

# Agreement for Electronic Data Interchange for invoices and credit notes("Agreement")

between

**Supplier: XXXX ID:DE**

And

**Customer:**

**Daimler AG ID: DE812526315**

**Mercedes-Benz AG ID: DE321281763**

## **Article 1 Scope of application, electronic data interchange**

- 1.1 This Agreement in its entirety serves mainly to meet country-specific VAT requirements, in particular the provisions of the value added tax law of the invoice recipient (generally the German VAT Act) as well as the current EC VAT Directive. This Agreement applies to all invoices and self-billed invoices submitted between the parties within the scope of existing and future contracts for deliveries and services.
- 1.2 Messages can also be effectively delivered by way of electronic data interchange ("Electronic Messages"), subject to national legal regulations. To the extent permitted by law, electronic messages and their embodiments are also considered evidence in judicial and arbitral proceedings.
- 1.3 In the delivery of electronic messages, the applicable legal requirements and procedures must be observed which guarantee the authenticity of the origin and integrity of data. Electronic messages must be made readable at any time.
- 1.4 The messages required within the framework of electronic transmission of invoices and self-billed invoices shall be transmitted to the other party from \_\_.\_\_.20\_\_ using the procedures defined in the Annex. It is possible to agree on the exchange of further message types by means of electronic data interchange.

## **Article 2 Confidentiality**

- 2.1 Electronic messages, interface information, key database, access data, all information marked as confidential, agreed as confidential or obviously confidential must be treated confidentially, adequately protected against unauthorized access, and only made accessible to third parties to the extent that it is necessary for them to know the information and after they have signed a written undertaking to observe confidentiality.
- 2.2 The provisions of this Article 2 shall continue to apply after termination this Agreement, as do the statutory provisions for archiving.

**Article 3 Duration of the contract, applicable law, dispute resolution, amendments**

- 3.1 This Agreement shall come into force upon signature by the Parties and shall apply indefinitely. It may be terminated in writing by either Party with a notice period of three months to the end of the year.
- 3.2 This Agreement shall be governed exclusively by German law. Stuttgart shall be the sole place of jurisdiction for all disputes arising from this Agreement.
- 3.3 Amendments to this Agreement must be in writing. This written form requirement can only be waived in writing.

**Supplier**

**Daimler AG and Mercedes-Benz AG**

\_\_\_\_\_  
Place, Date

Stuttgart, \_\_\_\_\_  
Place, Date

\_\_\_\_\_  
Signature; Name (in block letters)

ppa. Wolfgang Kumpf \_\_\_\_\_  
Signature; Name (in block letters)

\_\_\_\_\_  
Signature; Name (in block letters)

i.V. Frank Krug \_\_\_\_\_  
Signature; Name (in block letters)

# **Annex 1**

of

## **Agreement for Electronic Data Interchange of Billing Invoices and Credit Memos**

## **Preliminary Remarks**

As a component of the Agreement for Electronic Data Interchange of Billing Invoices and Credit Memos (EDI), this Annex 1 shall enter into force on \_\_.\_\_.20\_\_ and shall remain valid until such time as it is replaced by a new Annex 1. In the event of changes, each contract party will be informed in good time and will be provided with the respectively current annex.

## **Messaging Standards**

Currently the following EDI Standard is supported:

- **UN/EDIFACT INVOIC D.07A acc. to VDA Recommendation 4938 Part 2**

Other UN/EDIFACT standards, subsets or versions are not supported.

The applicable segments, data element groups and their data elements, as well as their formats and content, are in keeping with the aforementioned EDI application recommendation of the VDA.

## **Data Transmission Procedure**

The EDI transmission files are transmitted via a secure data transfer protocol, such as OFTP1, OFTP2 or AS2. In the case of OFTP1, secure network connections must be used (VPN); for AS2 and OFTP2 via the Internet, SSL/TLS encryption must be activated.

The EDI transfer files shall be processed promptly after receipt (without culpable delay). The sender can treat the EDI transfer file as invalid after consulting with the recipient, and can resend the EDI transfer file (recovery procedure) if he does not receive a confirmation of receipt within a period of 3 working days or has been notified that the processing is impossible due to technical transmission errors.

## **Feedback/Receipt**

For each transmission of billing invoices and other invoicing documents (see under item A), page 3), CONTRL and APERAK messages will be sent by the service provider of the three companies as standardized receipt of acknowledgment and error communication for invoice documents.

This procedure describes a standardized exchange of feedback messages, especially error messages and warnings in the process of invoice documents according to VDA 4938 T2.

## **Attributes for Ensuring Authenticity**

In particular for ensuring authenticity of the data origin, the parties shall enter into an obligation for the exclusive use of the protocol specified in the parameter sheet.

