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I. General

1. The Supervisory Board shall perform its duties in accordance with the statutory requirements, the Articles of Incorporation of Daimler AG and these rules of procedure. Its members will exercise their independent judgment in performing their duties.

2. For reasons of language simplicity, only the masculine gender is used in this text, which form should be understood to include both male and female persons.

II. Composition

1. The composition of the Supervisory Board conforms to the applicable statutory provisions. The terms of office of the members may vary.

2. The members of the Supervisory Board should collectively be in possession of the information, skills and professional experience required to correctly perform their duties and shall be familiar with the industry in which the Company operates.
The Supervisory Board shall under consideration of the statutory requirements and the recommendations of the German Corporate Governance Code set an overall requirements profile for the entire body of the Supervisory Board comprised of the competence profile and the diversity concept including specific objectives for its composition.

3. No members of the Supervisory Board shall be a supervisory or management board member of, or act in an advisory capacity for major competitors of the Company.

4. To ensure independent advice and supervision of the Board of Management by the Supervisory Board, more than half of the shareholder representatives to the Supervisory Board are to be independent according to the German Corporate Governance Code. Under the premise that the exercise of the supervisory board mandate as employee representative cannot in itself constitute a potential conflict of interests within the meaning of the German Corporate Governance Code, at least 15 members of the entire Supervisory Board are to be independent. The names of the shareholder representative who are independent according to the Supervisory Board shall be published in the Corporate Governance report.

5. The members of the Supervisory Board shall ensure that they have sufficient time to fulfill their mandate. If they are also a member of the Board of Management of a listed company, they shall, outside the corporate group of their management board activity, not fulfill mandates on more than three other Supervisory Boards in non-group listed companies including their Supervisory Board mandate at Daimler AG.

6. The Supervisory Board shall not include more than two former members of the Board of Management of Daimler AG. After the end of their terms of office members of the Board of Management may not become members of the Supervisory Board within 2 years, unless their election is proposed by shareholders holding more than 25 % of the voting rights of the Company. In the latter case the change to the chair of the Supervisory Board should be an exception which should be substantiated to the Annual Meeting.

7. Election proposals of the Supervisory Board to the Annual Meeting shall take into consideration the specific objectives with regard to the Board’s composition, established pursuant to Article II clause 2 of these Rules of Procedure and must be aimed at rounding off the overall requirements profile including the competence profile for the entire body. In the selection of Supervisory Board members for a full term of office, as a general rule, only candidates who are not older than 72 years of age at the time of their election are to be proposed. Furthermore, as a general rule, in nominating candidates for election as members of the Supervisory Board for a full term of office, only those candidates who had not already served three full legal terms of office at the time of being elected are be given consideration.
8. Each member of the Supervisory Board may resign from the Supervisory Board even without cause, by submitting four weeks' notice in writing to the Supervisory Board Chairman and the Board of Management. An amicable reduction of the notice period is admissible.

III. Chairman and Deputy Chairman

1. The Supervisory Board elects a Chairman and Deputy Chairman from among its members. During the election period, the oldest member of the Supervisory Board in terms of age takes the chair.

2. The election is for the entire term of office of the elected member of the Supervisory Board. If the Chairman or his Deputy resigns prior to the end of his term of office, a successor shall be elected immediately for the remainder of his term of office.

3. The Chairman of the Supervisory Board, or if he is prevented his Deputy, chairs the Board meetings and represents the Supervisory Board externally. He pronounces the intentions of the Supervisory Board and assumes responsibility for correspondence on its behalf.

IV. Convening, preparation and chairing of meetings

1. The meetings of the Supervisory Board shall be held at the company's head office or at another location to be stipulated in the invitation to the meeting. The Supervisory Board should convene at least one meeting in each quarter and must hold two meetings in each half of the calendar year.

2. The Chairman of the Supervisory Board, or if he is prevented his Deputy, shall invite members of the Supervisory Board to the meetings in writing, by fax or via email, two weeks prior to the date of the impending meeting. In cases deemed to be urgent, meetings may be called at as little as three days' notice. The day of the meeting is not included in the notice period for calling meetings.

3. Following the Annual Meeting, in which shareholder representatives are elected to the Supervisory Board, there will be an organizational meeting. No special invitation is required to this organizational meeting of the Supervisory Board. If the purpose of this meeting is to elect the Chairman of the Supervisory Board and his Deputy and set up and appoint committees, it is not necessary to publish an agenda.
4. The invitation to the Supervisory Board meeting must include an agenda that sets out the items to be voted on. As a rule, any preparatory documents shall be forwarded to the members of the Supervisory Board at least one week before the meeting. Specific motions for resolution must be submitted to them in due time to enable members of the Supervisory Board who are unable to attend to exercise their right to vote in writing.

