

DAIMLER

Rules of Procedure
of the Supervisory Board
and its Committees

Published: December 2011

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DAIMLER

Rules of Procedure

of the

Supervisory Board

of

Daimler AG

(convenience translation)

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 should collectively be in possession of the information, skills and professional experience required to correctly perform their duties, be sufficiently independent and reflect the international orientation of Daimler AG.

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 Daimler AG or major competitors of its subsidiaries, or be involved in any other conflicts of interest.
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.
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. Regarding nominations for elections of Shareholder Representatives to the Supervisory Board, diversity shall generally be ensured and that candidates for a full term of office shall not exceed the age of 68 at the time of their election.
8. Members 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, 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 once every quarter and must convene twice within every six-month period.
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. 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 attends less than half of the meetings of the Supervisory Board in a given financial year, this is noted in the report of the Supervisory Board to the Annual Meeting, with designation of any specified reasons.

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 a 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 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 they are active.
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, lenders or other commercial partners 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 long-term conflicts of interest 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, considers diversity of board composition and ensures together with the Management Board that a long-term follow-up plan is in existence. The Supervisory Board appoints one member of the Board of Management as Chairman of the Board of Management.
3. The first appointment of Members of the Board of Management shall generally be limited to a period of three years.
4. 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.
5. Persons 65 years of age or over shall only be appointed to the Board of Management in special circumstances. Persons older than 60 should generally be appointed to the Board of Management for a period of one year only. The Supervisory Board may disregard this edict in justified instances.
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. Written reports of the Board of Management to the Supervisory Board are distributed 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 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 auditing the annual financial statements and consolidated financial statements 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.
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 and the respective recommendations of the German Corporate Governance Code. 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 the Chairman of the Board of Management and discuss the strategy, development of business and risk management 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.
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 all 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 Office of the Corporate Secretary 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.

Rules of Procedure
of the
Mediation Committee of the Supervisory Board
of
Daimler AG

(convenience translation)

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, 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

If the appointment of Board of Management members is not carried out by the Supervisory Board in accordance with § 31 para. 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.

V. Additional provisions

In addition, the current version of the Rules of Procedure of the Supervisory Board 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.

Rules of Procedure

of the

Presidential Committee of the Supervisory Board

of

Daimler AG

(convenience translation)

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 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 § 89 of the Stock Corporation Law (granting of loans to members of the Board of Management), § 114 of the Stock Corporation Law (contracts with members of the Supervisory Board) and § 115 of the Stock Corporation Law (granting of loans to members of the Supervisory Board) 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 on the appointment of the Chairman of the Board of Management. The same applies to discharges of members of the Board of Management.

5. Contractual matters

Subject to IV. 6 of these Rules of Procedure the Presidential Committee negotiates and decides on service contracts and other contractual matters concerning the Board of Management and concludes 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 in the sense of § 87 Stock Corporation Act and the respective recommendations of the German Corporate Governance Code.

7. Information regarding to the remuneration of the Board of Management

The Presidential Committee shall review the information to be published in the financial statements and the Internet regarding the basic principles of the compensation system, the potential share-based compensation and the remuneration of individual members of the Board of Management. The Chairman of the Supervisory Board shall inform the Annual Meeting about the compensation system and any changes to the system.

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

The Presidential Committee decides on the issuance of approvals for sideline activities of the members of the Board of Management and reports such approvals to the Supervisory Board in an ongoing and timely manner. Once a year it presents 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. Code of Ethics

The Presidential Committee examines and decides on waivers of the Code of Ethics of Daimler AG with regard to members of the Board of Management.

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

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 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

1. The Audit Committee consists of four members elected by a majority vote.
2. The composition of the Audit Committee shall be in accordance with the respectively applicable independence regulations.
3. All members of the Audit Committee shall have specialist knowledge in the area of accounting, business or finance management.

III. Chairman and Deputy Chairman

1. Unless there are special reasons to the contrary, the Chairman of the Supervisory Board should not also be the Chairman of the Audit Committee.
2. The Chairman of the Audit Committee must be independent and a financial expert in accordance with the requirements applicable for Daimler AG and he should especially be an expert in the area of accounting. He should additionally have

specialist knowledge and experience in the application of internal control procedures. He should not be a Member of the Board of Management of Daimler AG whose term ended less than two years ago.

IV. Attendance of Audit Committee Meetings

1. Unless the Audit Committee resolves otherwise in individual cases, the external auditor shall attend the meetings of the Audit Committee.
2. Furthermore, the Audit Committee may also regularly consult the Board of Management or individual board members and further internal or external experts in other individual cases

V. Tasks and responsibilities of the Audit Committee

1. Accounting

The Audit Committee deals with accounting issues. It is responsible for the supervision of the accounting process, discussing and auditing the annual and consolidated financial statements of Daimler AG and the Daimler group. Its audit consists in establishing in particular whether the statutory requirements have been observed in the preparation of the annual financial statements of the company and of the group and whether the financial statements fairly present the net assets, financial position and results of operations of the company and group covered in the audit.

The Audit Committee shall discuss half-year and quarterly financial reports with the Board of Management prior to their publication. At the request of at least one member of the committee, discussions may be also based on drafts of the abovementioned documents.

2. External Auditor

- 2.1 The Audit Committee puts forward a proposal for the selection of a candidate for external auditor and the auditor for the audit review of interim financial reports to the Supervisory Board, which passes a resolution on the proposal at the Annual Meeting.

