make up any difference, wholly or partially in cash, between the nominal amount of the bonds and a stock-market price of the shares at the time of the conversion obligation, to be determined more precisely in the conditions, but at least 80% of the stock-market price of the shares at the time of issue of the bonds – as described under (5) – multiplied by the conversion ratio.

(3) Bonds with Warrants

In the case of the issue of bonds with warrants, each bond has one or more warrants entitling or obligating the holder to subscribe to Mercedes-Benz Shares in accordance with the bond conditions or that contain exchange rights of the issuing company or Mercedes-Benz Group AG.

(4) Conversion or subscription ratio and share capital attributable to the shares

The conversion or subscription ratio is calculated by dividing the nominal amount or an issue price below the nominal amount of a convertible bond or, if a bond with warrants is exercised, the amount owed under the terms of the bond by the fixed conversion or option price for one Mercedes-Benz Share.

The bond conditions can also include the provision that the conversion or subscription ratio is variable and can be rounded up or down to a whole number; moreover, an additional cash payment can also be stipulated. Provision can also be made for fractions to be combined and/or compensated in cash. The share capital attributable to the shares to be issued upon conversion, exchange or exercise of the relevant bond may in no case exceed the nominal amount or the issue price for the bonds.

(5) Conversion/warrant price

The conversion price or warrant price to be stipulated for a Mercedes-Benz Share in each case must – even in the event of a variable conversion or subscription ratio and taking into account rounding up or down and additional payments – amount to at least 80% of the average price of Mercedes-Benz Shares at the close of Xetra trading (or at the closing of a functionally equivalent successor to the Xetra system) on the Frankfurt Stock Exchange on the ten trading days prior to the day of the Board of Management resolution on the issue of the bond or on the declaration of acceptance following the public invitation to submit subscription offers.

To the extent that the shareholders have the right to subscribe to the bond issue, the average price of Mercedes-Benz Shares at the close of Xetra trading (or at the close of a functionally equivalent successor to the Xetra system) during the trading days of subscription rights trading on the Frankfurt Stock Exchange can be used as a basis for the determination of the 80% threshold (excluding the days of the subscription period that are required to announce the conversion/option price in due time in accordance with Section 186, Subsection 2 of the German Stock Corporation Act (Aktiengesetz)).

In the case of bonds with mandatory conversion or subscription or an exchange right of the issuing company or Mercedes-Benz Group AG, the conversion or warrant price may either at least equal the minimum price (80%) set out above or correspond to the average volume-weighted price of the Mercedes-Benz Share in the Xetra trading system (or a comparable successor system) on the Frankfurt Stock Exchange on at least three trading days immediately prior to calculation of the conversion/warrant price as defined in more detail by the terms and bond conditions, even if this average price is below the minimum price (80%) set out above. Section 9, Subsection 1 and Section 199, Subsection 2 of the German Stock Corporation Act (Aktiengesetz) shall remain unaffected.

(6) Anti-dilution protection and adjustments

The authorization shall also include the option, subject to the terms and conditions of the bonds, to provide dilution protection and/or other adjustments under certain circumstances. Dilution protection or other adjustments may be provided for in particular if the Company changes its share capital during the term of the bonds (e.g., through a capital increase, a capital decrease or a stock split), but also in connection with dividend payouts, the issue of additional convertible and/or bonds with warrants, transformation measures, and in the case of other events affecting the value conversion/warrant rights or conversion/warrant obligations or exchange rights that may occur during the term of the bonds (e.g., control gained by a third party). Dilution protection or other adjustments may be provided in particular by granting subscription rights, by changing the conversion or warrant price, and by amending or introducing cash components.

(7) Authorized/Approved Capital (“genehmigtes Kapital”), treasury shares, cash settlement

The bond conditions can provide or allow that, in the Company’s discretion, also shares from an authorized/approved capital (“genehmigtes Kapital”) or treasury shares can be used for servicing the conversion/warrant rights or conversion/warrant obligations or exchange rights, apart from a conditional capital, in particular the Conditional Capital 2025 to be created in connection with this authorization. The bond conditions may also make provision for or allow the issuing company or Mercedes-Benz Group AG not to grant Mercedes-Benz Shares to the holders of conversion or option rights or to the corresponding obligated parties, but instead pay the equivalent value in cash or deliver other securities tradable at a trading venue for the purposes of Section 2, Subsection 22 of the German Securities Trading Act (Wertpapierhandelsgesetz). In the event of payment of the equivalent value in cash, subject to the specific bond conditions, the equivalent value corresponds to the average price of Mercedes-Benz Shares at the close of Xetra trading (or at the close of a functionally equivalent successor to the Xetra system) on the Frankfurt Stock Exchange during the last ten to twenty trading days after the announcement of the cash settlement.

(8) Authorization to stipulate other conditions

The Board of Management is authorized to stipulate the other details of the issue and terms of the bonds, in particular the volume, time, interest rate, issue price, maturity term, denomination, conversion or warrant price and conversion or warrant period, or to stipulate these details in coordination with the executive bodies of the Company’s affiliates within the meaning of Sections 15 et seq. of the German Stock Corporation Act (Aktiengesetz) that issue convertible bonds or bonds with warrants.

(9) Subscription right and authorization to exclude subscription rights

The shareholders have statutory subscription rights when the bonds are issued. The bonds may also be offered to shareholders by way of indirect subscription rights; they will then be underwritten by a bank or another issuing company for the purposes of Section 186, Subsection 5, Sentence 1 of the German Stock Corporation Act (Aktiengesetz) or a consortium of such banks and/or other issuing companies with the obligation to offer them to shareholders for subscription. However, with the approval of the Supervisory Board, the Board of Management is authorized to exclude the right of shareholders to subscribe to the bonds in the following cases:

- if the bonds are issued in exchange for cash payment and the issue price is not significantly below the theoretical market value of the bonds, as calculated according to generally accepted, in particular actuarial calculation methods. The computational portion of the share capital attributable to shares to be issued or granted on the basis of bonds issued in return for a cash payment under this authorization, with

shareholders' subscription rights excluded in accordance with Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (Aktiengesetz), may not exceed 10% of the share capital at the time when this authorization takes effect or at the time at which it is exercised, if the latter amount is lower. When determining this limit of 10% of the share capital, shares shall also be taken into account which, during the term of this authorization until its use, are issued or disposed of by direct or mutatis mutandis application of Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (Aktiengesetz). Furthermore, also such shares shall be included in the limit that were issued or granted or are still to be issued or granted on the basis of a convertible bond or bonds with warrants issued during the term of this authorization with shareholders' subscription rights excluded in accordance with Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (Aktiengesetz);

- if the bonds are issued in exchange for contribution in kind or consideration in kind, in particular in the context of business combinations or for the purpose of acquiring (also indirectly) companies, businesses, parts of companies, participations or other assets or rights to acquire assets, including receivables against the Company or its affiliates within the meaning of Sections 15 et seq. of the German Stock Corporation Act (Aktiengesetz).
- in order to exclude fractional amounts resulting from the subscription ratio from the shareholders' subscription right to the bonds;
- in order to grant holders of conversion or warrant rights or corresponding conversion or warrant obligations on Company's shares subscription rights from bonds issued or to be issued by the Company or its affiliates pursuant to Sections 15 et seq. of the German Stock Corporation Act (Aktiengesetz) as compensation against the effects of dilution to the extent to which they would be entitled upon exercising such rights or fulfilling such obligations.

Under this authorization, bonds may only be issued under exclusion of the subscription right if the computational portion of the share capital attributable to the total of new shares to be issued or granted on the basis of such bond, does not exceed 10% of the share capital at the time this authorization takes effect or at the time it is exercised, if the latter amount is lower. Where shares issued or sold during the term of this authorization until the time of its exercise in direct or mutatis mutandis application of Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (Aktiengesetz), then these shares are to be included in the above limit. Shares shall also be included in this limit that were issued or granted or are still to be issued or granted on the basis of a convertible bond or bond with warrants issued during the term of this authorization and on the basis of the exercise of another authorization, with shareholders' subscription rights being excluded in accordance with the same legislative provision.

- b) Revocation of the authorization dated 8 July 2020 and cancellation of the Conditional Capital 2020

Upon entry of the amendments to the Articles of Incorporation proposed under Agenda Item 10(d) in the commercial register, the authorization of the Board of Management of 8 July 2020 to issue convertible bonds and/or bonds with warrants will be revoked. At the same time, the Conditional Capital 2020 approved by the Annual General Meeting on 8 July 2020 and laid down in Article 3, Paragraph 3 of the Articles of Incorporation in the amount of €500,000,000.00, will be cancelled.

- c) Creation of a new Conditional Capital 2025

Subject to the new provision of the Articles of Incorporation proposed under d) below, the share capital is conditionally increased by up to €500,000,000.00 (Conditional Capital 2025). The purpose of the conditional capital increase is to grant shares to the holders/creditors of convertible bonds and/or bonds with warrants ("bonds") issued pursuant to the aforementioned authorization under lit. a) during the period until 6 May 2030 by the Company or its affiliates within the meaning of Sections 15 et seq. of the German Stock Corporation Act (Aktiengesetz).

- d) Amendment to Article 3 (§ 3) "Share Capital" of the Articles of Incorporation

Article 3, Paragraph 3 of the Articles of Incorporation is amended and reworded as follows:

"(3) The share capital is conditionally increased by an amount not to exceed €500,000,000.00 (Conditional Capital 2025). The conditional capital increase shall be implemented only insofar as the holders/creditors of convertible bonds/ bonds with warrants ("bonds") issued by May 6, 2030 on the basis of the authorization resolution taken by the Annual General Meeting of Shareholders on May 7, 2025 by the Company or any of its affiliates within the meaning of Sections 15 et seq. of the German Stock Corporation Act (Aktiengesetz) make use of conversion/warrant rights or fulfill conversion/warrant obligations, or to the extent shares are tendered and provided that no other forms of fulfillment of delivery are used. The new shares participate in the profits of the Company as from the beginning of the financial year in which they are created through the exercise of conversion/ warrant rights or through the fulfillment of conversion/warrant obligations. To the extent legally admissible, the Board of Management, with the approval of the Supervisory Board, may determine the dividend for new shares in derogation from Section 60, Subsection 2 of the German Stock Corporation Act (Aktiengesetz), also for a financial year already past. The Board of Management is authorized, with the approval of the Supervisory Board, to determine the further details of the implementation of conditional capital increases."

e) Authorization of the Supervisory Board to amend the Articles of Incorporation

The Supervisory Board is authorized to amend Article 3, Paragraphs 1 and 3 of the Articles of Incorporation in accordance with actual utilizations of Conditional Capital 2025. The same applies in the case of non-utilization of the authorization to issue convertible bonds and/or bonds with warrants after expiry of the authorization period and in the case of non-utilization of Conditional Capital 2025 after expiry of all conversion/warrant deadlines.

The written report of the Board of Management on the reasons for which it is to be authorized to exclude the shareholders' subscription right under certain conditions is reproduced below this Agenda under Section C and will be available at group.mercedes-benz.com/am-2025 from the time of convening the Annual General Meeting. It will also be available there during the Annual General Meeting.

The current version of the Articles of Incorporation and an overview of the proposed amendments will be available at group.mercedes-benz.com/am-2025 from the date on which the Annual General Meeting is convened and will also be available there during the Annual General Meeting.

11. Resolution on remuneration for Supervisory Board members and corresponding amendment of Article 10 (§ 10) of the Articles of Incorporation

The currently applicable remuneration of the Mercedes-Benz Group AG Supervisory Board members regulated by Article 10 of the Articles of Incorporation and the underlying remuneration system were adopted by the Annual General Meeting of 3 May 2023. On the basis of the remuneration system for the Supervisory Board members in accordance with a) below in conjunction with the remuneration system for the members of the Supervisory Board reproduced at group.mercedes-benz.com/am-2025, Article 10 (§ 10) of the Articles of Incorporation is to be amended in accordance with b) below with regard to committee remuneration and the remuneration of the Supervisory Board is to be adjusted accordingly. This is intended to ensure compensation for committee membership as such and, in particular in the event of a change of committee during the year, to prevent the relevant entitlements to committee remuneration from lapsing despite continuous committee membership, albeit on different committees. This loophole with respect to the function-related remuneration of Supervisory Board members identified in the previous year is to be rectified by means of the proposed adjustment with retroactive effect as of 1 January 2024.