5. Items or motions that have not been included on the agenda or are not correctly communicated to the members of the Supervisory Board may only be voted on if none of the members present at the meeting objects and members not present at the meeting are given the opportunity to object to the resolution passed retrospectively within an appropriate period to be specified by the chairman; the resolution only becomes effective if none of the members absent from the meeting raises any objection within this period.

6. Representatives of the shareholders and of the employees will where necessary make specific preparations for the meetings of the Supervisory Board, with the involvement, where required, of all or individual members of the Board of Management.

7. The Chairman of the Supervisory Board, or if unable to attend temporarily or otherwise his Deputy, chairs the meetings of the Supervisory Board and stipulates the order in which items are to be discussed and the method to be adopted for voting. If both the Chairman and Deputy Chairman of the Supervisory Board are unable to attend, a new meeting must be called. In urgent cases, however, the Supervisory Board may resolve subject to the approval of all members present at the meeting that the oldest member of the Supervisory Board in terms of age shall chair the meeting.

8. The Board of Management shall attend the meetings of the Supervisory Board, unless otherwise resolved by the Supervisory Board; the Supervisory Board can hold meetings without the Board of Management at any time. On the admittance of further persons, who can be consulted for the determination of individual issues, is decided by the Supervisory Board by nomination from the Chairman, or if he is indisposed, by nomination from the Deputy Chairman.

9. If a member of the Supervisory Board has participated in half or less than half of the meetings of the Supervisory Board and its Committees of which he is a member in a given financial year, this will be referenced in the Report of the Supervisory Board to the Annual Meeting of the Shareholders. Participation in meetings by telephone or in video conferences is also considered as valid participation.
V. Resolutions

1. A quorum of the Supervisory Board shall be constituted when notices have been issued to all its members at their last known address and at least ten members of the Supervisory Board participate in the passing the resolution. Abstentions from members of the Supervisory Board are included when determining whether there is a quorum.

2. In justified exceptional cases, members of the Supervisory Board can, subject to the approval of the Chairman, take part in a meeting of the Supervisory Board or its committees via a telephone or video conference.

3. Members of the Supervisory Board who do not take part in the meeting nor in the manner described in item 2 may participate in a resolution of the Supervisory Board and its committees by submitting their votes in writing (or also by fax) to the person chairing the meeting, prior to the vote. This shall also apply to the additional casting vote of the Chairman.

4. If not all members of the Supervisory Board attend a meeting of the Supervisory Board and absent members of the Supervisory Board do not submit their votes as described in item 3, the passing of the resolution shall be postponed if at least two members of the Supervisory Board taking part in the meeting so request. In the event of postponement and if a special meeting of the Supervisory Board is not convened, the resolution shall be deferred to the next regular meeting. A minority request for postponement shall be disallowed for the second resolution.

If the Chairman of the Supervisory Board is present at the meeting, or if one of the attending members is in possession of his vote submitted in a manner described in Item 3, the aforementioned sub-clause shall not apply when the number of shareholders’ representatives on the Supervisory Board take part in the meeting or take part in the passing of a resolution by submitting their vote in the manner described in item 3 equals the number of employee representatives, or when an imbalance is offset by the voting abstention of certain Supervisory Board members.

5. The Chairman, or in his absence, the Deputy Chairman may also arrange for the voting on a resolution of the Supervisory Board to be carried out in writing, by fax or e-mail - or by a combination of these communications media - if no member of the Supervisory Board objects to this procedure within an appropriate period of time, to be decided by the Chairman. The Chairman shall determine the details of the procedure.
6. Resolutions shall be passed by a simple majority of the votes cast unless other forms of majority are required by law. Abstentions shall not be counted in determining the outcome of the vote. In the event of an equality of votes, any member of the Supervisory Board may request that a second vote be conducted. The Chairman, or in his absence, the Deputy Chairman shall decide when the vote is to be repeated. If the second vote also results in an equality of votes, the Chairman of the Supervisory Board shall be given an additional casting vote.

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

VI. Duty of Confidentiality

1. The members of the Supervisory Board maintain secrecy regarding confidential corporate information, especially company or business secrets, being disclosed to the members of the Supervisory Board in their service; this obligation continues beyond the end of their office as members of the Supervisory Board. The members of the Supervisory Board are particularly obliged to maintain secrecy concerning confidential reports and confidential deliberations. On the termination of their mandate, all confidential documents must be returned to the Chairman of the Supervisory Board.