In addition, in order to ensure the authenticity of the data origin, at the time of receipt checks must be performed on the identifiers designated in the segments and data elements of the UN/EDIFACT Standard listed below:

**A) Transmission of billing invoices and other invoicing documents of the supplier:**

For the identification of the sender, the following attributes must always be used cumulatively:

- in segment UNB, data element 0004: The unique identification number issued to the supplier or to his assigned third party by the administering organization.
- in segment RFF, data element 1154 of segment group 3 in the event of a supplier reference (i.e. if the value "SE" is specified for segment NAD in data element 3035): The VAT Identification Number (VAT ID) issued to the supplier by the government tax authority, if the value "VA" is specified in data element 1153 of the same RFF segment, or the tax number assigned to the supplier by the government tax authority, if the value "FC" is specified in data element 1153 of the same RFF segment.
- in segment NAD, data element 3039 of segment group 2 in the event of a supplier reference (i.e. if the value "SE" is specified for segment NAD in data element 3035 ): the supplier number at the customer.

Identification attributes of the sender:

<b>Identification Number</b> (segment UNB, data element 0004) <b>Sender Identification</b> (segment UNB, data element 0004)	<b>VAT ID No. or Tax number</b> (segment RFF, data element 1154) <b>VAT ID or Tax number</b> (segment RFF, data element 1154)	<b>Supplier No. at the Customer</b> (segment NAD, data element 3039) <b>Supplier No. ass. by Buyer</b> (segment NAD, data element 3039)
<b>Odette ID of Supplier</b>	<b>DE XXXXXXXXXX</b>	<b>xxx/xxxxx</b>

For identification of the recipient, the following attributes must always be used cumulatively:

- in segment UNB, data element 0010: The unique identification number assigned to the supplier or to his assigned third party by the administering organization.

Daimler AG                    00013000577MB0000000400  
 Mercedes-Benz AG        00013000577MB0000002724

- in segment RFF, data element 1154 of segment group 3 in the event of supplier reference (i.e. if the value "BY" is specified for segment NAD in data element 3035): The VAT Identification Number (VAT ID) issued to the supplier from the government tax authority, if the value "VA" is specified in data element 1153 of the same RFF segment, or the tax number assigned to the supplier by the government tax authority, if the value "FC" is specified in data element 1153 of the same RFF segment.

<b>Identification Number</b> (segment UNB, data element 0010) <b>Recipient Identification</b> (segment UNB, data element 0010)	<b>VAT ID No, or Tax number</b> (segment RFF, data element 1154) <b>VAT ID or Tax Number</b> (segment RFF, data element 1154)																			
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## Core Data Fields

Depending on the item being invoiced, the three companies will require the following segment contents in addition to the other required fields:

### General Data

### General Data

<b>Bezeichnung / Denomination</b>	<b>Position / Position</b>	<b>Segment (Nr.) / Segment (No.)</b>	<b>Zulässige Festwerte / Allowed fixed values</b>
Documentenart Document name code	Kopf/Header	BGM (3)	380, 381
Rechnungsdatum Billing date	Kopf/Header	DTM (4)	137
Liefer-/Leistungsdatum Services rendered date	Kopf/Header	DTM (7)	1

### Materialbezogene Daten

### Material Related Data

a) Produktionsmaterial

Production Material

<b>Bezeichnung / Denomination</b>	<b>Position / Position</b>	<b>Segment (Nr.) / Segment (No.)</b>	<b>Zulässige Festwerte / Allowed fixed values</b>
Verarbeitungsinformation Processing Information	Kopf / Header	GEI (11)	PM
Sachnummer Kunde Buyer's Article number	Position / Line item	LIN (44)	IN
Werk Plant	Position / Line item	RFF (69)	PE
Abladestelle Place of discharge	Position / Line item	LOC (67)	11

Lieferscheinnummer Despatch note document i- dent.	Position / Line item	RFF (62)	AAU
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b) Andere Materialien

Other Materials

<b>Bezeichnung / Denomina- tion</b>	<b>Position / Posi- tion</b>	<b>Segment (Nr.) / Segment (No.)</b>	<b>Zulässige Festwerte / Allowed fix values</b>
Verarbeitungsinformation Processing Information	Kopf / Header	GEI (11)	OM
Sachnummer Kunde Buyer's Article number	Position / Line item	LIN (44)	IN
Werk Plant	Position / Line item	RFF (69)	PE
Abladestelle Place of discharge	Position / Line item	LOC (67)	11
Lieferscheinnummer Despatch note document i- dent.	Position / Line item	RFF (62)	AAU
Bestellnummer Purchase Order number	Position / Line item	RFF (62)	ON

c) Dienstleistungen

Services

<b>Bezeichnung / Denomina- tion</b>	<b>Position / Posi- tion</b>	<b>Segment (Nr.) / Segment (No.)</b>	<b>Zulässige Festwerte / Allowed fixed values</b>
Verarbeitungsinformation Processing Information	Kopf / Header	GEI (11)	S
Bezeichnung Item description	Position / Line item	IMD (46)	
Werk Plant	Position / Line item	RFF (69)	PE
Bestellnummer Purchase Order number	Position / Line item	RFF (62)	ON



**B) Transmission of self-prepared billing invoices (credit memo procedure) and other invoicing documents of the customer:**

For the identification of the sender, the following attributes must be cumulatively used at all times:

- In segment UNB, data element 0004: The unique identification number issued to the customer or to his assigned third party by the administering organization.  
 Daimler AG                      00013000577MB0000000400  
 Mercedes-Benz AG            00013000577MB0000002724
- In segment RFF, data element 1154 of segment group 3 in the event of customer reference (i.e. if the value "BY" is specified for segment NAD in data element 3035): The value added tax identification number (VAT ID) issued to the customer by the government tax authority, if the value "VA" is specified in data element 1153 of the same RFF segment, or the tax number issued to the customer by the government tax authority if the value "FC" is specified in data element 1153 of the same RFF segment.
- In segment NAD, data element 3039 of segment group 2 in the event of a customer reference (i.e. if the value "BY" is specified for segment NAD in data element 3035): the customer number at the supplier.

