

DEED OF AMENDMENT OF

FDG/6012299/12109583

THE ARTICLES OF ASSOCIATION

01-02-2022

DAIMLER INTERNATIONAL FINANCE B.V.

4

(NEW NAME: MERCEDES-BENZ INTERNATIONAL FINANCE B.V.)

(unofficial translation)

Today, the first of February two thousand and twenty-two,

appeared before me, Manon Anna Justina Cremers, civil law notary in Amsterdam:

Flora Helena Suzanne de Graaf, care of Stibbe, Beethovenplein 10, 1077 WM Amsterdam, born in Leuven, Belgium, on the twenty-ninth of August nineteen hundred and ninety-five.

The appearing person declared as follows:

- the articles of association of **Daimler International Finance B.V.**, a private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*) having its seat in Utrecht, its address at Ravenswade 4, 3439 LD Nieuwegein and registered in the trade register under number 30078162 (the "**company**"), were lastly amended by deed executed on the nineteenth of October two thousand and seven before a legal substitute for Cornelia Holdinga, civil law notary in Amsterdam;
- on the twenty-eighth of January two thousand and twenty-two, the general meeting of the company resolved to amend the articles of association of the company integrally;
- furthermore, it was decided to authorize the appearing person to effect such amendment of the articles of association; and
- ./ • that these resolutions are evidenced by a written shareholders' resolution to be attached to this deed in copy.

Subsequently, the appearing person declared to amend the articles of association of the company integrally, in pursuance of the referred resolutions, so that the articles of association read as follows:

1. NAME AND SEAT

- 1.1. The name of the company is: Mercedes-Benz International Finance B.V.
- 1.2. The company has its seat in Utrecht.

2. OBJECTS

The objects of the company are:

- (a) to participate in, finance, collaborate with, and conduct the management of companies and other enterprises;
- (b) to provide advice and other services;
- (c) to acquire, use and assign industrial and intellectual property rights and real property;

- (d) to commit itself, provide security and grant guarantees for the debts of legal entities or other companies with which the company is affiliated or for the debts of third parties;
- (e) to borrow, lend and raise funds, including the issuance of bonds, promissory notes or other securities or evidence of indebtedness, and enter into agreements in connection with these activities;
- (f) to invest funds; and
- (g) to undertake all actions that are deemed to be necessary to the foregoing, or in furtherance thereof,

all in the widest sense of the words.

3. SHARES

- 3.1. The shares shall be registered and numbered distinctly, as determined by the management board.
- 3.2. The nominal amount of each share is five hundred euros (EUR 500).

4. ISSUE OF SHARES, PRE-EMPTIVE RIGHT

- 4.1. The issue of shares, including the granting of rights to subscribe for shares, may only be effected through a resolution of the general meeting, which shall specify the price and other terms and conditions thereof.

The issue price may not be less than the nominal amount of each share.

- 4.2. In the event of an issue of shares, each shareholder shall have a pre-emptive right in proportion to the aggregate amount of his shares.

A shareholder shall not have a pre-emptive right to shares that are issued to employees of the company or a group company (*groepsmaatschappij*). The general meeting may resolve to limit or exclude the pre-emptive right with respect to a specific issue of shares.

- 4.3. The nominal amount must be paid-up upon issue of the share, unless it is stipulated that the nominal amount or a part thereof shall be paid-up after a certain period or upon request of the company.

- 4.4. The issue of shares requires a notarial deed to that effect, executed before a civil law notary officiating in the Netherlands.

5. USUFRUCT AND PLEDGE ON SHARES

- 5.1. A right of pledge or a right of usufruct may be created on the shares.
- 5.2. The shareholder shall have the voting rights attached to his shares subject to a right of usufruct or pledge.
- 5.3. Contrary to the provisions of article 5.2, the usufructuary shall have the voting rights if so provided at the time of granting the usufruct, or at a later time when this is agreed on in writing between the shareholder and the usufructuary.

Contrary to the provisions of article 5.2, the pledgee shall have the voting rights if so

provided upon the creation of the pledge, whether subject to a condition precedent or not, or at a later time when this is agreed on in writing between the shareholder and the pledgee.