2. If, contrary to item 1, a member of the Supervisory Board for a special reason intends to communicate information concerning, in particular, the content and events of Supervisory Board meetings and the content of Supervisory Board submittals and resolutions to a third party, he must first inform the Chairman of the Supervisory Board of this in order to resolve any differences of opinion regarding the obligation to secrecy.

3. The members of the Supervisory Board shall ensure that any employees they involve for assistance shall similarly abide by the obligation to secrecy.

VII. Conflicts of Interest

1. All members of the Supervisory Board undertake to serve the interests of the company. When taking decisions, they shall neither pursue personal interests nor exploit the company’s commercial opportunities for their own purposes, on behalf of any related natural persons or legal entities or on behalf of any other institution or association, in which or on whose behalf he or she is acting.
2. All members of the Supervisory Board shall disclose conflicts of interest to the Supervisory Board, particularly those that may arise due to any advisory role or board membership on behalf of customers, suppliers, or lenders of Daimler AG or any of its group companies.

3. The Supervisory Board shall report any arising conflicts of interest concerning members of the Supervisory Board and the measures taken to rectify these conflicts in its report to the Annual Meeting.

4. In the event of major conflicts of interest, which are not only temporary in nature, arising in the person of a member of the Supervisory Board, the member in question must resign his mandate.

5. Any consultancy agreements or other service or work contracts between a member of the Supervisory Board and Daimler AG or a group company are subject to the approval of the Presidential Committee.

VIII. Tasks and responsibilities of the Supervisory Board

1. The Supervisory Board advises and monitors the Board of Management in its management of Daimler AG. The Supervisory Board must be involved in decisions of fundamental importance as promptly as possible to enable it to exercise due influence on such decisions.

2. The Supervisory Board appoints and discharges the members of the Board of Management, additionally considers the diversity concept set within the overall requirements profile for the Board of Management and in particular gives due consideration to women. As a general rule, 62 years of age serves as orientation for age-related discharge.

3. The Supervisory Board ensures together with the Management Board that a long-term succession plan is in existence. The Supervisory Board appoints one member of the Board of Management as Chairman of the Board of Management.

4. The first appointment of Members of the Board of Management shall generally be limited to a period of three years.

5. Reappointment before the end of one year prior to the end of the term of appointment with concurrent rescission of the current appointment is only possible in special circumstances.

6. The measures and transactions for which the Board of Management must seek the approval of the Supervisory Board are specified in Appendix 1 of these Rules of Procedure. The Supervisory Board has the right to amend and supplement Appendix 1 at any time.
7. The duty of the Board of Management to inform and report to the Supervisory Board is outlined in Appendix 2 of these Rules of Procedure. The Board of Management’s information and reporting duties towards the Supervisory Board Committees are regulated in the Rules of Procedure of the respective Committee and remain unaffected. The Supervisory Board has the right to amend and supplement Appendix 2 at any time.

8. Reports of the Board of Management to the Supervisory Board are provided in text form to the members of the Supervisory Board, unless the Supervisory Board resolves otherwise in individual cases. Documents required for decision-making, particularly the annual financial statements, the consolidated financial statements, the management report for the company and the Group, the audit report and the operative planning, shall be forwarded to members of the Supervisory Board as soon as possible, generally at least one week before the respective meeting.

9. Independently of the delegation to the Audit Committee, the Supervisory Board has responsibility for the independent audit of the annual financial statements and consolidated financial statements, the management report, and to the extent issued, the separate report on non-financial matters of the company and the Group, and the profit appropriation proposal, and competence for the approval of the annual financial statements and endorsement of the consolidated financial statements. The proposal of the Supervisory Board for the election of the auditors should be based on the recommendations of the Audit Committee. Within the scope of its responsibility, the Supervisory Board may initiate voluntary audit services by an auditor.

10. In the interests of fulfilling its duties, the Supervisory Board is entitled to inspect and examine the books and records as well as the assets of the company. It may therefore also commission the services of individual members or, for certain tasks, specialist experts.

11. At the proposal of the Presidential Committee, the Supervisory Board approves the remuneration structure for the Board of Management and the adequate total remuneration of the individual Board of Management Members in the sense of § 87 Stock Corporation Act. In doing so it observes the respective recommendations of the German Corporate Governance Code, to the extent it does not declare a deviation pursuant to §161 AktG. The Supervisory Board reviews the compensation system on a regular basis.