- 2.2 Before submitting the proposal, the Audit Committee shall examine the specific suitability, qualification and independence of the external auditor

and the auditor of the audit review of interim financial reports. To this end, before proposing a candidate, the Audit Committee shall obtain a declaration from the prospective external auditor in particular detailing

- if any business, financial, personal or other such relations exist between the external 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 may bring the independence of the external auditor into question, and the nature of any such relations where applicable;
- the scope of any other services rendered for the Daimler group during the last financial year or contractually agreed for the coming year, particularly in the consultancy sector;
- that the external audit partners having responsibility for the audit of Daimler AG have performed audit services in no more than the four previous financial years, starting with fiscal 2004.
- that no unpermitted non-audit services as stipulated in the appendix* of this Rules of Procedure have been taken over, which the Audit Committee can amend and supplement at anytime according to the legal requirements.

2.3 The Audit Committee is also authorized to commission external auditors on behalf of the Supervisory Board for the audit of the annual financial statements, consolidated financial statements and audit review of interim financial reports, to specify the main audit areas and agree the fee with the external auditor.

2.4 The Audit Committee shall monitor the activities of the external auditor in the framework of the annual audit and the audit review of interim financial reports and to this end will obtain information on the activities of the audit procedures on a regular basis. The Audit Committee shall obligate the external auditor to inform the Chairman of the Audit Committee without delay of any possible grounds for exclusion or bias that arise during the audit or audit review, and to immediately report all findings and incidents significant to the duties of the Supervisory Board and the Audit Committee that arise during the audit or audit review.

2.5 The Audit Committee shall discuss together with the external auditor and the auditor of the audit review

- 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 auditors;
- any alternative accounting treatments of financial information within accounting regulations related to material items that have been discussed between the auditor and Management;
- consequences of applying these alternative accounting options and the external 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 auditor; the 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 auditors is also to be provided in those cases when the underlying issues were not recorded in writing.

2.6 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.

3. Risk Management, Control System

The Audit Committee shall at least annually discuss with the Board of Management and the external auditors the effectiveness, functionality and appropriateness of the risk management system, the internal control system and the control system and process regarding the disclosure of Company-related information including sensible adjustments. The Board of Managements gives a report to the Audit Committee on measures to eliminate eventual system defaults or weaknesses and the implementation of sensible adjustments. The Audit Committee and the Board of Management further discuss on business risks with substantial effects on the assets, financial and profit situation of the Company.

4. Corporate Audit, Compliance

The Audit Committee shall at least annually discuss with the Board of Management and the external auditors the effectiveness, functionality and appropriateness of the internal control system and the compliance management including sensible adjustments. The Board of Managements gives a report to the Audit Committee on measures to eliminate eventual system defaults or weaknesses and the implementation of sensible adjustments. The Audit Committee further receives the advance annual audit plan from Corporate Audit, gets regular reports on essentials findings and if possible on the measures which have been taken and it can also commission specific requests from Corporate Audit.

5. Other financial reporting

The Audit Committee shall request information regarding other financial reporting from the Board of Management (e.g. press releases, profit expectations etc.). The information can also be obtained after the publication of these reports.

6. Recommendations to the Supervisory Board

The Audit Committee issues recommendations to the Supervisory Board, among others regarding the use of unappropriated profit and the approval of the financial statements and endorsement of the consolidated financial statements.

7. Reporting Obligation to the Supervisory Board

At the latest at the next Supervisory Board Meeting that follows the Audit Committee meeting, the Chairman of the Audit Committee gives a report on the issues of the Audit Committee.

8. 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 and the consolidated financial statements is prepared by the Audit Committee.

9. 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.

VI. Catalog of Approval

The following measures and transactions require the prior approval of the Audit Committee:

1. Engagement of the company's external auditor, auditor engaged for performance of the audit review, or an affiliate thereof for the performance of auditing and authorized non-audit services by the company as stipulated in the appendix* of this Rules of Procedure This applies accordingly to Group companies. The Audit Committee can implement special pre-approval procedures;
2. establishment of procedures for dealing with complaints regarding accounting, internal controls or auditing matters and procedures for confidential and anonymous submission of communications from employees of the company especially concerning questionable accounting and auditing matters, and the commissioning of a competent office for this purpose (Business Practices Office);
3. issuance and amendment to the Rules of Procedure for the Business Practice Office.

VII. Reporting Obligations

For the performance of its duties the Audit Committee shall obtain information from the Board of Management concerning the development of business and most important key figures for the group and the segments and the report of the Business Practice Office on a regular basis, at least once every quarter. The members of the Audit Committee are to be provided with advance preparatory information on meetings within an appropriate time.

In addition to the reports on risk management, the internal control system, internal audit and compliance according to V. no. 3 and 4 to this Rules of Procedure the Audit Committee shall request information from the Board of Management as promptly as possible regarding:

1. significant off-balance sheet arrangements and other material financial arrangements that do not appear in the regular reports;
2. all significant deficiencies and material weaknesses in the design or operation of the accounting process and the internal control system including the risk management system and the internal audit system especially of severe deficiencies and substantial weaknesses which could adversely affect the ability of Daimler AG to record, process, summarize and report financial data;
3. any sanctioned infringement of law (in particular fraud/embezzlement/breach of trust), regardless of materiality, which involves management or other employees who have a significant role in the internal controls over financial reporting, including the respective measures which have been taken.
4. any other illegal acts and substantial risks known to the Board of Management.

VIII. 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.

IX. 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 consists of at least three members, who represent the shareholders in the Supervisory Board and who 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. It explains these requirements and the suitability of the recommended candidate to the Supervisory Board.

The Nomination Committee is allowed to make use of external consultants 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.