6. SHAREHOLDERS' REGISTER

6.1. The management board shall keep a register recording the names and addresses of all shareholders, stating the number of shares held by them, and numbers allocated thereto, the date on which the shares were acquired, the acknowledgement date of the transfer or the date when the transfer was served upon the company, as well as the amount paid-up on each share.

The register shall also record the names and addresses of the holders of a right of usufruct or pledge on shares, stating the date on which they acquired such right, the acknowledgement date of the acquisition of their right or the date when the acquisition was served upon the company. The register further records which rights are attached to the shares they are entitled to.

6.2. Each person whose data must be recorded in the register, shall timely provide the management board with the information stated in article 6.1 and advise of any changes thereof.

If an electronic address is disclosed to the management board, it is also deemed to be disclosed to the company for purposes of receiving all notifications, announcements and statements as well as convening notices for a general meeting.

7. TRANSFER OF SHARES, CREATION OF LIMITED RIGHTS

7.1. A shareholder may freely transfer his shares.

7.2. The transfer of a share and the creation or assignment of a limited right on a share, can only be effected by way of a notarial deed, executed before a civil law notary officiating in the Netherlands, and to which all persons involved are a party.

8. ACQUISITION OF OWN SHARES

The company may acquire fully paid-up shares or depositary receipts thereof in its own capital for no consideration, by universal title or if the company's equity, less the acquisition price, exceeds the sum of the statutory reserves that the company must maintain. The management board is authorized to resolve to the acquisition.

At least one share in the company's capital must be held by someone other than the company or one of its subsidiaries.

9. MANAGEMENT BOARD AND SUPERVISORY BOARD

9.1. The company shall have a management board consisting of one or more managing directors.

The general meeting shall determine the number of managing directors.

9.2. The general meeting is authorized to establish a supervisory board. Upon filing such a

resolution with the trade register, the company shall have a supervisory board consisting of one or more individuals. Thereupon, the provisions in these articles of association with respect to the supervisory board and/or the supervisory directors shall take effect. If a supervisory board has been established, the general meeting can adopt a resolution to abolish the supervisory board. Upon filing such a resolution with the trade register, the company shall cease to have a supervisory board.

If a supervisory board was not established, the authorities vested in the supervisory board as referred to in the articles 9.9, 10.2 and 10.7 shall be vested in the general meeting, and the other provisions that refer to the supervisory board or to supervisory directors shall not apply.

- 9.3. The duties of the supervisory board shall include supervising the conduct of management by the company's management board and of the general course of affairs of the company and its business enterprise.

The supervisory board shall support the management board by rendering advice.

- 9.4. In case the supervisory board consists of two or more supervisory directors, the supervisory board shall appoint a chairperson from among its members.

- 9.5. Managing directors and supervisory directors shall be appointed by the general meeting. Prior to the appointment, the general meeting shall be provided with information regarding the positions the potential managing director or supervisory director has at other legal entities. The absence or inaccuracy of such information shall not affect the validity of the resolution to appoint that person.

- 9.6. Managing directors and supervisory directors may be suspended or dismissed by the general meeting at any time. Managing directors may also be suspended by the supervisory board.

A suspension may not exceed three months in total, including any extensions thereof.

- 9.7. The remuneration and other employment terms and benefits of each managing director shall be determined by the general meeting. The general meeting may decide to grant remuneration to supervisory directors.

- 9.8. The supervisory board shall have access to all buildings and premises in use by the company at any time, and is entitled to inspect all of the company's books and records and to examine all of the company's assets.

The supervisory board may delegate the authority referred to in the preceding sentence to one or more supervisory directors, or to an expert. Two supervisory directors acting jointly are authorized to represent the company in entering into an agreement with such an expert.

- 9.9. In the event that one or more managing directors is absent or prevented from acting, the remaining managing directors or the sole remaining managing director shall be charged

with the management of the company. In the event that all managing directors, including a sole managing director, are absent or prevented from acting, a person to be appointed for that purpose by the supervisory board shall be temporarily entrusted with the management of the company.

In the event that one or more supervisory directors is absent or prevented from acting, the remaining supervisory directors or the sole remaining supervisory director shall be charged with the duties of the supervisory director. In the event that all supervisory directors are absent or prevented from acting, a person to be appointed for that purpose by the general meeting shall be temporarily entrusted with the duties of the supervisory board.