12. The Supervisory Board authorizes the sideline activities exercised by members of the Board of Management once a year upon presentation of the Presidential Committee.
13. The Chairman of the Supervisory Board shall be in regular contact with the Board of Management, particularly with the Chairman of the Board of Management, between the meetings of the Supervisory Board, and discuss the development of business, the strategy, planning, risk situation and risk management, and the compliance of the company with the Board of Management. The Chairman of the Board of Management undertakes to inform the Supervisory Board immediately of extraordinary events, which are of considerable importance for the assessment of the situation and development as well as the management of the company. The Chairman of the Supervisory Board then informs the Supervisory Board, if necessary calling an extraordinary meeting of the Supervisory Board. In the event of a report received by the BPO concerning alleged regulatory violations by members of the Board of Management or the Supervisory Board of Daimler AG, the Management Board member responsible for Compliance shall inform the Chairman of the Supervisory Board accordingly without delay. In the event of the said Board of Management member being personally affected, the Chief Compliance Officer shall inform the Chairman of the Supervisory Board accordingly. The Chairman of the Supervisory Board or his appointed plenipotentiary shall notify the members of the Supervisory Board of the matter and make a decision jointly with the Chairman of the Audit Committee concerning the launch of an investigation and its modalities. The Chairman of the Supervisory Board shall inform the members of the Supervisory Board of the outcome of the investigation. If necessary, he may call an extraordinary meeting of the Supervisory Board for the purpose.

14. The Supervisory Board shall review the efficiency of its activities and of its committees on a regular basis.

15. In the exercise of its duties, including the efficiency audit pursuant to No. 14, the Supervisory Board is authorized to commission external advisors to an appropriate extent.

IX. Committees

1. The Supervisory Board shall form a Mediation Committee in line with § 27 para. 3 of the Law on Codetermination, a Presidential Committee, a Nomination Committee, an Audit Committee and other committees as required according to the specific circumstances of the company. Except for the Nomination Committee, which will be comprised only of shareholder representatives, there shall be equal representation of shareholder and employee representatives among the members of the committees.

2. The committees perform the functions assigned to them under the auspices of, and on behalf of the full Supervisory Board, insofar as this is legally admissible.
3. The respective committee elects a member nominated by the shareholder representatives as chairman of the committee and a further member nominated by the employee representatives as his deputy, unless otherwise decreed by law or the Rules of Procedure of the committee.

4. The admittance of members of the Supervisory Board, who are not members of the committee, and all or individual members of the Board of Management, who can be consulted for individual issues, is decided by the Committee by nomination from the Chairman of the Committee.

5. The committee Chairmen report on the work of the committees in the next meeting of the Supervisory Board, following the respective committee meeting at the latest. In case of urgent matters the Chairman of the Committee immediately contacts the Chairman of the Supervisory Board.

6. Meetings of the committees are called by the respective Chairman, or if indisposed his Deputy. All members have the right to ask the Chairman to call a meeting of the committee subject to the provision of a reason in writing, per fax or email. Meetings should generally be called with a notice of no less than three working days.

7. The committees are only able to pass resolutions if at least three members, in the mediation committee all four members, participate in a resolution. Resolutions of the committees are passed with a simple majority, unless otherwise stipulated by law or in the articles of incorporation. Moreover, the regulations specified in V, items 1-3 and 5-7 of these Rules of Procedure apply accordingly; V, item 4 is not applicable.

8. The Rules of Procedure of the respective committee, which are resolved by the Supervisory Board, contain more specific regulations.

X. Minutes

Minutes must be taken of the discussions and resolutions of the Supervisory Board and signed by the Chairman. A copy of the minutes must be distributed to all members of the Supervisory Board; the originals shall be kept in the Corporate Office of Daimler AG.

XI. Validity

These Rules of Procedure shall remain in force until the Supervisory Board resolves otherwise. In individual cases, the Supervisory Board may resolve by a simple majority to deviate from these Rules of Procedure.
I. General

1. The Mediation Committee shall perform its duties in accordance with statutory requirements, the Articles of Incorporation of Daimler AG, the resolutions and rules of procedure of the Supervisory Board and these Rules of Procedure. Its members will exercise their independent judgment in performing their duties.

2. For reasons of language simplicity, only the masculine gender is used in this text, which form should be understood to include both male and female persons.