The Board of Management and Supervisory Board – the latter based on the recommendation of the Presidential Committee (Präsidialausschuss) – propose the following resolution:

- a) The remuneration system for the members of the Supervisory Board of Mercedes-Benz Group AG will be adjusted as set out at group.mercedes-benz.com/am-2025. The adjustment is effective as of 1 January 2024.

The remuneration system for members of the Supervisory Board is also available at group.mercedes-benz.com/am-2025 from the time the Annual General Meeting is convened and will also be available there during the AGM.

- b) Paragraphs 3 and 5 of Article 10 (§ 10) “Remuneration of the Supervisory Board, Liability Insurance” of the Articles of Incorporation are to be amended as follows:

“(3) The Chairperson of the Audit Committee receives €450,000.00, each other member of the Audit Committee €400,000.00 and each member of any other committee €300,000.00 (in each case including the base remuneration) for each full financial year. Insofar as a member of the Supervisory Board performs several functions with higher remuneration pursuant to Subsection 2 or Subsection 3 sentence 1, the remuneration shall be based exclusively on the function with the highest remuneration.

(5) If any members of the Supervisory Board resign from the Supervisory Board during a financial year, they shall receive the remuneration on a pro rata temporis basis. If a member of the Supervisory Board resigns from a function for which there is higher remuneration, the previous sentence shall apply mutatis mutandis in respect of the higher remuneration for the relevant function.”

The current version of the Articles of Incorporation and an overview of the proposed amendments will be available at group.mercedes-benz.com/am-2025 from the date on which the Annual General Meeting is convened and will also be available there during the Annual General Meeting.

12. Resolution on the approval of the remuneration system for the members of the Board of Management

Pursuant to Section 120a, Subsection 1 of the German Stock Corporation Act (Aktiengesetz), in the event of any significant change, but at least every four years, the general meeting of a listed company shall resolve on the approval of the remuneration system for the members of the Board of Management that has been adopted by the Supervisory Board in accordance with the provisions of Section 87a of the German Stock Corporation Act (Aktiengesetz). The currently applicable remuneration system for the members of the Board of Management of Mercedes-Benz Group AG was approved by the Annual General Meeting on 3 May 2023.

The Supervisory Board reviewed this remuneration system in the context of the market environment, taking the Company’s market position into account. The outcome of the review is that, as of 1 January 2026, the weighting of financial and non-financial targets as part of the short-term variable remuneration is to be adjusted and achieving the total target achievement for this remuneration component is to become more challenging, among other things.

Based on the recommendation by the Presidential Committee, the Supervisory Board proposes that the adjusted remuneration system for the members of the Board of Management of Mercedes-Benz Group AG reproduced at group.mercedes-benz.com/am-2025 be approved. The adjusted remuneration system for members of the Board of Management is available at [group.mercedes-](https://group.mercedes-benz.com/am-2025)

benz.com/am-2025 from the time the Annual General Meeting is convened and will also be available there during the Annual General Meeting.

13. Resolution on the amendment of Paragraph 1 of Article 11 (§ 11 (1)) of the Articles of Incorporation regarding the venue of the Shareholders' Meeting

According to Article 11 (§ 11), Paragraph 1, sentence 2 and 3 of the Articles of Incorporation, Shareholders' Meetings (synonymous with General Meetings) shall be held at the registered office of the Company or in a German city that has a stock exchange. Shareholders' Meetings may also be held in any city in Germany with more than 250,000 inhabitants. In order to widen the selection of suitable locations available in the relevant time period during which such meetings are to be held, the provision in the Articles of Incorporation regarding the venue of Shareholders' Meetings is to be amended, with a provision being added to allow other locations within a certain radius.

The Board of Management and the Supervisory Board propose to amend the wording of Paragraph 1 of Article 11 (§ 11) "Convening of Shareholders' Meetings" of the Articles of Incorporation as follows:

"(1) Shareholders' Meetings shall be convened by the Board of Management or the Supervisory Board. They shall be held at the registered office of the Company, a location in Germany within a 100-kilometre radius of the registered office of the Company, or in a German city that has a stock exchange. Furthermore, Shareholders' Meetings may be held in any city in Germany with more than 250,000 inhabitants."

The current version of the Articles of Incorporation and an overview of the proposed amendments will be available at group.mercedes-benz.com/am-2025 from the date on which the Annual General Meeting is convened and will also be available there during the Annual General Meeting.

14. Resolution on a new authorization of the Board of Management to provide for the Shareholders' Meeting to be held virtually and corresponding amendment to Paragraph 2 of Article 11 (§ 11 (2)) of the Articles of Incorporation

The Annual General Meeting of 3 May 2023 resolved to introduce a provision of the Articles of Incorporation stating that the Board of Management is authorized to provide for the Shareholders' Meeting to be held without the physical presence of the shareholders or their proxies at the venue of the Shareholders' Meeting (virtual Shareholders' Meeting). This authorization is limited in time and applies to Shareholders' Meetings held within a period of two years after entry of this provision of the Articles of Incorporation in the commercial register of the Company. The corresponding provision in Paragraph 2 of Article 11 (§ 11) of the Articles of Incorporation was entered in the commercial register of the Company on 26 June 2023. It thus expires on 26 June 2025.

The virtual Shareholders' Meetings of the Company 2023 and 2024 were held in accordance with the new legal requirements, fully respecting shareholders' rights and without experiencing any relevant technical or organizational problems, and had pleasingly high attendance. In view of this positive experience and the Company's aspiration to take up a significant position in the field of digitalization,

the Board of Management is to be authorized once again to conduct the Shareholders' Meetings virtually and thus efficiently and in a manner that saves costs and resources for both shareholders and the Company. The authorization also ensures that resolutions can be obtained at the Shareholders' Meeting, e.g., on the appropriation of profits, even in emergency situations where an in-person Shareholders' Meeting cannot be held or can only be held with disproportionate difficulty and for which further emergency legislation cannot be expected at short notice. For these reasons, new authorization should be granted to the Board of Management and Paragraph 2 of Art. 11 (§ 11) of the Articles of Incorporation is to be amended accordingly. In doing so, the maximum term of five years provided for by law will not be fully applied, with an authorization period of just two years after entry of the amendment to the Articles of Incorporation into the commercial register. Although the Board of Management is of the opinion that the virtual format for the Shareholders' meeting has proven to be beneficial to the Company and its shareholders, shareholders will be given an opportunity to decide on this again in two years' time.

For future Shareholders' Meetings, a separate decision shall always be made by the Board of Management in the interests of the Company and its shareholders and exclusively on the basis of objective criteria, taking into account the circumstances of the individual case and with the involvement of the Chairperson of the Supervisory Board as the chairperson of the Shareholders' Meeting under the Articles of Incorporation, as to whether to make use of the authorization and hold a Shareholders' Meeting as a virtual meeting. The objective decision-making criteria include, for example, external conditions such as challenges in terms of protecting the health of participants or energy shortages, simplified participation and exercise of shareholder rights for all shareholders, cost efficiency, sustainability, the Company's performance, and the relevant agenda. For example, the adoption of resolutions on key structural measures may be an argument in favor of holding a Shareholders' Meeting in person. If the Board of Management makes use of the authorization at its due discretion and decides to hold a Shareholders' Meeting as a virtual meeting, the shareholder rights from the physical Shareholders' Meeting shall in future also apply to the virtual meeting and be safeguarded in the same way.

The Board of Management and the Supervisory Board propose to amend the wording of Paragraph 2 of Article 11 (§ 11) "Convening of Shareholders' Meetings" of the Articles of Incorporation as follows:

"(2) The Board of Management is authorized to provide for the Shareholders' Meeting to be held without the physical presence of the shareholders or their proxies at the venue of the Shareholders' Meeting (virtual Shareholders' Meeting). This authorization (Authorization 2025) is limited in time and applies to Shareholders' Meetings held within a period of two years after entry of this provision of the Articles of Incorporation in the commercial register of the Company."

The Board of Management is instructed to file the amendment to the Articles of Incorporation with the commercial register in such a way that it is not entered before 27 June 2025.

The current version of the Articles of Incorporation and an overview of the proposed amendments will be available at group.mercedes-benz.com/am-2025 from the date on which the Annual General Meeting is convened and will also be available there during the Annual General Meeting.

SECTION B

Information on the candidates proposed for election to the Supervisory Board (re Agenda Item 7)

**Ben van Beurden, London, United Kingdom,
former CEO of Shell plc, United Kingdom (listed)
Nationality: Dutch**

Ben van Beurden was born in the Netherlands in 1958. He joined Shell in 1983, after graduating with a Master's Degree in Chemical Engineering from Delft University of Technology in the Netherlands.

In January 2005, Ben van Beurden became Vice President Manufacturing Excellence (Houston, United States of America). He was responsible for standards in operational excellence and high-performance initiatives in refining and chemicals manufacturing. In December 2006, he was appointed Executive Vice President Chemicals (London, United Kingdom). During his tenure in this role, Ben van Beurden was appointed to the boards of a number of leading industry associations including the International Council of Chemicals Associations and the European Chemical Industry Council.

Ben van Beurden became a member of the Executive Committee in January 2013 as Downstream Director, with regional responsibility for Europe and Turkey. From 2014 to 2022 he was Chief Executive Officer of Shell plc (formerly Royal Dutch Shell plc). In this role he in particular promoted the transformation of Shell's sustainability strategy. Since January 2024 he is Senior Advisor to KKR LLP for their Climate Fund.

Ben van Beurden is a member of the following other legally mandatory supervisory boards and comparable supervisory bodies:

- Mercedes-Benz AG

Elizabeth (“Liz”) Centoni, Palo Alto, California, USA

Executive Vice President and Chief Customer Experience Officer, Cisco Inc., USA (listed)

Nationality: US-American

Liz Centoni was born in Mumbai in 1964. She holds a Bachelor of Science in Chemistry from the University of Mumbai and a M.B.A. from the University of San Francisco.

Liz Centoni has held many leadership roles at Cisco including Senior Vice President and General Manager of Cisco’s Cloud, Compute, and IoT businesses, where she drove the business and engineering strategies for the global portfolios. She was instrumental in developing, executing, and evangelizing Cisco’s IoT portfolio strategy in Industrial IoT, Edge Intelligence and SaaS-based cellular connectivity platform for devices ranging from Connected Cars to Smart meters, driving profitable growth and leading Digital Transformation initiatives. In Cloud and Computing Systems, Liz led the team to define and execute the strategy to enable customers’ operating model needs in Hybrid Cloud. She has also held multiple engineering roles, leading global teams, building software and central engineering services, and executing engineering plans with feature velocity, quality, and a focus on delivering customer outcomes.

As Cisco’s Chief Strategy Officer, Liz helped to drive the multi-national digital technology corporation’s overall strategic direction. As General Manager of Applications, she was responsible for the business strategy and development efforts for the SaaS portfolio that powers optimized experiences for customers’ applications, which are increasingly central to their businesses in today’s digital, cloud-first world. Liz also led Outshift by Cisco, a team incubating emerging technologies to create new markets and businesses for Cisco. She is a voting member of Cisco’s Investment review board which directs the company’s efforts with startups and the global venture community.

Liz Centoni currently serves as the Executive Vice President and Chief Customer Experience Officer at Cisco. In this role, she leads a team of 20,000 who are helping customers transform, differentiate, and accelerate their business value through a broad portfolio of software, subscription, and lifecycle services. She has a passion for applying technology to facilitate and support customer success and adoption across the entire portfolio, and ultimately deliver unparalleled experiences in new and innovative ways.

