



Mercedes-Benz

**Remuneration system  
for the members of the Supervisory Board of  
Mercedes-Benz Group AG**

The system for the remuneration of the members of the Supervisory Board fulfills the legal requirements and is in line with the recommendations of the German Corporate Governance Code (*Deutscher Corporate Governance Kodex*). The remuneration of the members of the Supervisory Board shall be balanced overall and shall be commensurate with the tasks of the members of the Supervisory Board and the situation of the company, taking into account the remuneration arrangements of other large listed German companies. At the same time, adequate and appropriate remuneration plays an important role in competing for qualified individuals to fill positions on the Supervisory Board and thus in obtaining the best possible monitoring of and advice for the Board of Management. This in turn is a prerequisite for the successful implementation of the business strategy and the long-term success of the Company.

In accordance with the German Corporate Governance Code (*Deutscher Corporate Governance Kodex*) suggestion, the members of the Supervisory Board receive fixed remuneration without variable components in order to strengthen their independence in the performance of oversight and advisory duties and in personnel and remuneration decisions. Especially in economically challenging situations, where variable remuneration components typically decrease, intensified monitoring and advising of the Executive Board is required, which often involves a greater workload and an increased liability risk for the Supervisory Board members.

Furthermore, the German Corporate Governance Code recommends appropriately considering the greater time commitment of the Chairperson and the Deputy Chairperson of the Supervisory Board, as well as the Chairperson and members of committees, in the remuneration of Supervisory Board members. Accordingly, § 10 of the company's articles of incorporation provides for function-related increased remuneration.

According to Article 10 (§ 10) of the Articles of Incorporation in the version approved by the Annual General Meeting on 3 May 2023 with effect from 1 January 2023, each member of the Supervisory Board receives fixed basic remuneration of €200,000 for each full financial year. The function-related higher remuneration for the Chairperson of the Supervisory Board amounts to €600,000 and for the Deputy Chairperson of the Supervisory Board €475,000 (including the basic

remuneration). The Chairperson of the Audit Committee shall receive increased remuneration of €450,000 for this function, each other member of the Audit Committee shall receive €400,000 and each member of any other committee shall receive €300,000 for each full financial year (including the basic remuneration).

If a member of the Supervisory Board has several higher-paid functions, the remuneration awarded is based exclusively on the highest-paid function. Higher remuneration is not awarded for chairing the Presidential or Nomination Committees, as these functions are performed by the Chairman of the Supervisory Board by virtue of the Rules of Procedure of the Supervisory Board and its committees. The same applies to the chairmanship of the Mediation Committee, which the Chairman of the Supervisory Board holds by law. The higher remuneration of the Supervisory Board Chairman covers these committee chairmanships. No additional remuneration is granted for chairmanship of the Legal Affairs Committee beyond the higher remuneration for membership of this committee. No attendance fee shall be paid. 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. This applies accordingly if a member of the Supervisory Board resigns from a function for which there is increased remuneration. The remuneration shall be payable within two months of the end of the relevant financial year for which the remuneration is being granted. In addition to the function-related fixed remuneration, the members of the Supervisory Board shall continue to be reimbursed for their reasonable expenses and the value-added tax payable on the payments made to them. With respect to the increasingly international nature of the Supervisory Board, any employer contributions for social insurance arising under foreign laws for Supervisory Board activities shall also be paid. In addition, to the extent that such insurance exists, members of the Supervisory Board are covered by a financial loss and liability insurance policy for executive bodies and certain executives, taken out by and in the interest of the company up to an appropriate amount. Premiums for this insurance shall be paid by the Company.

The current remuneration system for the Supervisory Board, which was approved by the Annual General Meeting on 3 May 2023 with effect from 1 January 2023, also stipulates that committee activities are only taken into account if the committee in question has met at least twice in the financial year in order to perform its tasks. In the event of a member leaving a committee during the year, the member shall receive proportionate remuneration for functions on committees only if the committee in question has held at least two meetings in discharge of its duties during the respective part of the financial year. These provisions are to be removed. 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 in 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 removing the aforementioned provisions with retrospective effect as of 1 January 2024.

The Supervisory Board remuneration system and the individual remuneration provisions are regularly reviewed for appropriateness by the Presidential Committee of the Supervisory Board. Independent, external remuneration consultants may be consulted for the review. At least every four years, and in the event of proposals to amend the remuneration provisions, the General Meeting shall adopt a resolution on the remuneration of the members of the Supervisory Board. The General Meeting may confirm the existing system of Supervisory Board remuneration or adopt a resolution to amend it. Such resolution proposals to the General Meeting are submitted by both the Board of Management and the Supervisory Board in accordance with the statutory division of competences. The decision on the structure of the remuneration system and the amount of remuneration for the Supervisory Board is the responsibility of the General Meeting.