II. Composition

The Mediation Committee comprises the Chairman of the Supervisory Board and his deputy, as well as one member elected with the majority of votes of the employee representatives of the Supervisory Board and one member elected with the majority of votes of the shareholder representatives of the Supervisory Board.

III. Chairman

The Mediation Committee is chaired by the Chairman of the Supervisory Board. The Deputy Chairman of the Supervisory Board is also acting Deputy Chairman of the Mediation Committee.
IV. Tasks and Responsibilities of the Mediation Committee

1. If the appointment of Board of Management members is not carried out by the Supervisory Board in accordance with Section 31 (2) of the Codetermination Act, the Mediation Committee shall put forward a proposal for the appointment to the Supervisory Board within one month after the vote in which the prescribed majority was not reached for the appointment of Board of Management members. This proposal does not preclude further proposals.

2. Item 1 above applies accordingly to the revocation of appointments of members of the Board of Management.

V. Additional Provisions

In addition, the current version of the Rules of Procedure of the Supervisory Board shall apply accordingly, particularly the regulations regarding resolutions, confidentiality, conflicts of interest and minutes.

VI. Validity

These Rules of Procedure shall remain in force until the Supervisory Board resolves otherwise. In individual cases, the Supervisory Board may resolve by a simple majority to permit deviations from the Rules of Procedure of the Mediation Committee.
I. General

1. The Presidential Committee shall perform its duties in accordance with the statutory requirements, the Articles of Incorporation of Daimler AG, the resolutions and Rules of Procedure of the Supervisory Board, and these Rules of Procedure. Its members will exercise their independent judgment in performing their duties.

2. For reasons of language simplicity, only the masculine gender is used in this text, which form should be understood to include both male and female persons.

II. Composition

The Presidential Committee comprises the Chairman of the Supervisory Board, his deputy and two other members who are elected by a majority vote.

III. Chairman and Deputy Chairman

The Presidential Committee is chaired by the Chairman of the Supervisory Board. The Deputy Chairman of the Supervisory Board is also the Deputy Chairman of the Presidential Committee.
IV. Tasks and Responsibilities of the Presidential Committee

1. Advisory

The Presidential Committee advises and supports the Chairman and Deputy Chairman of the Supervisory Board in their duties in the Supervisory Board, and within its area of competence also prepares for the meetings of the Supervisory Board.

2. Corporate Governance

The Presidential Committee advises and decides on issues relating to corporate governance and issues recommendations on such issues to the extent Supervisory Board approval is required.

3. Declarations of Approval

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

4. Appointment of Members of the Board of Management

The Presidential Committee shall make recommendations to the Supervisory Board on the appointment or reappointment of members of the Board of Management and the appointment of the Chairman of the Board of Management. The same applies to discharges of members of the Board of Management.

In its recommendations for the appointment or reappointment of members of the Board of Management, the Presidential Committee shall give consideration to the overall requirements profile set by the Supervisory Board, including the diversity concept and the target for women in the Board of Management.

5. Contractual Issues

Subject to IV. 6 of these Rules of Procedure the Presidential Committee shall negotiate and decide on service contracts and other contractual issues concerning the Board of Management and shall conclude contracts with the Board of Management on behalf of the Supervisory Board.
6. Remuneration of the Board of Management

The Presidential Committee shall submit proposals to the Supervisory Board on the structure of the remuneration system for the Board of Management and for the adequate total remuneration of the individual Members of the Board of Management within the meaning of Section 87 of the Stock Corporation Act. In doing so it observes the respective recommendations of the German Corporate Governance Code, to the extent no deviation pursuant to Section 161 of the Stock Corporation Act is declared.

7. Information Re: Remuneration of the Board of Management

The Presidential Committee shall review the information to be published regarding the basic principles of the compensation system, the potential share-based compensation and the remuneration of individual members of the Board of Management.

8. Mandates and Sideline Activities of the Members of the Board of Management

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

The members of the Board of Management should take over Board of Management or Supervisory Board mandates and/or other administrative or honorary offices outside the company only to a limited extent. As a rule, the aforesaid activities should serve the interests of the company and must not detract from the duties as a member of the Board of Management.

9. Amendments of the Articles of Incorporation

The Presidential Committee decides about such amendments of the Articles of Incorporation that only relate to the wording.