Liz Centoni is an active mentor and sponsor of underrepresented groups, including serving as Cisco’s Global Executive Sponsor for the Women in Science and Engineering (WISE) program.

Liz Centoni is a member of the following further legally mandatory supervisory boards and comparable supervisory bodies:

- Mercedes-Benz AG
- Workday, Inc. (listed)

Timotheus Höttges, Bonn, Germany

Chairman of the Management Board of Deutsche Telekom AG, Germany (listed)

Nationality: German

Timotheus Höttges was born in 1962 in Solingen. After completing his studies in 1998 with a degree in Business Administration at Cologne University (Diplom-Kaufmann (MBA)), he spent three years with a business consulting company. At the end of 1992, he moved to the VIAG Group in Munich where he held various management positions, finally as member of the extended Management Board responsible for Controlling, Corporate Planning, and Mergers & Acquisitions. In 2000, Timotheus Höttges joined the Telekom Group. Following positions as Managing Director responsible for Finance and Controlling and later Chairman of the Managing Board of T-Mobile Deutschland, Höttges headed European operations as member of the Board of Management of T-Mobile International from 2005 until his appointment to the Board of Management of Deutsche Telekom AG at the end of 2006. In the Board of Management of Deutsche Telekom AG he was initially responsible for the T-Home unit, Sales and Service. In this position, he was in charge of the fixed-network and broadband business, as well as the integrated sales and service in Germany. In 2009 he took on responsibility for Finance and Controlling. In 2014 he was appointed Chairman of the Board of Management of Deutsche Telekom AG.

Timotheus Höttges is a member of the following other legally mandatory supervisory boards and comparable supervisory bodies:

- Mercedes-Benz AG
- T-Mobile US, Inc. (listed) – Chairman

Olaf Koch, Berlin, Germany

Partner and Managing Director of Zintinus GmbH, Germany

Nationality: German

Olaf Koch was born in Bad Soden am Taunus (Germany) in 1970. He began his professional career as a writer in the technology sector. After completing a degree in business administration from the University of Cooperative Education in Stuttgart in 1994 and a brief occupation at Daimler-Benz AG, he founded the IT Networks GmbH. In 1998, he returned to Daimler-Benz AG, where he headed the Corporate Situation Center and the development of the Corporate e-Business within the Group Development.

In September 2002, he was appointed Vice President Finance & Controlling and joined the Divisional Board of Management of the Mercedes Car Group. In this function, he also assumed responsibility for the strategy department, starting from 2006.

In October 2007, Olaf Koch joined Permira Beteiligungsberatung as Managing Director Operations. There, he worked in the Industrial Products and Services area as well as in Portfolio Management. During this time, he was actively involved in various holdings, among others, at Hugo Boss AG, where he headed the audit committee of the supervisory board for several years.

In October 2009, Olaf Koch was appointed Chief Financial Officer of METRO AG and two years later, in November 2011, Chief Executive Officer. He left METRO AG at the end of 2020 in order to promote start-ups, among other things.

In May 2021, he and his partners founded Zintinus GmbH, a growth capital fund that invests in innovative concepts and more sustainable solutions in the food sector.

Olaf Koch is a member of the following other legally mandatory supervisory boards and comparable supervisory bodies:

- Mercedes-Benz AG
- Hubert Burda Media Holding Geschäftsführung SE - Chairman

Prof. Dr. Helene Svahn, Stockholm, Sweden

Professor of Nanobiotechnology at the Royal Institute of Technology, Sweden

Nationality: Swedish

Professor Dr. Helene Svahn was born in Hudiksvall (Sweden) in 1974. She holds a Master of Science in Molecular Biotechnology from Uppsala University (Sweden) and a PhD in Electrical Engineering from the Royal Institute of Technology (Sweden). Since 2008, she is a professor at the Royal Institute of Technology in the department of Nanobiotechnology.

Professor Dr. Helene Svahn is a member of the Royal Swedish Academy of Sciences, as well as of the Royal Swedish Academy of Engineering Sciences, and was the first chairperson of the Young Academy of Sweden. In 2003, Professor Dr. Helene Svahn has been awarded the 'TR100: Innovators under 35 who will create the future' by the Massachusetts Institute of Technology (USA). From 2005 to 2008 she was a professor at the MESA+ Institute (The Netherlands).

In 2015, Professor Dr. Helene Svahn was appointed Senior Vice President of Research & Innovation at Permobil AB. From 2019 to 2021, she was President and CEO of Haldex AB. Professor Dr. Helene Svahn also serves as senior advisor for several green startup companies.

Professor Dr. Helene Svahn is a member of the following other legally mandatory supervisory boards and comparable supervisory bodies:

- Mercedes-Benz AG

SECTION C

Board of Management reports (re Agenda Items 8, 9 and 10)

Re Agenda Items 8 and 9:

Report of the Board of Management on the exclusion of shareholders' subscription rights and rights to sell shares to the Company in connection with the acquisition and sale of treasury shares pursuant to Section 71, Subsection 1, No. 8, Sentence 5 in conjunction with Section 186, Subsection 4, Sentence 2 and Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (Aktiengesetz)

Overview

The authorization to acquire and use treasury shares resolved by the Annual General Meeting under Agenda Item 8 on 8 July 2020 has been almost exhausted. As part of two buy-back programs, the Company had acquired treasury shares amounting to almost 10% of its share capital by 29 November 2024 on the basis of this authorization. The treasury shares acquired were cancelled on 13 December 2024 without reducing the share capital.

On 21 February 2024, the Board of Management and Supervisory Board decided to introduce a share buy-back policy. On this basis and subject to the necessary authorization being given at the Annual General Meeting, the future free cash flow of the industrial business (after potential small-scale M&A transactions), which exceeds the dividend payout ratio of approx. 40% of Group Net Income, is to be used to finance share buy-backs with the aim of cancelling these shares. Against this backdrop, it is proposed that a new authorization to purchase treasury shares, limited until 6 May 2030, be granted pursuant to Section 71, Subsection 1, No. 8 of the German Stock Corporation Act (Aktiengesetz).

The proposed re-granted authorization to acquire treasury shares within a scope of up to 10% of the share capital is to give the Company the possibility to acquire treasury shares for any permissible purpose and to use them in particular for the purposes of cancelling them under the share buy-back policy but also to finance corporate mergers and acquisitions, to sell them to third parties for cash payment, to fulfill obligations arising from convertible bonds/bonds with warrants, or to transfer them to employees, or to launch the Company's shares on foreign stock exchanges. The treasury shares may also be offered to all shareholders so as to allow them to acquire Company shares in exchange for the (partial) assignment of their dividend right established by the Annual General Meeting's resolution on the appropriation of profits (share dividend). The authorization is intended to give the Company maximum flexibility and for the optimization of the buy-back also to allow treasury shares to be acquired via multilateral trading systems or with the use of derivatives.

Purchase of treasury shares and exclusion of the shareholders' right to tender

In addition to the acquisition via the stock exchange and via multilateral trading systems, the treasury shares (Mercedes-Benz Shares) can also be acquired by means of a public tender offer addressed to all shareholders of the Company, or by means of a public exchange offer for shares in a company listed on the stock exchange in accordance with Section 3, Subsection 2 of the German Stock Corporation Act (Aktiengesetz), or by a request for submission of offers made by the Company or any of its affiliates within the meaning of Sections 15 et seq. of the German Stock Corporation Act (Aktiengesetz), or by third parties acting on the account of the Company or any of its affiliates.

If the number of Mercedes-Benz Shares tendered or offered by shareholders for purchase or exchange exceeds the total volume of shares that the Company intends to repurchase, the shareholders' right to tender may be excluded to the extent that, instead of in proportion to their quota participations, the repurchase will be in proportion to the Company's shares tendered or offered by each shareholder in order to facilitate the allocation process. The preferential treatment of small lots of up to 100 shares tendered per shareholder and rounding according to commercial principles may also be used to facilitate the allocation process. The Board of Management considers an inherent exclusion of any further shareholders' right to tender to be objectively justified and reasonable vis-à-vis the shareholders.

Use of treasury shares with the exclusion of shareholders' subscription rights

The treasury shares acquired on the basis of the authorization granted by the Annual General Meeting on 7 May 2025 are primarily intended to be cancelled, but can also be used, with the exclusion of shareholders' subscription rights, in certain defined cases:

- In accordance with the share buy-back policy resolved by the Board of Management and Supervisory Board in February 2024 and using the authorization proposed under Agenda Item 8 d) (1), it shall be possible to cancel treasury shares even without a new resolution having to be adopted at a General Meeting. The cancellation of treasury shares is to be possible following a decision by the responsible boards with or without a reduction in share capital, whereby in the latter case the proportion of the share capital represented by each share increases accordingly. In such a case, the Board of Management is authorized to adjust the number of shares specified in the Articles of Incorporation.
- Under the authorization proposed under Agenda Item 8 d) (2), the Board of Management shall be enabled, with the approval of the Supervisory Board, to offer and transfer treasury shares as a non-cash contribution and thus to use them as consideration, in particular in the context of business combinations or in acquiring (also indirectly) companies, businesses, parts of companies, participations or other assets or rights to acquire assets, including receivables against the Company or its affiliates within the meaning of Sections 15 et seq. of the German Stock Corporation Act (Aktiengesetz). International competition and the globalization of the economy require this form of consideration. The proposed authorization is therefore intended to give the Company the necessary flexibility to exploit acquisition opportunities quickly, flexibly and with little detriment to liquidity. The proposed exclusion of shareholders' subscription rights reflects this intention. When determining the valuation ratios, the Company shall ensure that the interests of shareholders are adequately

safeguarded, taking into account the stock market price, but without a mathematical reference to it. There are currently no specific plans to use treasury shares in this way.

- Moreover, the authorization proposed under Agenda Item 8 d) (3) shall make it possible, with the approval of the Supervisory Board, to sell shares also in other ways than through the stock exchange or through an offer to all shareholders against cash payment to third parties, for example to institutional investors, or to attract new groups of investors. A precondition for such a sale is that the price achieved (excluding transaction costs) is not significantly lower than the stock exchange price for shares in the Company of the same type at the time of the sale. The possibility of selling repurchased shares held in treasury against cash payment under exclusion of shareholders' subscription rights serves the interests of the Company to obtain the best price possible on the sale. By excluding shareholders' subscription rights, it is possible to place the shares close to the stock market price, i.e., the discount normally associated with subscription rights issues is eliminated. The immediate inflow of funds will avoid the uncertainties of future stock market developments. The portion of the share capital mathematically attributable to treasury shares sold in this way may not exceed 10% of the Company's share capital at the time this authorization becomes effective or of the share capital existing at the time the authorization to sell the shares under exclusion of subscription rights is exercised, if the latter is lower. The orientation towards the stock exchange price takes account of the shareholders' interest in preventing dilution and appropriately protects their assets and voting rights. When determining the selling price, Management shall keep any possible markdown on the quoted stock market price as low as possible, taking into account the conditions of the market. The shareholders are generally able to maintain the relative value of their shareholdings by purchasing shares on the stock exchange, while in the interests of all shareholders, the Company is given additional scope for action to utilize favorable stock market situations at short notice. In addition, it is ensured that the number of treasury shares sold to third parties in return for cash payments with the simplified exclusion of subscription rights in mutatis mutandis application of Section 186, Subsection 3, Sentence 4 of the of the German Stock Corporation Act (Aktiengesetz) together with other shares issued or sold, with the exclusion of shareholders' subscription rights in direct or mutatis mutandis application of this provision, during the term of the authorization until it has been exhausted does not exceed the limit of 10% of the share capital. Shares that were issued or granted are to be issued or granted to service conversion/warrant rights or conversion/warrant obligations from convertible bonds and/or bonds with warrants shall also be included in the calculation of this limit, provided that the corresponding bonds were issued during the term of the authorization in mutatis mutandis application of Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (Aktiengesetz). There are currently no specific plans to use treasury shares in this way.
- Furthermore, according to the authorization proposed under Agenda Item 8 d) (4) acquired treasury shares can also be used to fulfill or secure rights or obligations to acquire Company's shares, in particular under or in connection with convertible bonds and/or bonds with warrants ("bonds") issued by the Company or any affiliate of the Company within the meaning of Sections 15 et seq. of the German Stock Corporation Act (Aktiengesetz). This facilitates even more flexible action and, by avoiding the issue of additional shares, allows the avoidance of the dilution effect that is typical of a capital increase. In its decision whether to use treasury shares or to issue new shares when servicing such obligations or rights, the Board of Management will consider the interests of the shareholders appropriately. The same applies to the question of the – also possibly exclusive –

serviceability of convertible bonds or bonds with warrants using treasury shares. The exclusion of shareholders' subscription rights is a prerequisite in all such cases. This also applies if a customary market form of dilution protection is granted to the extent that holders of conversion/warrant rights or conversion/warrant obligations on shares in the Company are granted subscription rights to treasury shares in the event of rights issues by the Company to the extent to which they would be entitled after having exercised such rights or fulfilled such obligations. There are currently no specific plans to use treasury shares in this way.