If there are no managing directors or supervisory directors available, and the general meeting has not appointed a person who is temporarily entrusted with the management of the company, or if such person is unable or unwilling to perform the management of the company temporarily, each shareholder shall be authorized to convene a general meeting for the sole purpose of appointing a managing director, or a person who is willing and able to perform the management of the company on a temporary basis.

10. DECISION-MAKING PROCESS OF THE MANAGEMENT BOARD AND SUPERVISORY BOARD

10.1. Each managing director participating in the deliberations and decision-making process, may cast one vote.

The management board shall adopt resolutions by an absolute majority (more than half) of the votes cast. Blank votes shall be considered null and void.

10.2. In addition to the provisions of these articles of association, the management board may adopt internal rules with respect to holding meetings and regulating its decision-making process. The management board is authorized to allocate duties among the managing directors, provided that the resolution to that effect is passed unanimously in a meeting in which all managing directors are present or represented, and the allocation is confirmed in writing.

The resolution to adopt or to amend the internal rules, or to allocate the management board duties, requires the approval of the supervisory board.

10.3. Each managing director may be represented at management board meetings only by another managing director, duly authorized for each particular board meeting.

10.4. Meetings of the management board may also be held by telephone or video conference, provided that each managing director taking part in such meeting is able to hear the deliberations and can be heard by the other managing directors.

10.5. The management board may also adopt resolutions without holding a meeting, provided that all managing directors have been consulted in respect thereof and none of the

managing directors has objected to adopting resolutions in this manner.

10.6. Articles 10.1 up to and including 10.5 are also applicable with respect to the meetings of the supervisory board or each supervisory director.

10.7. A managing director may not participate in the deliberations and the decision-making process of the management board concerning any subject in which this managing director has a direct or indirect personal interest which conflicts with the interest of the company and its business enterprise. In such event, the other managing directors shall be authorized to adopt the resolution.

If all managing directors have a conflict of interest as mentioned before, the resolution shall be adopted by the supervisory board.

A supervisory director may not participate in the deliberation and the decision-making process of the supervisory board if it concerns a subject in which this supervisory director has a direct or indirect personal interest which conflicts with the interest of the company and its business enterprise.

In such event, the other supervisory directors shall be authorized to adopt the resolution.

If all supervisory directors have a conflict of interest as indicated, the resolution shall be adopted by the general meeting.

A managing director or supervisory director shall report any personal conflicts of interest with the company to the chairman of the supervisory board without delay. If the chairman of the supervisory board has a conflict of interest as referred to above, he shall notify the other supervisory directors without delay.

10.8. A resolution shall be subject to the approval of the supervisory board in the event that the matter involves a conflict of interest as referred to in article 10.7 for one or more, but not all managing directors.

The general meeting may resolve that all management board resolutions relating to any of the matters to be determined and clearly defined by the general meeting, and notified in writing to the management board, shall be subject to the approval of the general meeting.

10.9. The management board must follow the instructions given by the general meeting. The resolution of the general meeting to that effect must clearly define the nature and scope of such instructions.

Upon written notification of the instructions to the management board, the management board must observe such instructions, unless they conflict with the best interest of the company and the business enterprise it operates.

11. REPRESENTATION

11.1. The company shall be represented by the management board.

Except for the management board, the authority to represent the company is only vested

in two managing directors acting jointly.

In the event that a managing director is absent or prevented from acting, the person that is temporarily entrusted with the management of the company in his place, shall also be authorized to represent the company in accordance with the provisions of this article.

- 11.2. The management board is not authorized to engage in legal transactions in which special obligations are imposed on the company, relating to the subscription to shares or legal transactions that concern contributions on shares other than in cash, without the prior approval of the general meeting.

12. GENERAL MEETING

- 12.1. At least one general meeting shall be held, or one resolution shall be adopted by the general meeting as referred to in article 12.13, in each financial year.

- 12.2. In these articles of association, "meeting rights" (*vergaderrecht*) is defined as the right to attend and address the general meeting either in person or be represented by a person holding a written proxy.

Shareholders, usufructuaries with voting rights and pledgees with voting rights shall have meeting rights and shall hereinafter be referred to as "persons with meeting rights" (*vergadergerechtigden*).

