



Rules of Procedure for the Managing Board of DHL AG

Dated: August 27, 2025

Pursuant to § 6 sub-paragraph 3 of the Articles of Association of DHL AG, the Managing Board adopts the following rules of procedure:

§ 1

General

The Managing Board in its entirety and every single member of the Managing Board shall during their management conscientiously observe in particular the provisions of the German Stock Corporation Act (*Aktiengesetz*), the Articles of Association and the rules of procedure for the Managing Board and for the Supervisory Board. The members of the Managing Board comply with the recommendations of the German Corporate Governance Code that apply to them, unless deviations are declared in the declaration of conformity to be submitted annually together with the Supervisory Board.

§ 2

Joint and Single Management

The Managing Board shall manage the company with an overall responsibility according to uniform objectives, plans and guidelines. Without prejudice to the overall responsibility each member of the Managing Board shall act within the competence assigned to him on his own responsibility, but is obliged to always subordinate the competence based interests to the entire benefit of the company.

§ 3

Allocation of Competences

(1) The allocation of competences within the Managing Board shall be laid down by the entire Managing Board in a schedule of responsibilities.

(2) The schedule of responsibilities shall be proposed by the chairman of the Managing Board. In the event of any disputes between single members of the Managing Board on the scope of the respective competences, the chairman of the Managing Board shall decide.

§ 4

Overall Responsibility

Without prejudice to their competence all members of the Managing Board shall constantly follow all data which are material for the course of business of the company in order to work at any time towards the avoidance of imminent disadvantages, desirable improvements or useful changes by referring to the entire Managing Board, informing the chairman of the Managing Board or by any other appropriate manner.

§ 5

Duties of the Chairman for the entire Managing Board

(1) The members of the Managing Board shall constantly inform the chairman of all material activities and the course of business within their competence. The chairman of the Managing Board shall manage the affairs of the Managing Board, co-ordinate the activities relating to the competence with the overall objectives and plans of the company and ensure the execution of the corporate policy.

(2) The chairman shall represent the Managing Board vis-à-vis third parties and shall execute the resolutions of the entire Managing Board to the extent that the subject of the resolution does not belong to the competence of another member of the Managing Board.

§ 6

Board Meetings

(1) In principle, the Managing Board shall always make its decisions during the board meetings, which may also be held as hybrid or virtual meetings. As a rule, board meetings shall take place once a month. In the case of urgency or upon application of two members of the Managing Board the chairman shall immediately convene a board meeting. Board meetings must always take place if this is required by the welfare of the company. The chairman may order that a decision has to be made in the circulation procedure or by other means (e.g. votes transmitted by telephone) to the extent that no other member of the Managing Board immediately objects to this procedure.

(2) The setting of the dates, the calling of the meeting, the agenda, the regulations for the preparation of the meeting and the documentation, the direction of these meetings and the minutes of the meeting shall be incumbent on the chairman of the board. If the chairman is not able to attend the board meeting, the meeting shall be directed by a member designated by him, otherwise by the oldest present member of the board.

(3) Each member of the board shall be entitled to require that topics named by him are added to the agenda.

(4) The Managing Board shall, if possible, make its decision unanimously. In case no agreement can exceptionally be reached on a matter to be decided, the chairman of the meeting shall determine whether a vote shall be taken or if the decision making shall be postponed. Resolutions that have not been passed unanimously shall be marked in the minutes of the meeting stating the respective voting proportions.

(5) The Managing Board shall only be competent to pass a resolution if at least half of its members are present. The simple majority of votes shall decide. The vote of the chairman of the board shall be decisive in the case of a parity of votes. If the chairman is not present or prevented from attending the meeting the proposal for a resolution shall be objected in the event of a parity of votes.

(6) Resolutions of the Managing Board concerning matters of the competence of a member of the Managing Board shall only be made in the presence of the member affected by the subject of the passing of a resolution except for cases of urgency. Members who are prevented from taking part in the meeting may assign another member of the Managing Board to cast their vote on their behalf.

(7) Discussions of the Managing Board shall be confidential. In consideration of § 93 subparagraph 1 sentence 3 of the German Stock Corporation Act the results of discussions shall only be passed on to the extent necessary for the execution of the decision made.

§ 7

Mandatory Right of Decision for the entire Managing Board

(1) The entire Managing Board shall decide on all matters of special importance and significance for the company, in particular on:

- a) matters for which the law, the Articles of Association or these rules of procedure provide for a resolution of the Managing Board;
- b) the annual accounts of the company;
- c) matters that have to be submitted to the Supervisory Board for approval;
- d) the calling of a shareholders' meeting and applications as well as proposals of the Managing Board for the passing of a resolution by the shareholders' meeting.

(2) Matters that a member of the Managing Board submits to the entire Managing Board for a decision shall also be subject to a majority decision.

§ 8

Execution of the decisions

The execution of the measures decided by the entire Managing Board shall be arranged for by the respective responsible member of the board and shall be guided by the chairman of the Managing Board. To the extent an assignment of duties has not been made in a particular case, the arrangement and execution shall be incumbent on the chairman of the Managing Board.

§ 9

Committees

The Managing Board shall be entitled to establish committees and to determine its duties. These committees shall be obliged to report to the entire Managing Board.

§ 10

Co-ordination in case of Vacation and Illness

The chairman of the board co-ordinates the vacation requests and the respective representative of the members of the board. A respective arrangement for representation shall apply in case of illness or other cases of prevention of a member of the Managing Board.

§ 11

Conflicts of Interest

(1) The members of the Managing Board are bound to observe the enterprise's best interests. In all their decisions, they must neither pursue personal interests nor exploit for themselves business opportunities to which the enterprise is entitled.

(2) Each Managing Board member shall disclose conflicts of interest to the chair of the supervisory board and the Managing Board without undue delay and shall inform the other members of the Managing Board.

§ 12

Representation vis-à-vis the Supervisory Board

The chairman of the Managing Board shall represent the Managing Board vis-à-vis the Supervisory Board. He shall seek the approval of the Supervisory Board in the cases required by law, the Articles of Association or the rules of procedure for the Supervisory Board or in any other case in which the approval of the Supervisory Board is necessary; he shall keep the Supervisory Board informed about the situation of the company and the course of business within the scope of the legal duty to report.

The chairman of the Managing Board shall immediately report orally or in written form to the chairman of the Supervisory Board on all other matters which are particularly important for the company. The chairman of the Managing Board shall be supported by all members of the Managing Board while performing this task.

§ 13

Representation of the Company

DHL AG shall be legally represented by two members of the Managing Board or by a member of the Managing Board together with an executive holding a general power of attorney to act for the company (*Prokurist*).

The Supervisory Board has agreed to these rules of procedure in a meeting as of September 23, 2025.