- In addition, according to the authorization proposed under Agenda Item 8 d) (5) it should also be possible to issue shares directly or indirectly to the employees of the Company and its affiliates within the meaning of Sections 15 et seq. of the German Stock Corporation Act (Aktiengesetz), to board members of the Company's affiliates or to third parties, e.g., banks, which assign to those persons the economic ownership and/or the economic benefits of the shares. The issue of shares to these persons enhances the identification of those entitled with the Company and the ownership culture at the Company. This is also in the Company's interest. The same applies to the exclusion of subscription rights required in the event of such use. In order to facilitate the issue of shares for this purpose, the Company is to be allowed to acquire the necessary treasury shares also by means of securities lending, and if necessary, also to use treasury shares to meet the lenders' claim to repayment. There are currently no specific plans to use treasury shares acquired under this authorization in this way.
- In addition, according to the authorization proposed under Agenda Item 8 d) (6), the Board of Management should be able to use the acquired treasury shares to launch shares in the Company on foreign stock exchanges where the Company's shares have not yet been listed. As a precautionary measure, this will enable the Company to react quickly and flexibly to favorable stock market situations and to broaden its shareholder base abroad. This takes due and reasonable account of the financial interests and voting rights interests of shareholders. The protection of shareholders from dilution is reflected by the requirement that shares may only be launched on foreign stock exchanges at prices that are not substantially below their applicable market prices. The price (excluding transaction costs) at which these shares are launched on other stock exchanges may not be more than 5% below the closing auction price in the Xetra trading system (or in a functionally equivalent successor to the Xetra system) on the last trading day on the Frankfurt/Main Stock Exchange prior to placement. The Board of Management will try to keep any possible markdown on the quoted stock market price as low as possible, taking into account the current market conditions at the time. Interested shareholders may maintain their level of shareholding at substantially identical conditions by acquiring further shares on the market. There are currently no specific plans to use treasury shares acquired under this authorization in this way.
- Finally, it should be possible according to Agenda Item 8 d) (7) to offer the treasury shares to all shareholders so as to allow them to acquire Company shares in exchange for the (partial) assignment of their dividend right established by the Annual General Meeting's resolution on the appropriation of profits (share dividend). There are currently no specific plans to use treasury shares acquired under this authorization in this way.

During the term of this authorization, the total of treasury shares used with the exclusion of shareholders' subscription rights may not account for a notional share of more than 10% of the share capital at the time this authorization becomes effective or of the share capital existing at the time of the authorization being exercised, if the latter is lower. If, during the term of this authorization and until it is exercised, other authorizations to issue or sell shares in the Company or to issue rights that enable or oblige the subscription of shares in the Company are exercised and the subscription right is excluded in the process, this shall be counted towards the aforementioned 10% limit.

Acquisition using derivatives

Through the resolution of the Annual General Meeting proposed under Agenda Item 9, the Company shall have the opportunity to acquire shares in the Company in accordance with Section 71, Subsection 1, Number 8 of the German Stock Corporation Act (Aktiengesetz), in addition to the acquisition options provided for under Agenda Item 8, with the approval of the Supervisory Board, also by using derivatives. This additional alternative expands the Company's ability to structure the acquisition of treasury shares optimally. The Board of Management intends to apply derivatives only as a supplement to the conventional share buy-back. The use of put options, call options and forward purchases or a combination of these instruments (hereinafter, "derivatives") may – also in combination with other admissible transactions not covered by this authorization – be advantageous for the Company compared to direct purchases of the shares. The authorization proposed under Agenda Item 9 does not result in overshooting the maximum limit (provided for in Agenda Item 8) for the repurchase of Company's shares of up to 10% of the share capital existing when the Annual General Meeting passes the resolution or the share capital existing as of the date on which the authorization is exercised, if the latter value is lower, but merely enables the purchase of treasury shares using derivative financial instruments within that scope up to an additional upper limit of 5% of the share capital existing when the Annual General Meeting passes the resolution.

The derivative transactions are to be concluded with an independent credit institution or with companies operating in accordance with Section 53, Subsection 1, Sentence 1 or Section 53b, Subsection 1 or Subsection 7 of the German Banking Act (Kreditwesengesetz) or a consortium of such credit institutions or companies. The term of the derivatives must be chosen in such a way that the repurchase of Company's shares pursuant to the terms and conditions of the derivatives takes place no later than 6 May 2030. This ensures that after the expiration of the authorization to acquire treasury shares on 6 May 2030, the Company will no longer acquire treasury shares on the basis of this authorization. Furthermore, the maturity of a derivative is limited to 18 months.

When selling put options, the Company grants the purchaser of the put options the right to sell Mercedes-Benz Shares to the Company at a price specified in the put options ("exercise price"). As the so-called option writer, the Company is obliged to acquire the number of Mercedes-Benz Shares specified in the put option at the exercise price. As consideration, the Company receives an option premium when it sells the put options, substantially equivalent to the value of the selling right taking into consideration the exercise price, the term of the options, and the volatility of the Mercedes-Benz Share price. If the put option is exercised, the option premium paid by the purchaser of the put options reduces the total consideration paid by the Company for the acquisition of the Mercedes-Benz Shares. Exercise of the put option makes financial sense for the holders if the price of Mercedes-Benz Shares is below the exercise price, because the holders can then sell shares to the Company at the higher exercise price. From the Company's

perspective, a share buy-back with the use of put options has the advantage that the exercise price is already defined on the date when the options are concluded. However, there is no cash flow until the day of exercise. Furthermore, the price paid by the Company to acquire the Mercedes-Benz Shares is below the share price at the time when the options are concluded due to the option premium received by the Company. If the options are not exercised because the share price is above the exercise price on the date of exercise, the Company cannot acquire treasury shares in this way. However, it has the advantage of the option premium it received when the options were sold.

When acquiring call options, in return for the payment of an option premium, the Company receives the right to buy a predefined number of Mercedes-Benz Shares at a predefined price ("exercise price") from the seller of the options, the option writer. The Company thus buys the right to acquire treasury shares. Exercise of the call options makes financial sense for the Company if the price of Mercedes-Benz Shares is above the exercise price, because it can then buy the shares from the option writer at the lower exercise price.

In the case of a forward purchase, the Company acquires the Mercedes-Benz Shares in accordance with the contract from the forward seller on a fixed future date at an acquisition price agreed at the time of conclusion of the forward purchase transaction. It may be expedient for the Company to enter into forward purchase contracts in order to satisfy its need for Company's shares on the forward settlement date at the forward price.

The terms and conditions of the derivatives must ensure that the derivatives are only serviced with shares acquired in compliance with the principle of equal treatment; acquisition on the stock exchange is sufficient for this purpose. This requirement ensures that shareholders are not economically disadvantaged by the use of derivatives.

Exclusion of shareholders' subscription rights and rights to sell shares to the Company with the use of derivatives

Any claims on the part of shareholders to conclude such derivative transactions with the Company are excluded in accordance with Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (Aktiengesetz). The shareholders also have no right to conclude derivative transactions insofar as in connection with the intended acquisition of treasury shares with the use of derivatives there is a preferred offer for the conclusion of derivative transactions related to lower numbers of shares. Shareholders have the right to sell their Mercedes-Benz shares to the Company only to the extent that the Company is obligated to accept shares from them under the concluded derivative contracts. Otherwise, the use of derivatives in share repurchases would not be possible, and the Company would not be able to reap the benefits thus opened up.

Having carefully weighed the interests of shareholders and the Company, the Management considers the non-granting of the shareholders' right to tender their shares to be justified. The price agreed on in the relevant derivative and to be paid per Mercedes-Benz Share upon exercise of a put option or in fulfillment of a forward purchase may not exceed the average price of a Mercedes-Benz Share determined at the close of Xetra trading (or at the close of a functionally equivalent successor to the Xetra system) on the Frankfurt Stock Exchange on the last three days of trading before the conclusion of the respective derivative transaction by more than 10% and may not be more than 20% lower than that price (in each case excluding

transaction costs, but taking into consideration the option premium received or paid). The price agreed on in the relevant derivative and to be paid per Mercedes-Benz Share upon exercise of a call option may not exceed the average price of a Mercedes-Benz Share determined at the close of Xetra trading (or at the close of a functionally equivalent successor to the Xetra system) on the Frankfurt Stock Exchange on the last three days of trading before the conclusion of the respective derivative transaction by more than 10% and may not be more than 10% lower than that price.

The price paid by the Company for derivatives shall not be significantly higher, and the price received by the Company for derivatives shall not be significantly lower, than the theoretical market price of the respective derivative calculated in accordance with generally accepted actuarial methods. Among other factors, the predetermined exercise price shall be taken into account when determining the theoretical market price. The determination of both option premium and exercise price/forward price in the manner described above and the commitment to be included in the terms and conditions of the derivative contract to satisfy the exercise of options or the fulfillment of forward purchases by utilizing only Company's shares that were previously acquired subject to compliance with the principle of equal treatment, are designed to rule out economic disadvantages for existing shareholders from such a repurchase of Company's shares. Since the Company receives or pays a fair market price, the shareholders not involved in the derivative transactions do not suffer any substantial loss in value. In this respect, this is comparable to the position of shareholders in the case of a share repurchase on the stock exchange, where also not all shareholders are able to actually sell shares to the Company. Both the regulations governing the structure of the derivatives and the regulations governing the shares suitable for delivery ensure that full account is also taken of the principle of equal treatment of shareholders in this form of purchase.

Report on the utilization of the authorization to acquire treasury shares and to use derivatives

In case of a utilization of the authorization to acquire treasury shares and to use derivative financial instruments, the Board of Management will notify the following Annual General Meeting of this fact.