Holders of depositary receipts for shares in the capital of the company do not have meeting rights. Usufructuaries and pledgees without voting rights do not have meeting rights.

- 12.3. General meetings shall be held in the municipality where the company has its statutory seat or in Nieuwegein, Amsterdam, Den Haag, Rotterdam or Haarlemmermeer (Schiphol).

A general meeting may also be held elsewhere, provided that all persons with meeting rights have given their approval thereto, and that the managing directors and supervisory directors have been given the opportunity to give their advice prior to the decision-making process.

- 12.4. A general meeting shall be convened by the management board or by a managing director, by the supervisory board or by a supervisory director no later than on the eighth day prior to the day of the meeting.

The general meeting shall be convened by means of a notice letter sent to the addresses of all persons with meeting rights as listed in the register of shareholders, or by electronic means in a legible and reproducible format sent to the electronic addresses as registered in the shareholders' register.

With respect to matters that were not announced in the notice letter or that were not announced in accordance with the period referred to in the first sentence of this article 12.4, valid resolutions may only be adopted if all persons with meeting rights have given

their approval to adopt resolutions on such matters, and the managing directors and supervisory directors have been given the opportunity to give their advice prior to the decision-making process.

If the notice period for calling the meeting was not observed, valid resolutions may only be adopted if all persons with meeting rights approve of the decision-making process nevertheless, and the managing directors and supervisory directors have been given the opportunity to give their advice prior to the decision-making process.

12.5. A person with meeting rights may be represented for the purpose of exercising his rights in a meeting by a person holding a written proxy. The requirement that the proxy is in writing is met if such proxy is recorded electronically.

12.6. If so determined by the management board and announced at the time of convening the meeting, persons with meeting rights have the right to attend the meeting by electronic means either in person or represented by a person holding a written proxy, to address that meeting and, for those who have voting rights, to exercise such voting rights, provided that the use of the electronic means by persons with meeting rights enables their identification, and enables them to directly take note of the discussions at that meeting, and to directly participate in the deliberations thereof.

The management board is authorized to adopt further regulations regarding the use of electronic means. If the management board has exercised such authority, the adopted regulations shall be made available at the time the meeting is convened.

12.7. The notice to convene a meeting may specify that prior to the meeting, votes can be cast by electronic means, but not earlier than thirty days prior to the day of the meeting. Votes cast using this method shall be considered equivalent to the votes cast in the general meeting.

12.8. The chairman of the supervisory board or a person appointed by him shall be the chairman of the general meeting. In the event that a supervisory board has not been established or if the chairman of the supervisory board is not present at the general meeting and he has not appointed a person as the chairman of the general meeting, the general meeting itself shall appoint a chairman.

The chairman of the meeting will appoint a secretary.

12.9. Each share confers the right to cast one vote.

Resolutions of the general meeting shall be adopted by an absolute majority (more than half) of the votes cast, unless a larger majority is required by law. Blank votes shall be considered null and void.

Each of the managing directors and supervisory directors has an advisory vote in the general meeting.

12.10. The chairman of the meeting shall decide on any dispute in relation to voting results,

the entitlement to vote and to attend the meeting if there is no provision for resolving such disputes contained in the law or the articles of association.

12.11. The chairman of the meeting shall determine the method of voting, as far as article 12.6 does not apply.

12.12. The management board shall keep records of all resolutions adopted in the general meeting.

Such records shall be lodged at the company's offices for inspection by all persons with meeting rights. They shall be given a certified copy or extract of the records upon request at cost.

12.13. Shareholders may also adopt resolutions without convening a general meeting, provided that all persons with meeting rights consent to this decision-making process. This consent may be given by electronic means.

The votes shall be cast in writing or by use of electronic means. This requirement is also met if the resolution is recorded in writing or electronically, stating the voting method of each person entitled to vote.

Prior to the decision-making process, the managing directors and supervisory directors shall have the opportunity to give advice.

13. FINANCIAL YEAR, ANNUAL ACCOUNTS, AND MANAGEMENT REPORT

13.1. The company's financial year shall coincide with the calendar year.

13.2. Within five months after the end of each financial year, the management board shall prepare the annual accounts, unless the general meeting extends this period by no more than five months due to extraordinary circumstances.

The annual accounts shall be signed by all managing directors and supervisory directors. Reasons shall be stated in the event the signature of one or more of the managing directors or supervisory directors is lacking.