The Presidential Committee is authorized to utilize the services of external advisors to an appropriate extent in the exercise of its duties.
V. Additional Provisions

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

VI. Validity

These Rules of Procedure shall remain in force until the Supervisory Board resolves otherwise. In individual cases, the Supervisory Board may resolve by a simple majority to permit deviations from the Rules of Procedure of the Presidential Committee.
Rules of Procedure

of the

Audit Committee of the Supervisory Board

of

Daimler AG

(convenience translation)

I. General

1. The Audit Committee shall perform its duties in accordance with the statutory requirements, the Articles of Incorporation of Daimler AG, the resolutions and Rules of Procedure of the Supervisory Board and these Rules of Procedure. Its members will exercise their independent judgment in performing their duties.

2. For reasons of language simplicity, only the masculine gender is used in this text, which form should be understood to include both male and female persons.

II. Composition and Chair

1. The Audit Committee consists of four members elected by a majority vote.

2. The members of the Audit Committee elect a Chairman from their midst. The Chairman of the Supervisory Board is not active as Chairman of the Audit Committee.

3. The members of the Audit Committee taken together shall be familiar with the industry in which Daimler AG operates. At least one member of the Audit Committee must have expert proficiency in the area of accounting and auditing. The Chairman of the Audit Committee should have expert proficiency and experience in the application of accounting principles and internal control procedures. He should be independent and not be a Member of the Board of Management of Daimler AG whose term ended less than two years ago.
III. External Participants in Audit Committee Meetings

1. Unless otherwise resolved by the Audit Committee in individual cases, the external auditor shall attend the meetings of the Audit Committee.

2. Furthermore, the Audit Committee meetings may also be attended on a regular basis by the Board of Management or individual board members and further internal or external experts in other individual cases.

3. The Audit Committee can meet without the Board of Management, if needed.

IV. Tasks and Responsibilities of the Audit Committee

1. Accounting

1.1 The Audit Committee supervises the accounting and the accounting process and can provide the Supervisory Board with recommendations or suggestions for ensuring the integrity of this process.

1.2 The Audit Committee is responsible for the preliminary examination of the annual financial statements and consolidated financial statements, and the management reports of Daimler AG and the Daimler Group. The Audit Committee receives the audit report that must be submitted at the latest together with the auditor’s opinion and discusses it with the annual auditor.

1.3 The Audit Committee prepares the decisions of the Supervisory Board concerning the approval of the annual financial statements and the endorsement of the consolidated financial statements, as well as the Board of Management resolution for the appropriation of profit, and submits corresponding recommendations to the Supervisory Board.

1.4 The Audit Committee shall discuss half-year and quarterly financial reports, as well as the auditor’s reports on review engagements, with the Board of Management and the annual auditor.

1.5 The Audit Committee elaborates significant changes in the audit and accounting methods.
2. Annual Audit

2.1 Selection and Engagement of the Annual Auditor

2.1.1 The Audit Committee prepares the Supervisory Board proposal to the Annual Meeting of the Shareholders for the appointment of the annual auditor and the auditor for the audit review of interim financial reports (referred to as “annual auditor” in the present document) and submits a corresponding recommendation to the Supervisory Board.

2.1.2 Apart from the proposal for the renewal of an existing audit mandate within the maximum legally permissible term, the recommendation of the Audit Committee must be justified and include at least two suggestions for the mandate. The Audit Committee shall state its preference for one of the two proposed choices with a disclosure of the reasons. The Audit Committee is responsible for issuing the recommendation in accordance with the selection process designed in conformity with the legal regulations.

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

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

2.2 Independence of the Annual Audit

2.2.1 Before submitting the proposal, the Audit Committee shall examine the specific suitability, qualification and independence of the external auditor on an annual basis. To this end, before proposing a candidate, the Audit Committee shall obtain a written declaration from the prospective annual auditor detailing
that the annual auditor, audit partners and members of the upper management level, as well as the management staff conducting the annual audit are independent of the audited company;

if any business, financial, personal or other such relations exist between the annual auditor and its executive bodies and audit managers, on the one hand, and the entities of the Daimler group and their board members, on the other, that could give rise to concern regarding partiality;

which scope of other services were rendered for the Daimler Group during the last financial year or are contractually agreed for the coming year;

that no prohibited non-auditing services specified in the annex of these Rules of Procedure are performed;

that the external audit partners responsible for the audit of the annual financial statements and consolidated financial statements of Daimler AG in the respective financial year have not yet performed audit services for a period of six years.