Re Agenda Item 10:

Report of the Board of Management concerning the exclusion of subscription rights in the event of the issue of convertible bonds and/or bonds with warrants pursuant to Section 221, Subsection 4 in conjunction with Section 186, Subsection 4, Sentence 2 and Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (Aktiengesetz)

Overview

Under Agenda Item 10, the Board of Management and the Supervisory Board propose to the Annual General Meeting to grant a new authorization to issue convertible bonds and/or bonds with warrants, together with an associated new Conditional Capital 2025. By resolution of the Annual General Meeting adopted on 8 July 2020 the Board of Management was authorized to issue, with the approval of the Supervisory Board, by 7 July 2025 convertible bonds and/or bonds with warrants in an aggregate nominal amount of up to €10,000,000,000.00 with a term of up to ten years. The proportionate amount of the share capital of the shares to be issued on the basis of the conversion and/or warrant rights or conversion and/or warrant obligations must not exceed €500,000,000.00. The Board of Management was also authorized, with the approval of the Supervisory Board, to exclude shareholders' subscription rights in certain cases. In order to fulfil the conversion and/or warrant rights or conversion and/or warrant obligations arising from the corresponding bonds, the same Annual General Meeting resolved to create conditional capital in the amount of €500,000,000.00 (Conditional Capital 2020, see Article 3, Paragraph 3 of the Articles of Incorporation). No use has been made of this authorization. Currently, there are no further authorizations to issue convertible bonds and/or bonds with warrants. Moreover, there are no other conditional capitals, either. However, the Company has an approved/authorized capital in the amount of €1,000,000,000.00 (corresponding to around 32.6% of the current share capital), which is valid until 2 May 2028, and which also provides for the possibility of issuing shares under exclusion of subscription rights for certain scenarios (Approved Capital 2023, Article 3, Paragraph 2 of the Articles of Incorporation). The total of the shares issued against cash and/or non-cash contributions from the Approved Capital 2023 with the exclusion of shareholders' subscription rights may not account for more than 10% of the share capital at the time the Approved Capital 2023 became effective (i.e., a maximum of €306,967,197.00). This 10% limit shall include shares which (i) are issued or sold during the term of the Approved Capital 2023 with the exclusion of subscription rights in direct or mutatis mutandis application of Section 186, Subsection 3 Sentence 4 of the German Stock Corporation Act (Aktiengesetz), or which (ii) are, can or must be issued to service bonds with conversion or warrant rights or conversion or warrant obligations, provided that the bonds are issued after the Approved Capital 2023 became effective in mutatis mutandis application of Section 186, Subsection 3 Sentence 4 of the German Stock Corporation Act (Aktiengesetz) with the exclusion of shareholders' subscription rights.

Since the authorization to issue convertible bonds and/or bonds with warrants dated 8 July 2020 will expire on 7 July 2025, it shall be renewed in its current volume and a corresponding new Conditional Capital 2025 shall be created, which replaces the Conditional Capital 2020. This ensures that the company will continue to have the necessary flexibility in corporate financing in the coming years. The proposed new authorization provides for the issuance of bonds with a total nominal amount of up to €10,000,000,000.00 with

conversion/warrant rights or obligations for shares of Mercedes-Benz Group AG (Mercedes-Benz Shares) with a proportionate amount of the share capital of up to €500,000,000.00. If this authorization was fully utilized, bonds could be issued which would grant subscription or conversion rights to up to around 16.3% of the Company's current share capital. In accordance with statutory requirements, the authorization is limited to five years until 6 May 2030.

Advantages of this financing instrument

Adequate capital resources are an essential basis for the Company's corporate development and successful market presence. Depending on the prevailing market situation, the issue of convertible bonds and bonds with warrants or a combination of these instruments (including all possible arrangements envisaged in this resolution hereinafter jointly referred to as "bonds") can enable the Company to take advantage of attractive financing possibilities and conditions in order to provide the Group with capital at low rates of interest. The conversion and/or warrant premiums generated are beneficial to the Company. Furthermore, the issue of convertible bonds or bonds with warrants, potentially in combination with other instruments such as a capital increase, may serve to broaden the investor spectrum, including what are known as anchor investors. For reasons of flexibility, the Company should be able to issue the bonds also via its affiliates within the meaning of Sections 15 et seq. of the German Stock Corporation Act (Aktiengesetz) and, depending on the market situation, to make use of the German or of international capital markets and to issue bonds not only in euros but also in the legal currency of any OECD country. The bond conditions may also provide for a conversion or warrant obligation at the end of the term or at any other time; they may also provide for exchange rights of the issuing company or Mercedes-Benz Group AG, in particular rights to replace the considerations originally owed under them by Mercedes-Benz Shares (including in the form of a tender right, substitution right or redemption option). In addition, it is also intended to enable the issue of bonds in which the issuing company or Mercedes-Benz Group AG can exercise an exchange right after the issue of the bonds by making a declaration to the bondholders, as a result of which Mercedes-Benz Shares are to be delivered in whole or in part instead of the consideration originally guaranteed in the bonds. These structuring options allow a flexible and liquidity-preserving response to changes in the general framework conditions between the issue and the maturity of such bond.

Conversion/warrant price

The conversion/warrant price for a Mercedes-Benz Share must not be below 80% of the average price of Mercedes-Benz Shares at the close of Xetra trading (or at the close of a functionally equivalent successor to the Xetra system) on the Frankfurt Stock Exchange on the ten trading days prior to the day of the resolution by the Board of Management on the issue of the convertible bonds or bonds with warrants or on the declaration of acceptance following the public invitation to submit subscription offers. To the extent that the shareholders have the right to subscribe to the bond issue, the average price of Mercedes-Benz Shares at the close of Xetra trading (or at the close of a functionally equivalent successor to the Xetra system) during the trading days of subscription rights trading on the Frankfurt Stock Exchange can be used as a basis for the determination of the 80% threshold (excluding the days of the subscription period that are required to announce the conversion/option price in due time in accordance with Section 186, Subsection 2 of the German Stock Corporation Act (Aktiengesetz)).

In the case of bonds with mandatory conversion or an exchange right of the issuing company or Mercedes-Benz Group AG, the conversion or warrant price can also be alternatively based on the average volume-weighted price of the Mercedes-Benz Share in the Xetra trading system (or a comparable successor system) on the Frankfurt Stock Exchange on at least three trading days immediately prior to calculation of the conversion/warrant price as defined in more detail by the terms and bond conditions, even if this average price is below the minimum price (80%) set out above. Section 9, Subsection 1 and Section 199, Subsection 2 of the German Stock Corporation Act (Aktiengesetz) shall remain unaffected.

Without prejudice to Section 9, Subsection 1 and Section 199, Subsection 2 of the German Stock Corporation Act (Aktiengesetz), the conversion or exercise price may be adjusted by virtue of a dilution protection or adjustment clause in accordance with the bond conditions in particular if the Company, for example, changes its share capital during the term of the bonds (e.g., through a capital increase, a capital decrease, or a stock split). Furthermore, dilution protection or other adjustments may be provided for in connection with dividend payouts, the issue of additional convertible and/or bonds with warrants, transformation measures, and in the case of other events affecting the value of the conversion/warrant rights or conversion/warrant obligations or exchange rights that may occur during the term of the bonds (e.g., control gained by a third party). Dilution protection or other adjustments may be provided in particular by granting subscription rights, by changing the conversion or warrant price, and by amending or introducing cash components.

Authorized/approved capital (“genehmigtes Kapital”), treasury shares, cash settlement, determination of additional terms and conditions

The bond conditions can provide for or allow that shares from an authorized/approved capital (“genehmigtes Kapital”) or treasury shares of the Company can be used for servicing the conversion/warrant rights, conversion/warrant obligations or exchange rights. To further increase flexibility, the bond conditions can also include the provision or allowance that instead of granting shares in the Company to the holders of conversion/warrant rights or of bonds with corresponding obligations in the case of conversion or warrant rights being exercised or conversion or warrant obligations being fulfilled, the Company does not grant Mercedes-Benz Shares, but pays out an equivalent value in cash or delivers other transferable securities that can be traded at a trading venue in accordance with Section 2, Subsection 22 of the German Securities Trading Act (Wertpapierhandelsgesetz). This enables the Company to use financing close to capital-market conditions with no actual need for a capital-raising measure under company law. This takes into account the fact that an increase in share capital may be inappropriate at the future time of exercise of the conversion/warrant rights or fulfillment of corresponding obligations. Moreover, since no new shares are issued, utilization of the cash settlement option protects the shareholders against any reduction in the relative amounts of their shareholdings and against dilution of the net asset value of their shares. In this respect, in accordance with the conversion/warrant conditions, the equivalent value to be paid in cash corresponds to the average price of Mercedes-Benz shares at the close of Xetra trading (or at the close of a functionally equivalent successor to the Xetra system) on the Frankfurt Stock Exchange during the last ten to twenty trading days after the announcement of the cash settlement. Furthermore, the provision can also be made that the number of shares to be granted upon exercise of conversion or warrant rights or after fulfillment of corresponding obligations, or a related conversion ratio, is variable and can be rounded up or down to a whole number. Furthermore, for technical reasons, a supplemental cash payment can be stipulated, and/or provision can be made for fractions to be combined and/or compensated in cash.

Shareholders' subscription rights and exclusion of subscription rights

The shareholders are generally to have subscription rights when convertible bonds and/or bonds with warrants are issued. However, with the approval of the Supervisory Board, the Board of Management can exclude subscription rights in certain clearly defined cases. First, the Board of Management shall be authorized in mutatis mutandis application of Section 221, Subsection 4, Sentence 2 in conjunction with Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (Aktiengesetz) to exclude subscription rights, with the approval of the Supervisory Board, if the bonds are issued in exchange for cash payment and the issue price is not significantly below the theoretical market value of the bonds, as calculated according to generally accepted, in particular actuarial calculation methods. This enables the Company to respond quickly to favorable stock-market situations and to place bonds on the market quickly and flexibly with attractive conditions. On the other hand, in view of the increased volatility of the stock markets, the issue of convertible bonds and/or bonds with warrants with the inclusion of subscription rights is often less attractive, as in order to comply with the subscription period, the issue price must be set at a very early stage, which is to the detriment of optimum exploitation of the stock-market situation and the value of the bonds. Favorable conditions as close as possible to those prevailing on the market can generally only be established if the Company is not bound to them for an excessively long offer period. The achievable conditions (in particular, the conversion/warrant price per share and the amount of the option premium received or to be paid out, as well as the exchange rate in the case of foreign currencies) can be estimated much more reliably at very short notice, allowing attractive conditions to be achieved more reliably. In the event of subscription rights being granted, the success of the placement would be jeopardized due to the uncertainty surrounding the utilization of the subscription rights or would involve additional expense and significantly longer lead times, during which market conditions could change. Otherwise, a safety margin would be necessary to ensure the attractiveness of the conditions and thus the chances of success of the respective issue for the entire offer period. When borrowing foreign currencies, the exclusion of subscription rights and a correspondingly shortened offer period can also help to minimize the impact of exchange rate fluctuations on the issue.

If the bonds are issued in exchange for cash upon exclusion of the subscription right in mutatis mutandis application of Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (Aktiengesetz), the shareholders' interests are safeguarded by the bonds being issued at a price that is not significantly lower than the theoretical market value of the bond. The theoretical market value is to be calculated here according to generally accepted, in particular actuarial calculation methods. In determining the price and taking into account the then current capital market situation, the Management will keep the discount on that market price as small as possible, thus reducing the financial value of a subscription right in respect of the bonds to near zero. As a result, shareholders will not suffer a material economic disadvantage following the exclusion of their subscription rights. However, it is also ensured that the conditions are determined in line with the market and that thus a considerable dilution of the value is avoided if, for instance, a book building process is carried out. In this case, investors are asked, on the basis of preliminary bond conditions, to submit purchase requests, specifying e.g., the interest rate deemed in line with the market and/or other economic components. This way, the total value of the bond is determined in close conformity with market conditions and it is ensured that the exclusion of the subscription right does not result in a significant dilution of the share value. Shareholders who wish to maintain their relative shareholdings in the Company's share capital can do so under almost identical conditions by making additional purchases on the capital market. This provides appropriate protection for their asset interests. The computational portion of the share

capital attributable to shares to be issued or granted in return for a cash payment on the basis of bonds issued under this authorization, with shareholders' subscription rights excluded in accordance with Section 186, Subsection 3 sentence 4 of the German Stock Corporation Act (Aktiengesetz), may not exceed 10% of the share capital, either at the time when this authorization becomes effective or, if the latter amount is lower, at the time when it is exercised. When determining this limit of 10% of the share capital, shares shall also be taken into account which, during the term of this authorization until its use, are issued or disposed of by direct or mutatis mutandis application of Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (Aktiengesetz). Furthermore, this limit shall also include shares that were issued or granted or are still to be issued or granted on the basis of a convertible bond or bond with warrants issued during the term of this authorization with shareholders' subscription rights excluded in accordance with Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (Aktiengesetz).