The management board shall prepare a management report within the period mentioned above, unless the company is not obliged to do so in accordance with the legislation and regulations applicable to the company.

13.3. If and to the extent the company is subject to the relevant legal provisions in section 2:393(1) of the Dutch Civil Code, the general meeting shall instruct an auditor or a firm of auditors to audit the annual accounts prepared by the management board, to report thereon, and to issue an auditor's certificate with respect thereto.

The general meeting may also resolve to appoint an auditor if the company does not have a legal obligation to have the annual accounts audited.

13.4. The annual accounts shall be adopted by the general meeting.

If all shareholders are also managing directors of the company, the signing of the annual accounts by all managing directors and supervisory directors shall not be considered as

the adoption of the annual accounts within the meaning of section 2:210(3) of the Dutch Civil Code.

- 13.5. The company is obliged to make its annual accounts, its management report and the other information as referred to in section 2:392 of the Dutch Civil Code publicly available at the trade register, if and to the extent required by law.

14. ALLOCATION OF PROFITS

- 14.1. The general meeting is authorized to appropriate the profits as determined by the adoption of the annual accounts, or a part thereof, and to resolve to make distributions. The general meeting is also authorized to resolve to make an interim distribution, including distributions from the reserves.

- 14.2. If the company is obliged by law to maintain reserves, it may only make distributions to its shareholders to the extent that the company's equity exceeds the sum of such statutory reserves.

- 14.3. The company may only carry out a resolution of the general meeting to make a distribution after the management board has granted its approval.
The management board may only refuse to grant its approval to a resolution to make a distribution, if it is aware or should reasonably foresee that after such distribution the company will become unable to continue to settle its payable debts.

- 14.4. If the company makes a distribution as referred to in article 14.1, the same amount will be distributed on each share, unless all shareholders agree to another allocation per share with regard to a specific distribution.

- 14.5. In the calculation of the distribution, the shares held by the company in its own capital or shares for which the company holds depositary receipts, shall be disregarded. No distribution will be made on the shares referred to in the preceding sentence.

- 14.6. The claim to a distribution shall expire upon the lapse of five years after the day following the day on which the management board granted its approval to such distribution or, if the distribution became due at a later date, the day following the day on which the distribution for payment became due.

15. AMENDMENT OF THE ARTICLES OF ASSOCIATION, LEGAL MERGER AND DEMERGER

- 15.1. The general meeting may resolve to amend the articles of association.

- 15.2. If a proposal to amend the articles is presented to the general meeting, this must be stated in the notice convening the meeting. A copy of the proposal, containing the verbatim text of the proposed amendment of the articles of association, must be lodged for inspection by persons with meeting rights at the offices of the company from the day on which the notice convening the meeting is sent until the closing of the meeting. A copy of the proposal will be available free of charge to persons with meeting rights upon

request.

- 15.3. The general meeting may resolve to enter into a merger (*fusie*) or demerger (*splitsing*) under the provisions of Chapter 2.7 of the Dutch Civil Code, notwithstanding the authority vested by the law to the management board in relation to the decision-making process in the event of a merger or demerger.

16. DISSOLUTION AND LIQUIDATION

- 16.1. The general meeting may resolve to dissolve the company.
- 16.2. The liquidation shall be effected by the management board, unless other liquidators are appointed by the general meeting. The general meeting may resolve to grant remuneration to a liquidator.
- 16.3. During the liquidation, the articles of association shall remain effective to the extent possible.
- 16.4. The liquidation surplus shall be distributed to the shareholders in proportion to their rights.

Final statement

Finally, the appearing person declared that upon the current amendment of the articles of association taking effect:

- the issued and paid-up capital will amount to five hundred thousand euros (EUR 500,000); and
- the supervisory board as established immediately prior to the current amendment of the articles of association shall continue to exist and be continued in the same composition.

Final clause

This deed was executed in Amsterdam today.

The substance of this deed was stated and explained to the appearing person.

The appearing person declared not to require a full reading of the deed, to have taken note of the contents of this deed and to consent to it.

Subsequently, this deed was read out in a limited form, and immediately thereafter signed by the appearing person and myself, civil law notary, at ten hours three minutes ante meridiem.