Identification attributes of the sender:

<b>Identification Number</b> (segment UNB, data element 0004)  <b>Sender Identification</b> (segment UNB, data element 0004)	<b>VAT ID No. or Tax Number</b> (segment RFF, data element 1154)  <b>VAT ID or Tax Number</b> (segment RFF, data element 1154)
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00013000577MB0000002724	<div style="border: 1px solid black; padding: 2px;">DE321281763</div> <div style="border: 1px solid black; padding: 2px;">FR75853252179</div>

**For the identification of the recipient the following attributes must be cumulatively used at all times:**

- In segment UNB, data element 0010: The unique identification number issued to the supplier or to his assigned third party by the administering organization.
- In segment RFF, data element 1154 of segment group 3 in the case of a supplier reference (i.e. if the value "SE" is specified for segment NAD in data element 3035): The VAT Identification Number (VAT ID) issued to the supplier from the government tax authority, if the value "VA" is specified in data element 1153 of the same RFF segment, or the tax number assigned to the supplier by the government tax authority, if the value "FC" is specified in data element 1153 of the same RFF segment.

<b>Identification Number</b> (segment UNB, data element 0010) <b>Recipient Identification</b> (segment UNB, data element 0010)	<b>VAT ID No. or Tax Number</b> (segment RFF, data element 1154) <b>VAT ID or Tax Number</b> (segment RFF, data element 1154)	<b>Supplier No. at Customer</b> (segment NAD, data element 3039) <b>Supplier No. ass. by Buyer</b> (segment NAD, data element 3039)
<b>Odette ID LN</b>	<b>VAT ID LN</b>	<b>xxx/xxxxx</b>

### Attributes for Ensuring Integrity

To ensure data integrity, the data recipient or a third party assigned by the latter must perform the checks specified in the UN/EDIFACT Standard:

- The value in segment UNT, data element 0074 must be the same as the number of transferred segments of the EDI message.
- The value in segment UNT, data element 0062 must be the same as the message reference number listed in segment UNH, data element 0062.
- The value in segment UNZ, data element 0036 must be the same as the number of messages contained in the EDI transmission.
- The value in segment UNZ, data element 0020 must be the same as the data exchange reference listed in segment UNB, data element 0020.

### Test Code

Test data must be coded by using the test indicator "1" in segment UNB, data element 0035  
If this indicator is not available the transferred data will be interpreted as productive data

### Value Added Tax – Required Disclosures

The mandatory disclosures of value added tax for billing invoices issued with VAT or credit memos must be presented as follows in the message and checked for completeness respectively by both partners before the invoice can be sent or processed upon receipt:

Full name and address of the supplier	Segment group 2 Segment NAD Qualifier SE – Seller (Supplier)
Full name and address of the customer	Segment group 2 Segment NAD Qualifier BY – Buyer (Customer)
German Tax Authority Tax Number or Value Added Tax Identification Number (VAT IDNo.) of the supplier	Segment group 3 (under SG2/NAD+SE) Segment RFF Qualifier VA - VAT IDNo FC - Tax number
Issue date of the billing invoice – In the event of an adjustment/correction, the valid date is the date on which the billing invoice is corrected.	Segment group n/a Segment DTM Qualifier 137 – Date of message

Consecutive invoice number	Segment group n/a Segment BGM Data element 1004
Quantity of delivered items or scope of other service	Segment group 26 Segment QTY Qualifier 47 – invoiced quantity
Commercially accepted designation of delivered items or type and scope of other service	Segment group 26 Segment IMD Data element 7008
Date of delivery or other service	Segment group n/a Segment DTM Qualifier 1 - Date of performance
The price for the delivery or other service, itemized according to tax rates and tax exemptions	For each VAT rate 1 x Segment group 52 Segment MOA Qualifier 125 – Taxable amount
Applicable tax rate and tax amount allocable to the nominal payment	Segment group 52 Segment TAX Qualifier VAT Data element 5278 – Tax rate Segment MOA Qualifier 124 – Tax amount
Price discounts agreed in advance	Segment group 50 Segment MOA Qualifier 109 - Discount amount
In the event of a tax exemption, a note referencing the tax exemption is required (e.g. "Intra-community delivery")	Segment group n/a Segment FTX Qualifier TXD - Tax return
Possible reference to the tax liability of the customer (reverse charge procedure), for example for construction services and plant deliveries by a company domiciled outside Germany (for details see § 13 b UStG (German VAT Law)).	Segment group n/a Segment FTX Qualifier TXD - Tax return