It is further proposed that the Board of Management shall be authorized, subject to the approval of the Supervisory Board, to exclude the shareholders' subscription rights if the bonds are issued in exchange for contribution or consideration in kind. This allows inter alia to use the bonds in appropriate cases as an acquisition currency, in the context of business combinations or for the purpose of acquiring (also indirectly) companies, businesses, parts of companies, participations or other assets or rights to acquire assets, including receivables against the Company or its affiliates pursuant to Sections 15 et seq. of the German Stock Corporation Act (Aktiengesetz). This enables the Board of Management to react quickly and flexibly to advantageous offers or other opportunities arising on the national and international market and to take advantage of opportunities to expand the company by acquiring companies or interests in companies in return for the issue of bonds in the interests of the company and its shareholders. The Management will check in each individual case whether to make use of this authorization as soon as such acquisition opportunities take a more concrete shape. It will not exclude the shareholders' subscription rights to bonds unless this would be in best interests of the Company and its shareholders.

The proposed authorization to exclude the subscription right in the case of fractions that may result from the amount of the total amount issued from time to time and from a practicable conversion or subscription ratio serves the purpose to facilitate ease of handling.

Finally, the Board of Management, with the approval of the Supervisory Board, shall also be authorized to exclude subscription rights to these bonds in order to grant holders/creditors of conversion or warrant rights in the Company's shares or respective conversion or warrant obligations from bonds issued or to be issued by Mercedes-Benz Group AG or its affiliates within the meaning of Sections 15 et seq. of the German Stock Corporation Act (Aktiengesetz) on the basis of other authorizations to grant subscription rights to bonds as compensation against the effects of dilution to the extent to which they would be entitled upon exercising such rights or fulfilling such obligations. The exclusion of shareholders' subscription rights for the benefit of holders/creditors of outstanding bonds has the advantage that the conversion/warrant price for the already outstanding bonds, which are commonly equipped with an anti-dilution mechanism, does not have to be reduced. As a result, the attractiveness of a bond issue may be enhanced by placing the bonds in several tranches in order to raise a higher total inflow of funds.

Pursuant to Section 221, Subsection 4, Sentence 2 of the German Stock Corporation Act (Aktiengesetz), Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (Aktiengesetz) shall apply mutatis mutandis to the exclusion of subscription rights when issuing convertible bonds and/or bonds with

warrants. The statutory limit for exclusions of subscription rights of up to 20% of the relevant share capital provided for therein shall not be exhausted. Rather, under this authorization, bonds may only be issued under exclusion of the subscription right if the computational portion of the share capital attributable to the total of new shares to be issued or granted on the basis of such bond, does not exceed, 10% of the share capital at the time this authorization takes effect or at the time it is exercised, if the latter amount is lower. Where shares issued or sold during the term of this authorization until the time of its exercise in direct or mutatis mutandis application of Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (Aktiengesetz), then these shares are to be included in the above limit. Shares shall also be included in this limit that were issued or granted or are still to be issued or granted on the basis of a convertible bond or bond with warrants issued during the term of this authorization and on the basis of the exercise of another authorization, with shareholders' subscription rights being excluded in accordance with the same legislative provision.

Conditional Capital 2025

The Conditional Capital 2025 is required to be able to service the conversion/warrant rights or conversion/warrant obligations associated with convertible bonds and bonds with warrants, unless other forms of performance are used for servicing. The issue price is equal to the conversion/warrant price.

There are currently no concrete plans to make use of the authorization to issue convertible bonds or bonds with warrants. In each case, the Board of Management will carefully examine whether it is in the interest of the Company and its shareholders to exercise the authorization. In the event that the authorization to issue bonds with the exclusion of subscription rights is exercised, the Board of Management will report on this at the following Annual General Meeting.

SECTION D

Additional information and references

1. Total number of shares and voting rights

At the time of convening the Annual General Meeting, the Company's share capital is divided into 962,903,703 no-par value registered shares, each of which confers one vote to its holder. The total number of voting rights thus amounts to 962,903,703.

2. Annual General Meeting held as a virtual meeting

The Annual General Meeting will be held as a **virtual General Meeting** in accordance with Section 118a Subsection 1 Sentence 1 of the German Stock Corporation Act (Aktiengesetz).

According to Section 11, Paragraph 2 of the Articles of Incorporation of Mercedes-Benz Group AG, the Board of Management is authorized until 26 June 2025, two years after entry of the relevant provision in the Articles of Incorporation in the commercial register, to provide for the Annual General Meeting to be held without the physical presence of the shareholders or their proxies at the venue of the Annual General Meeting (virtual General Meeting). The Board of Management has made use of this authorization for the 2025 Annual General Meeting. Physical presence of the shareholders and their proxies (with the exception of the proxies appointed by the Company) at the venue of the Annual General Meeting is therefore excluded.

The Board of Management took the decision on the format of the Annual General Meeting in the interests of the Company and its shareholders, taking into account in particular the protection of shareholders' rights, cost and sustainability considerations, the agenda of the 2025 Annual General Meeting and the experience gained with the 2023 and 2024 virtual General Meetings.

Even if the Annual General Meeting is held in virtual format, the Shareholders rights remain fully safeguarded. Duly registered shareholders or their proxies have the same rights to speak, to ask questions or to make motions as at the physical general meeting, without incurring any personal or economic travel expenses. Such more efficient and simplified exercise of the shareholders' rights corresponds to the clearly lower personnel and cost expenditure of the Company in virtual format in comparison with a physical meeting. Apart from that, by holding the Annual General Meeting in virtual form, both the shareholders and the Company contribute to saving resources. At the same time, the 2023 and 2024 Annual General Meetings have shown that in the new virtual format with live rights to speak, to ask questions and to submit motions a higher proportion of the share capital participates in the vote compared to the physical General Meetings until 2019. By holding the 2025 Annual General Meeting in virtual form it is intended to take these positive aspects into account and to underline the Company's claim to also take a significant position in the area of digitalization.

All members of the Board of Management and of the Supervisory Board intend to attend the entire Annual General Meeting, with the members of the Supervisory Board attending in a different room at the venue of the Annual General Meeting.

Regarding the virtual form of the Annual General Meeting, we request that you pay particular attention to the following information, especially regarding the possibility of following the Annual General Meeting in video and audio, regarding the exercise of voting rights, the right to submit motions, the right to speak, the right to access information and the right to object, as well as the right to submit statements in advance.

For shareholders entered in the share register and their proxies, the entire Annual General Meeting will be audio-visually broadcast via the InvestorPortal at

group.mercedes-benz.com/investorportal

as from 10:00 a.m. (CEST) on 7 May 2025. The section “Access to the InvestorPortal and electronic connection to the Annual General Meeting” below describes how shareholders and their proxies can access the InvestorPortal. Shareholders or their proxies may exercise their voting rights exclusively by absentee voting (also by way of electronic communication) or by granting power of attorney as specified in more detail below.

3. Access to the InvestorPortal and electronic connection to the Annual General Meeting

The Company has set up an InvestorPortal. Shareholders who have duly registered for the Annual General Meeting or their proxies can connect to the Annual General Meeting electronically via the access-protected InvestorPortal and in this way exercise their shareholder rights and follow the entire Annual General Meeting live in sound and vision by means of electronic communications. For intermediaries (such as credit institutions), shareholders' associations, proxy advisors and persons who offer to exercise voting rights at the Annual General Meeting on a professional basis, special rules apply with regard to the use of the InvestorPortal.

You can reach the InvestorPortal at group.mercedes-benz.com/investorportal. Shareholders can access the InvestorPortal by entering their shareholder number and the associated password, which they can find in the notification of the convening of the Annual General Meeting sent to them. Shareholders who receive the notification of the convening of the Annual General Meeting by email will also receive the information required for logging into the InvestorPortal in this same email.

Shareholders who will only be entered in the share register after the beginning of 16 April 2025 will not be sent any notifications of the convening of the Annual General Meeting and will therefore not receive any access data to the InvestorPortal in accordance with the statutory requirements without a request. However, you can request the notification with the shareholder number and the associated password via the registration address stated below in the section “Registration”. Proxies will receive their own access data to the InvestorPortal (as described in more detail in the section “Procedure for voting by other proxies”).

Shareholders entered in the share register who are not registered for the Annual General Meeting also have access to the InvestorPortal. However, without proper registration for the meeting, shareholders cannot connect electronically to the Annual General Meeting and cannot exercise any shareholder rights at the Annual General Meeting. Shareholders who have not properly registered can therefore follow the meeting live in full, in both sound and vision, as spectators only.

4. Registration

Shareholders who are listed in the Company's share register on the day of the Annual General Meeting and who have registered for the Annual General Meeting in good time are entitled, themselves or through proxies, to connect electronically to the Annual General Meeting and to exercise their participation-related shareholder rights, in particular their voting rights.

Their registration must be received by the Company no later than

Friday, 2 May 2025, 24:00 (CEST).

Shareholders entered in the share register can register for the Annual General Meeting with Mercedes-Benz Group AG in text form, in German or English, at

Mercedes-Benz Group AG
c/o Computershare Operations Center
Aktionärsservice (shareholder service)
80249 Munich, Germany
Email: anmeldestelle@computershare.de

or, as from 9 April 2025, by using the access-protected InvestorPortal on the internet at

group.mercedes-benz.com/investorportal

Exclusively for intermediaries according to Section 67c, Subsection 1 and Subsection 2, Sentence 3 of the German Stock Corporation Act (Aktiengesetz) in conjunction with Article 2(1) and (3) and Article 9(4) of Commission Implementing Regulation (EU) 2018/1212, registration is also possible via

SWIFT: CMDHDEMMXXX

Instructions in accordance with ISO 20022;

Authorization via SWIFT Relationship Management Application (RMA) is required.

For access to the InvestorPortal, please refer to the information in the section "Access to the InvestorPortal and electronic connection to the Annual General Meeting" above. The reply form, which may be utilized for registration in text form, for absentee voting, and for granting power of attorney, is available at group.mercedes-benz.com/am-2025. and will also be sent to shareholders upon request. In the interests of cost efficiency and sustainability, and in consideration of the past usage rate, the printed reply form shall no longer be included with the postal notification of the convening of the Annual General Meeting.

The notice of convocation of the virtual General Meeting on 7 May 2025 with the information pursuant to Section 125, Subsection 5 of the German Stock Corporation Act (Aktiengesetz) in conjunction with Commission Implementing Regulation (EU) 2018/1212 is sent by regular mail to all shareholders entered in the share register who have not yet agreed to have it sent by email, have objected to the Company's request in text form for their consent within a reasonable period, or have revoked a consent or a consent deemed to have been given at a later point in time. Shareholders who have expressly agreed to have the Annual General Meeting documentation sent by email or who have not objected to the Company's corresponding request in text form within a reasonable period will receive the notification of the convening of the Annual General Meeting by email with a link to the convocation notice as well as another link to the InvestorPortal.

Upon or after registration, you can choose whether you wish to cast your vote via absentee voting or to authorize the proxies appointed by the Company or other proxies – for example, an intermediary (such as a credit institution), a shareholders' association, a proxy advisor or a person offering to exercise voting rights for shareholders at the General Meeting on a professional basis. Intermediaries (such as credit institutions), shareholders' associations, proxy advisors and persons offering to exercise voting rights for shareholders at the General Meeting on a professional basis may only exercise voting rights for shares not belonging to them, but for which they are entered in the share register as the holder, on the basis of authorization. Details of these options are discussed in more detail in the following sections.

Free availability of the shares

Shares will not be blocked as a result of shareholders' registration. Shareholders can also dispose of their shares after registration for the Annual General Meeting. The number of shares entered in the share register on the day of the Annual General Meeting is decisive for the exercise of shareholder rights - in particular voting rights - irrespective of any deposit holdings. This number of shares will correspond to the number of shares as at the registration deadline of 24:00 hours (CEST) on 2 May 2025, as no changes to the share register will be made for technical reasons from the end of day on 2 May 2025 (CEST) until the end of the Annual General Meeting on 7 May 2025. Accordingly, the technically relevant date regarding the number of shares (referred to as the technical record date) is the end of day on 2 May 2025 (CEST).