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

2.3 Performance of Non-Auditing Services

The Audit Committee shall ensure that it has approved in advance the performance of all permitted non-auditing services by the annual auditor and that the total fees for these services do not exceed 70% of the average of audit fees paid in the last three financial years for annual audits, including annual audits at subsidiaries. ¹

The Audit Committee has approved the performance of the permitted non-auditing services by the annual auditor as specified in the annex to these Rules of Procedure after an appropriate evaluation of the dangers for the independence of the annual auditor. The Audit Committee shall review and

¹ Monitoring of the legal fee limitation to 70% of the average fee of the preceding three years shall be valid from the financial year ending as of December 31, 2020.
confirm or adapt the annex on an annual basis. The Audit Committee can delegate its approval power for assigning individual pre-approved non-auditing services specified in the annex to professionally competent managers of the company.

All non-auditing services, which are covered in the annex but are not prohibited with an order volume of more than € 1 million require the individual approval of the Audit Committee, which must be obtained in advance. The Chairman of the Audit Committee can be authorized by the Audit Committee to issue these individual approvals.

At least once per year, the Board of Management shall report to the Audit Committee on the non-auditing services performed in the preceding financial year and the compliance with the fee limit for permitted non-auditing services of the annual auditor. ²

In case of an assignment of non-auditing services by the Supervisory Board, for example with regards to the declaration on non-financial matters or the separate non-financial report, respectively, the provisions of 2.1.1, 2.1.2, 2.1.3 and 2.4.1 apply accordingly.

2.4 Quality of the Annual Audit

2.4.1 The Audit Committee shall monitor the activities of the annual auditor in the framework of the annual audit and the audit review of interim financial reports and will obtain information on the activities of the audit procedures on a regular basis to this end. The Audit Committee shall obligate the annual auditor to inform the Chairman of the Audit Committee without delay about

- any possible grounds for exclusion or bias that arise during the audit or audit review, and

- all findings and incidents significant to the duties of the Supervisory Board and the Audit Committee, in particular suspected irregularities in the accounting that arise during the annual audit or audit review

² Monitoring of the legal fee limitation to 70% of the average fee of the preceding three years shall be valid from the financial year ending as of December 31, 2020.
2.4.2 The Audit Committee shall discuss together with the annual auditor and

- all critical accounting policies and practices;

- all substantial weaknesses of the internal control and risk management with reference to the accounting processes that may be reported by the annual auditor;

- any alternative accounting treatments of financial information within accounting regulations related to material items that have been discussed between the annual auditor and Management;

- consequences of applying these alternative accounting options and the annual auditor’s preferred method;

- significant written communication with the Board of Management, such as an overview of unadjusted differences of opinion between the Board of Management and the annual auditor; the annual auditor has to submit these documents to the Audit Committee prior to the meeting. Information on significant differences of opinion between the Board of Management and the annual auditors is also to be provided in those cases when the underlying issues were not recorded in writing.

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

2.4.4 The Audit Committee implements a monitoring process aimed at ensuring compliance with the legal requirements concerning the internal and external rotation of the annual auditor, prohibited non-auditing services and the legal limitation of the fee for permitted non-auditing services of the annual auditor.
3. Monitoring the Effectiveness of the Internal Control and Risk Management System, Audit System and Compliance Management

3.1 The Audit Committee shall at least annually discuss with the Board of Management the effectiveness and functionality of the internal control and risk management system, the corporate audit system and the compliance management and meaningful adjustments. The Audit Committee gets reports from the Board of Management on measures for the elimination of potential system deficiencies or weaknesses and for the implementation of meaningful adjustments. Once per year, the Audit Committee receives the advance annual audit plan from Corporate Audit, gets regular reports on significant findings and, if possible, on the measures taken, and can also commission specific requests from Corporate Audit.

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

4. Preparation of the Report of the Supervisory Board

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

5. Reporting Obligation to the Supervisory Board

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

The Audit Committee is entitled in the interests of fulfilling its duties to seek external advice to an appropriate extent after informing the Chairman of the Supervisory Board.

V. **Obligation to Request and Receive Reports**

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

The report of the Business Practices Office shall present all new cases, cases that are in the process of being investigated or have been suspended for procedural reasons, or closed cases, including the measures authorized under labor law, which meet the following criteria:

1. The allegation associated with a high risk for the company, including the employees, is directed against affected parties who are members of management level 1 or higher or against members of the Board of Management or the Supervisory Board of controlled companies of Daimler AG, which are included in the consolidated financial statements of Daimler AG (including as affected parties management level 2 and 3).