5. Procedure for absentee voting

Shareholders who are listed as shareholders in the share register and timely register for the Annual General Meeting can cast absentee votes in writing or by means of electronic communication (absentee voting). Proxies, including authorized intermediaries (such as credit institutions), shareholders' associations, proxy advisors and persons offering to exercise voting rights for shareholders at the General Meeting on a professional basis, may also utilize absentee voting. Votes may be cast as absentee votes via the InvestorPortal mentioned above in the section "Access to the InvestorPortal and Electronic Connection to the Annual General Meeting" no later than the time specified by the chairman of the meeting in the context of voting on the day of the Annual General Meeting or by letter, email or, under the conditions mentioned above in the "Registration" section, by SWIFT. For

organizational reasons, votes cast by letter, email or SWIFT should be received by the Company no later than 6 May 2025, 24:00 hours (CEST) at the address set out in the section “Registration” above.

Shareholders not using the InvestorPortal to cast their absentee votes are requested to use the reply form which is available at group.mercedes-benz.com/am-2025, which will also be sent upon request.

For the possibility of revoking and amending the absentee vote, please see the instructions in the section “Last possible time for casting, changing and revoking absentee votes or powers of attorney and instructions issued” below.

6. Procedure for voting by proxies appointed by the Company

We also give you the option to authorize proxies appointed by the Company to vote in accordance with your instructions at the virtual General Meeting. Here again, shareholders must take care to timely register for the Annual General Meeting (see the section “Registration” above). Proxies, including authorized intermediaries (such as credit institutions), shareholders’ associations, proxy advisors and persons offering to exercise voting rights for shareholders at the Annual General Meeting on a professional basis, may also be represented by the proxies appointed by the Company in exercising voting rights in accordance with their instructions, subject to any provisions to the contrary on the part of the person represented.

The granting of the power of attorney to the proxy, its revocation and the proof of authorization to the Company are made in writing or by means of electronic communication (“Textform”). They shall be made via the InvestorPortal mentioned above in the section “Access to the InvestorPortal and electronic connection to the Annual General Meeting” no later than the time specified by the chairman of the meeting in the context of voting on the day of the Annual General Meeting or by letter, email or, under the conditions mentioned above in the “Registration” section, by SWIFT. If letter, email or SWIFT is used, for organizational reasons the proxy, its revocation, the proof of authorization and the issuance of instructions should be received by the Company no later than 6 May 2025, 24:00 hours (CEST) at the address set out in the section “Registration” above.

Use of the InvestorPortal or submitting the reply form with authorization of the proxies appointed by the Company also constitutes proof of authorization vis-à-vis Mercedes-Benz Group AG.

Shareholders not using the InvestorPortal to authorize and instruct the proxies appointed by the Company are requested to use the reply form which is available at group.mercedes-benz.com/am-2025, which will also be sent upon request.

For the possibility of revoking or changing the power of attorney and the instructions to the proxies appointed by the Company, please see the instructions in the section “Last possible time for casting, changing and revoking absentee votes or powers of attorney and instructions issued” below.

Please note that the proxies appointed by the Company may only exercise voting rights with regard to the items of the agenda, motions and election proposals for which you issue instructions and that they do not exercise the voting right at their own discretion. The proxies do not accept instructions regarding requests to speak and requests for information, the making of motions and election

proposals, requests for the inclusion of questions in the record, or the lodging of objections to resolutions of the Annual General Meeting.

7. Procedure for voting by other proxies

Shareholders who are registered in the share register on the day of the Annual General Meeting may also authorize other proxies – for example, an intermediary (such as a credit institution), a shareholders' association, a proxy advisor, a person to exercise voting rights for shareholders at the General Meeting on a professional basis, or another third party – to exercise their shareholder rights, in particular their voting rights, at the virtual General Meeting. Here, too, shareholders must ensure that they register in good time (see the section "Registration" above). If a shareholder authorizes more than one proxy, the Company may reject one or more of those proxies.

A power of attorney that is not granted to an intermediary or an equivalent representative pursuant to Section 135, Subsection 8 of the German Stock Corporation Act (Aktiengesetz), its revocation and the proof of authorization vis-à-vis the Company must be made in writing or by means of electronic communication ("Textform"). They can be made via the InvestorPortal mentioned above in the section "Access to the InvestorPortal and electronic connection to the Annual General Meeting" no later than by the time specified by the chairman of the meeting in the context of voting on the day of the Annual General Meeting or by letter or email. If letter or email is used, for organizational reasons the proxy, its revocation and the proof of authorization should be received by the Company no later than 6 May 2025, 24:00 hours (CEST) at the address set out in the section "Registration" above.

Use of the InvestorPortal or submitting the reply form with authorization of another third party also constitutes proof of authorization vis-à-vis Mercedes-Benz Group AG.

Shareholders not using the InvestorPortal to authorize proxies are requested to use the reply form which is available at group.mercedes-benz.com/am-2025, which will also be sent upon request.

For the possibility of revoking or changing the power of attorney and the instructions to proxies other than the proxies appointed by the Company, please see the instructions in the section "Last possible time for casting, changing and revoking absentee votes or powers of attorney and instructions issued" below.

Section 135, Subsections 1 to 7 of the German Stock Corporation Act (Aktiengesetz) apply to the authorization of intermediaries (such as credit institutions). In particular, the declaration of a power of attorney must be recorded by the proxy in a verifiable manner; it must also be complete and may only contain declarations associated with the exercise of voting rights. Intermediaries may provide their own regulations on the procedure for their authorization. The same applies to shareholders' associations, proxy advisors and persons offering to exercise voting rights for shareholders at the General Meeting on a professional basis, unless the person wishing to exercise the voting right is the legal representative, spouse or partner of the shareholder or is related to the shareholder by blood or marriage up to the fourth degree. In such cases, shareholders should consult with the intended proxy on the form of the power of attorney. Just like shareholders, proxies (with the exception of the proxies appointed by the Company) cannot be physically present in the virtual General Meeting. They may only exercise voting rights for shareholders they represent by absentee voting (including by

means of electronic communication) or by granting (sub)powers of attorney to the proxies appointed by the Company. The above information applies accordingly in this respect.

After timely registration by the shareholder, the proxies will be sent access data for the use of the InvestorPortal, which will enable them to exercise rights by means of electronic communication via the InvestorPortal. Authorization should therefore be given as early as possible to enable proxies to receive the access data in a timely manner.

8. Last possible time for casting, changing and revoking absentee votes or powers of attorney and instructions issued

Once you have registered in good time, changes to your absentee votes or grant of power of attorney and instructions to the proxies appointed by the Company or third parties, including a switch between these options, are still possible as follows: They may be made via the InvestorPortal by the time specified by the chairman of the meeting in the context of voting on the day of the Annual General Meeting or by letter or email. If letter, email or, under the conditions set out above in the “Registration” section, SWIFT are used, they should be received by the Company for organizational reasons no later than 6 May 2025, 24:00 hours (CEST) at the address set out in the section “Registration” above. The priority rules in the section “Additional information on exercising voting rights” shall apply.

9. Additional information on exercising voting rights

Please note that absentee voting or granting a power of attorney and issuing instructions to the proxies appointed by the Company or third parties or a revocation or amendment thereof via the InvestorPortal is always considered to have priority and that any absentee votes, grant of a power of attorney and issuance of instructions or revocation or amendment thereof additionally received via another permissible means of transmission with the same shareholder number is irrelevant regardless of the time of receipt.

Several declarations of this type made outside the InvestorPortal in due form and time will be considered in the following order of priority, irrespective of the chronological order in which they are received:

1. pursuant to Section 67c, Subsection 1 and Subsection 2 Sentence 3 of the German Stock Corporation Act (Aktiengesetz) in conjunction with Article 2(1) and (3) and Article 9(4) of Commission Implementing Regulation (EU) 2018/1212;
2. by email,
3. by letter.

If declarations are received in the same way outside the InvestorPortal that provide for more than one way of exercising voting rights, the following applies: Absentee votes take precedence over the granting a power of attorney and giving instructions to the proxies appointed by the Company, and the latter take precedence over the granting power of attorney and giving instructions to an intermediary (e.g., a credit institution), a shareholders' association, a proxy advisor or a person who offers to exercise voting rights at the General Meeting as part of their business activities for shareholders. Granting Power of attorney to other proxies to exercise voting rights is considered in the last place.

If an intermediary (e.g., a credit institution), a shareholders' association, a proxy advisor or a person who offers to exercise voting rights at the General Meeting as a business service to shareholders is not willing to represent the shareholder, the proxies appointed by the Company are authorized to represent the shareholder in accordance with the given instructions.

If, instead of a collective vote, an individual vote is taken on an agenda item, the absentee vote or instruction given on this item applies accordingly to each point of the individual vote.

The absentee votes or powers of attorney granted and, as appropriate, instructions given on Agenda Item 2 (Appropriation of distributable profit) will also remain valid if the proposal on the appropriation of profit is amended as a result of a change in the number of shares carrying dividend rights.

10. Motions, election proposals, statements, right to speak, requests for information, objections (information on shareholders' rights pursuant to Section 122, Subsection 2, Section 126, Subsections 1 and 4, Section 127, Section 130a, Section 131, Subsection 1, Section 118a, Subsection 1, Sentence 2, No. 8 in conjunction with Section 245 of the German Stock Corporation Act (Aktiengesetz))

10.1 Requests for additions to the Agenda pursuant to Section 122, Subsection 2 of the German Stock Corporation Act (Aktiengesetz)

Shareholders whose combined shareholdings add up to five per cent of the share capital of Mercedes-Benz Group AG or the proportionate amount of €500,000 (the latter corresponding to 156,841 shares) can request that items be placed on the Agenda and announced as such. Pursuant to Section 122, Subsection 2 in conjunction with Subsection 1 of the German Stock Corporation Act (Aktiengesetz), shareholders making such motions 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 motion. 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. The day of receipt of the request shall not be included in this calculation. A transfer from a Sunday, a Saturday or a public holiday to a preceding or following working day shall not be considered. Sections 187 to 193 of the German Civil Code (Bürgerliches Gesetzbuch) do not apply accordingly.

A statement of reasons or a proposal for a resolution must be provided together with each new item to be added. Such requests are to be addressed in writing to the Board of Management of Mercedes-Benz Group AG and, pursuant to Section 122, Subsection 2 of the German Stock Corporation Act (Aktiengesetz), must be received by the Company at least 30 days before the Annual General Meeting, i.e., at the latest by **24:00 hours (CEST) on Sunday, 6 April 2025**. Please send any such requests to the following address:

Mercedes-Benz Group AG
Vorstand
Attn. Dr Michael Hörting, COB/CO
HPC 096 - N005
70546 Stuttgart, Germany

Unless this is already done in the Annual General Meeting notice, any additions to the Agenda that are required to be announced shall be announced in the Federal Gazette (Bundesanzeiger), including the name and place of residence or registered office of the requesting shareholder, without delay after receipt of the relevant request. They will also be published on the internet at

group.mercedes-benz.com/am-2025

and communicated to the shareholders entered in the share register.

10.2 Countermotions and election proposals pursuant to Section 126, Subsections 1 and 4, Section 127, Section 130a, Subsection 5, Sentence 3, Section 118a, Subsection 1, Sentence 2, No. 3 of the German Stock Corporation Act (Aktiengesetz)

Shareholders may send to the Company any countermotions to proposals by the Board of Management and/or Supervisory Board concerning specific items on the Agenda and proposals for the election of Supervisory Board members or (financial statement/sustainability) auditors. Any countermotions (including reasons therefor) and election proposals that are to be made accessible prior to the Annual General Meeting are to be sent exclusively to:

Mercedes-Benz Group AG

Investor Relations

HPC 096 – L046

70546 Stuttgart, Germany

or by email to:

hv2025-gegenantrag@mercedes-benz.com

Countermotions and election proposals from shareholders to be made accessible which are received at the address specified in the above paragraph by no later than 14 days prior to the Annual General Meeting, i.e., by **24:00 hours (CEST) on Tuesday, 22 April 2025**, will be published without delay upon receipt, including the name and place of residence or registered office of the shareholder as well as the reasons to be made available – if necessary with the content to be supplemented in accordance with Section 127 Sentence 4 of the German Stock Corporation Act (Aktiengesetz) – on the internet at

group.mercedes-benz.com/am-2025

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 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 and, 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).