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

- acts of corruption, antitrust law and money laundering offenses,
- theft, breach of trust and enrichment offenses of a significant magnitude or value (over 100,000 euro),
- serious violations of physical and psychological integrity, serious cases of sexual harassment, discrimination, racism, human rights violations (e.g. violation of the principles of the UN Global Compact),
- serious breaches of group internal legal regulations to the detriment of employees, violations of data protection law relevant under criminal law,
- accounting and bookkeeping violations with significant effects which are discernible to external parties,
- serious violations in connection with technical specifications and/or technical security, serious violations in connection with environmental regulations,
- export control violations, breaches of sanctions,
• serious violations of the integrity of the whistleblower system, e.g. serious violation against the whistleblowers' anonymity, serious violation against the reporting requirement,
• rule violations, which are likely to cause severe damage to the company's reputation, as well as other high risks, e.g. rule violations associated with high damages (over 100,000 euro) for the company,

or

2. The allegation is directed against affected parties below management level 1 and relates to cases of active bribery, antitrust law and money laundering offenses, export control violations or breaches of sanctions.

Members of the Board of Management or Supervisory Board of Daimler AG shall be subject to a separate procedure (cf. ROP Supervisory Board VIII. No.13).

Moreover, in addition to the reports according to Article IV. No. 3.1 of these Rules of Procedure, the Audit Committee shall request information from the Board of Management as promptly as possible regarding:

1. significant off-balance sheet transactions and other material financial arrangements and transactions which do not appear in the regular reports;

2. all significant deficiencies and material weaknesses in the design and operation of the accounting process and the internal control system, including the risk management system and the internal audit system, particularly severe deficiencies and substantial weaknesses that could adversely affect the ability of Daimler AG to record, process, summarize and report financial data;

3. any infringement of the law (in particular fraud/embezzlement/breach of trust), independent of materiality, committed by employees who have a significant role in the internal controls and management systems, including the respective measures which have been taken;

4. any other illegal acts and substantial risks known to the Board of Management.
VI. Additional Provisions

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

VII. Validity

These Rules of Procedure shall remain in force until the Supervisory Board resolves otherwise. In individual cases, the Supervisory Board may resolve by a simple majority to permit deviations from the Rules of Procedure of the Audit Committee.
Rules of Procedure

of the

Nomination Committee of the Supervisory Board

of

Daimler AG

(convenience translation)

I. General

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

2. For reasons of language simplicity, only the masculine gender is used in this text, which form should be understood to include both male and female persons.

II. Composition

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

The majority shall be independent.

III. Chairman

The Nomination Committee is chaired by the Chairman of the Supervisory Board.
IV. Tasks and Responsibilities of the Nomination Committee

Recommendations for Election Proposals

1. The Nomination Committee recommends candidates as future members of the Supervisory Board. The Supervisory Board then proposes these candidates for election to that Board at the Shareholders’ Meeting.

2. Prior to making a recommendation on the election of a candidate or candidates to the Supervisory Board, the Nomination Committee defines the requirements for the specific vacant mandate.

3. In its recommendation of candidates, the Supervisory Board shall observe the statutory requirements and shall consider the recommendations of the German Corporate Government Code as well as the specific objectives the Supervisory Board sets for its composition. It shall aim at rounding off the overall requirements profile including the competence profile for the entire body of the Supervisory Board.

4. The Nomination Committee shall investigate the candidates’ personal and business relationships with the companies of the Daimler Group and the management organs of Daimler AG, as well as the candidates’ direct or indirect relationships with shareholders of more than 10% participating interest in Daimler AG.

5. The Nomination Committee shall not recommend to the Supervisory Board any candidates who exercise top management or advisory functions at major competitors of Daimler AG or its group companies, or are involved in any other conflict of interest that is not temporary in nature.

6. The Nomination Committee shall not recommend to the Supervisory Board any candidate, who is a member of the Board of Management of a listed company and already exercises three supervisory board mandates in listed companies, or in supervisory bodies of companies with comparable requirements, outside the corporate group for which his board of management activity is performed.
7. The Nomination Committee shall inform the Supervisory Board of the defined specialist requirements, the suitability of the proposed candidate and the manner, in which the aims stated in Item 3 are taken into account in the search for candidates.

The Nomination Committee is allowed to make use of external consultants to an appropriate extent to fulfill its tasks.

V. Additional Provisions

In addition, the current version of the Rules of Procedure of the Supervisory Board applies accordingly, particularly the regulations regarding resolutions, confidentiality, conflicts of interest and minutes.

VI. Validity

These Rules of Procedure shall remain in force until the Supervisory Board resolves otherwise. In individual cases, the Supervisory Board may resolve by a simple majority to permit deviations from the Rules of Procedure of the Nomination Committee.