Countermotions and election proposals by shareholders which are to be made accessible pursuant to Section 126 or Section 127 of the German Stock Corporation Act (Aktiengesetz) shall be deemed to have been made at the time they are made accessible pursuant to Section 126, Subsection 4 of the German Stock Corporation Act (Aktiengesetz). Voting Rights may be exercised regarding such countermotions and election proposals after timely registration by the means described above (see sections D.4 to D.9 above). This does not affect the right of the chairman of the meeting to put the management's resolution proposals to vote first. If the shareholder who has made the motion or election proposal is not entered in the share register as a shareholder of the Company and has not duly registered for the Annual General Meeting, the motion does not have to be dealt with at the Annual General Meeting.

10.3 Right to submit statements pursuant to Section 130a, Subsections 1 to 4 of the German Stock Corporation Act (Aktiengesetz)

Prior to the virtual General Meeting, shareholders entered in the share register may submit statements on the items on the agenda of the Annual General Meeting in text form by means of electronic communication, irrespective of whether they have registered for the Annual General Meeting. Such statements must be submitted in pdf format by email only and **no later than 24:00 hours (CEST) on Thursday, 1 May 2025, (receipt)** to

hv2025-stellungnahme@mercedes-benz.com.

We ask that the size/scope of statements be kept to a reasonable level. A length of 10,000 characters (including spaces) should serve as orientation.

Statements by shareholders to be made accessible will be published, including the name and place of residence or registered office of the submitting shareholder, **no later than 24:00 hours (CEST) on Friday, 2 May 2025 at**

group.mercedes-benz.com/am-2025

Under the requirements of Section 130a, Subsection 3, Sentence 4 of the German Stock Corporation Act (Aktiengesetz), statements by shareholders do not have to be made accessible. Any statements by the management on the shareholders' statements will also be published at group.mercedes-benz.com/am-2025.

The opportunity to submit statements does not constitute an opportunity to submit questions in advance pursuant to Section 131, Subsection 1a of the German Stock Corporation Act (Aktiengesetz). Any questions contained in statements will therefore not be answered in the virtual General Meeting, unless they are asked in accordance with the intended instructions of the chairman of the meeting regarding the exercise of the right to information by way of video communication in the Annual General Meeting. Motions, election proposals and objections to resolutions of the Annual General Meeting contained in statements will not be considered either. These must be submitted or made or declared exclusively by the means specified separately in this notice of convocation of the Annual General Meeting.

10.4 Right to speak pursuant to Section 118a, Subsection 1, Sentence 2, No. 7, Section 130a, Subsections 5 and 6 of the German Stock Corporation Act (Aktiengesetz)

Shareholders who have duly registered for the Annual General Meeting or their proxies who are connected electronically to the virtual General Meeting have the right to speak via video communication. Motions and election proposals pursuant to Section 118a, Subsection 1, Sentence 2, No. 3 of the German Stock Corporation Act (Aktiengesetz) and all types of requests for information pursuant to Section 131 of the German Stock Corporation Act (Aktiengesetz) may form part of such speeches. The intention to speak shall be notified on the day of the Annual General Meeting only, **from 9:30 a.m. (CEST)**, i.e., half an hour before the beginning of the Annual General Meeting, to the time specified by the chairman of the meeting, via the InvestorPortal at group.mercedes-benz.com/investorportal. For access to the InvestorPortal, please refer to the information in the section “Access to the Investor-Portal and electronic connection to the Annual General Meeting” above. Instructions on how to use the InvestorPortal, including the procedure for requesting to speak, are available from the opening of the InvestorPortal on 9 April 2025 at group.mercedes-benz.com/am-2025.

The chairman of the meeting will explain the procedure for requesting and speaking in more detail at the Annual General Meeting, too. Pursuant to Article 15, Paragraph 3 of the Company's Articles of Incorporation, the chairman of the meeting may impose reasonable time limits on the shareholders' right to ask questions and to speak. In particular, he is entitled, at the beginning of or during the Annual General Meeting, to set an appropriate time frame for the entire course of the Annual General Meeting, for the discussion of individual agenda items and for individual speeches or questions. Furthermore, the chairman may order the end of the debate to the extent that this is necessary for an orderly conduct of the Annual General Meeting.

The Company reserves the right to check the functionality of the video communication between the shareholder and the Company at the Annual General Meeting and prior to the speech and to reject the shareholder's speech if such functionality is not ensured.

The minimum technical requirements for live video communication are an internet-capable terminal device with camera and microphone and a stable internet connection. Recommendations for optimum video communication functionality and notes on technical testing are available at group.mercedes-benz.com/am-2025.

10.5 Right to obtain information pursuant to Section 118a, Subsection 1, Sentence 2, No. 4, Section 131, Subsection 1 of the German Stock Corporation Act (Aktiengesetz)

At the Annual General Meeting, each duly registered shareholder or proxy who is connected electronically to the virtual General Meeting may, in accordance with Section 131, Subsection 1 of the German Stock Corporation Act (Aktiengesetz), request information from the Board of Management concerning the affairs of the Company and the legal and business relations of the Company with its subsidiaries, as well as on the situation of the Group and the companies included in the consolidated financial statements, provided that such information is necessary to enable a proper appraisal of a subject matter included in the Agenda, and provided that the Board of Management does not have a right to refuse the provision of information. It is intended that the chairman of the meeting, in accordance with Section 131, Subsection 1f of the German Stock Corporation Act (Aktiengesetz), shall order that

information requests pursuant to Section 131 Subsection 1 of the German Stock Corporation Act (Aktiengesetz) may be exercised at the Annual General Meeting exclusively by way of video communication as part of a speech via the InvestorPortal. No other exercise of the right to information in accordance with Section 131 Subsection 1 of the German Stock Corporation Act (Aktiengesetz) by means of electronic or other communication is envisaged, either before or during the Annual General Meeting.

10.6 Objection to be recorded to resolutions of the General Meeting pursuant to Section 118a, Subsection 1, Sentence 2, No. 8 in conjunction with Section 245 of the German Stock Corporation Act (Aktiengesetz)

Shareholders who have duly registered and are electronically connected to the Annual General Meeting and their proxies have the right to object to resolutions of the Annual General Meeting by means of electronic communication. Such an objection may be declared via the InvestorPortal at group.mercedes-benz.com/investorportal from the beginning of the Annual General Meeting until its conclusion by the chairman of the meeting. The notary public recording the Annual General Meeting has authorized the Company to receive objections via the InvestorPortal and has himself/herself access to the objections received there.

For access to the InvestorPortal, please refer to the information in the section “Access to the InvestorPortal and electronic connection to the Annual General Meeting” above.

11. Further Explanations

Rights of the shareholders. Further explanations of shareholders’ rights under Section 122, Subsection 2, Section 126, Subsections 1 and 4, Section 127, Section 130a, Section 131, Subsection 1 and Section 118a, Subsection 1, Sentence 2, No. 8 in conjunction with Section 245 of the German Stock Corporation Act (Aktiengesetz) are available at group.mercedes-benz.com/am-2025.

Live broadcast of the Annual General Meeting, report by the Chairman of the Board of Management and the Chairman of the Supervisory Board. For shareholders entered in the share register and their proxies, the entire Annual General Meeting will be audio-visually broadcast live via group.mercedes-benz.com/investorportal on the InvestorPortal as from 10:00 a.m. (CEST) on Wednesday, 7 May 2025. For access to the InvestorPortal, please refer to the information in the section “Access to the InvestorPortal and electronic connection to the Annual General Meeting” above. The opening of the Annual General Meeting and the speeches by the Chairman of the Supervisory Board and the Chairman of the Board of Management can also be followed live on the internet by other interested parties at group.mercedes-benz.com/am-2025. Following the Annual General Meeting via this channel does not mean being enabled to exercise any shareholder rights at the Annual General Meeting, in particular voting rights. A recording of these speeches, but not of the entire Annual General Meeting, will also be available at group.mercedes-benz.com/am-2025 after the Annual General Meeting. It is expected that the main content of the speeches by the Chairman of the Board of Management and the Chairman of the Supervisory Board will also be available at group.mercedes-benz.com/am-2025 as from 2 May 2025, even though there is no legal obligation for such advance publication, as no use is

made of the option to submit questions in advance. The right to make amendments to the speeches for the day of the Annual General Meeting remains reserved.

Website where the information pursuant to Section 124a of the German Stock Corporation Act (Aktiengesetz) can be accessed.

The notice of convocation of the Annual General Meeting, together with the further information and explanations required by law, is also available at group.mercedes-benz.com/am-2025. The information pursuant to Section 125 of the German Stock Corporation Act (Aktiengesetz) in conjunction with the Commission Implementing Regulation (EU) 2018/1212 and the information pursuant to Section 124a of the German Stock Corporation Act (Aktiengesetz) on Agenda Items 1 (financial statements and reports for financial year 2024), 6 (remuneration report for financial year 2024), 8 and 9 (Board of Management reports on the exclusion of subscription rights and rights to sell shares to the Company when buying and selling treasury shares), 10 (Board of Management report on the exclusion of subscription rights in the event of the issuance of convertible bonds and/or bonds with warrants) and 11 and 12 (remuneration systems for the Supervisory Board and the Board of Management) are also available there. The curricula vitae of the candidates for election to the Supervisory Board and the current Articles of Incorporation, together with a synopsis of the proposed amendments to the Articles of Incorporation, can also be accessed there. The results of the voting process will be disclosed there following the Annual General Meeting. In the access-protected InvestorPortal at group.mercedes-benz.com/investorportal, the list of participants will be accessible to all shareholders and their proxies who have duly registered and are electronically connected to the Annual General Meeting during the virtual General Meeting prior to the first vote. For access to the InvestorPortal, please refer to the information in the section “Access to the InvestorPortal and electronic connection to the Annual General Meeting” above.

UTC times. All specified times are stated in the time standard relevant for Germany during the period in question, Central European Summer Time (CEST). In relation to coordinated universal time (UTC), this means UTC = CEST minus two hours.

Information on data protection. In connection with the preparation, implementation and follow-up of the virtual General Meeting, in particular when you and/or your proxies register for the virtual General Meeting, grant a power of attorney, use the InvestorPortal, follow the audio-visual broadcast of the virtual General Meeting, wish to speak at the Annual General Meeting, or exercise your other shareholder rights, we process personal data about you and/or your proxy or proxies (e.g., surname and given name, address, email address, phone number, number of shares, type of share ownership, and personal access data for using the InvestorPortal). This is done to enable you and your proxy to exercise and pursue your rights in connection with the virtual General Meeting. We also process your personal data to fulfill our legal obligations in connection with the virtual General Meeting. Mercedes-Benz Group AG, Mercedesstraße 120, 70372 Stuttgart, Germany, dialog@mercedes-benz.com processes your personal data as the data controller. To the extent that we use service providers to conduct the virtual General Meeting, they process your personal data only on our behalf. Where the legal requirements of the EU General Data Protection Regulation (GDPR) are met, every data subject has the right of access, rectification, restriction, erasure and, as appropriate, objection regarding the processing of their personal data at any time, as well as the right to data transmission and the right to

complain to a competent supervisory authority. More information about the handling of your personal data and your rights under the GDPR in connection with the General Meeting and the share register is available on the internet at group.mercedes-benz.com/am-2025 or can be requested from the data controller at the contact details set out above.

Stuttgart, March 2025

Mercedes-Benz Group AG

The Board of Management