

DAIMLER TRUCK

ISIN: DE000DTR0013 / WKN: DTR001
ISIN: DE000DTR0CK8 / WKN: DTR0CK

Event: f658e111e488ec11812b005056888925

Daimler Truck Holding AG Stuttgart

We herewith invite our shareholders to the

virtual Annual General Meeting of Daimler Truck Holding AG

on Wednesday, June 22, 2022 at 10:00 hours (CEST).



Convenience translation.
The German text is legally binding.

On the basis of the Act on Measures in Corporate, Co-operative, Association, Foundation and Home Ownership Law to Combat the Effects of the COVID 19 Pandemic (*Gesetz über Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins-, Stiftungs- und Wohnungseigentumsrecht zur Bekämpfung der Auswirkungen der COVID-19-Pandemie*) of March 27, 2020 (Federal Law Gazette I (*Bundesgesetzblatt I*) No. 14 2020, p. 570), last amended by Art. 15 of the Act on the Establishment of a Special Fund “Reconstruction Aid 2021” and on the Temporary Suspension of the Obligation to File for Insolvency due to Heavy Rainfalls and Floods in July 2021 as well as on the Amendment of Other Acts of September 10, 2021 (*Gesetz zur Errichtung eines Sondervermögens „Aufbauhilfe 2021“ und zur vorübergehenden Aussetzung der Insolvenzantragspflicht wegen Starkregenfällen und Hochwassern im Juli 2021 sowie zur Änderung weiterer Gesetze vom 10. September 2021*) (Federal Law Gazette I (*Bundesgesetzblatt I*) No. 63 2021, p. 4147) (hereinafter “COVID-19 Measures Act”), the Board of Management of Daimler Truck Holding AG, with the approval of the Supervisory Board, decided, in view of the ongoing COVID-19 pandemic, to hold the Annual General Meeting on the 2021 financial year as a virtual annual general meeting.

The Annual General Meeting is therefore held **exclusively as a virtual General Meeting without the physical presence of shareholders or their proxies** (with the exception of the proxies appointed by the Company). The virtual General Meeting is transmitted in full for shareholders registered with the share register via the InvestorPortal at

<https://www.daimlertruck.com/investorportal/EN.html>

and broadcast audio-visually online. The introductory statement of the Chairman of the Supervisory Board and the speech by the Chairman of the Board of Management can also be followed by the interested public online at

<https://www.daimlertruck.com/agm-2022/>. Voting rights may only be exercised by shareholders or their proxies by absentee voting or by granting power of attorney and issuing instructions to the proxies appointed by the Company. The venue of the General Meeting within the meaning of the German Stock Corporation Act (*Aktien-gesetz*) is Carl Benz-Arena, Mercedesstraße 73d, 70372 Stuttgart, Germany.

I. Agenda

1. Presentation of the adopted annual financial statements of Daimler Truck Holding AG, the approved consolidated financial statements, the combined management report for Daimler Truck Holding AG and the Group and the report of the Supervisory Board for the 2021 financial year

The above documents also include the explanatory report on the information required pursuant to Section 289a and Section 315a of the German Commercial Code (*Handelsgesetzbuch*). They are contained in the 2021 annual report along with the non-financial statement for the Company and the Group and the declaration on corporate governance, but excluding the annual financial statements of Daimler Truck Holding AG. The annual report and the annual financial statements of Daimler Truck Holding AG are available at <https://www.daimlertruck.com/agm-2022/>.

The Supervisory Board has approved the annual financial statements and the consolidated financial statements prepared by the Board of Management for the year ended December 31, 2021 on March 23, 2022; the annual financial statements are thereby adopted. Therefore, in accordance with statutory provisions, no resolution has to be passed by the General Meeting in relation to Item 1 of the Agenda.

2. Resolution on the appropriation of distributable profit

In the 2021 financial year, Daimler Truck Holding AG generated distributable profit corresponding to the annual net profit in the amount of EUR 1,205,975,674.74.

The share capital of Daimler Truck Holding AG is divided into 822,951,882 no-par value registered shares. The 50,000 shares issued in connection with the formation of Daimler Truck Holding AG and currently attributable to Mercedes-Benz Group AG (formerly: Daimler AG) are entitled to dividends as of January 1, 2021. In the context of the separation of the Group, an additional 822,901,882 new shares were issued to the shareholders of Mercedes-Benz Group AG (534,918,723 shares), to Mercedes-Benz Group AG (233,936,002 shares) and to Daimler Verwaltungsgesellschaft für Grundbesitz mbH (54,047,157 shares) on the basis of the spin-off and hive-down agreement concluded in notarial form between Mercedes-Benz Group AG and Daimler Truck Holding AG on August 6, 2021 (deed no. 2648/2021 S and 2647/2021 S of the notary Dr Stephan Sünner with office in Stuttgart - hereinafter "Spin-off Agreement"). As stipulated in section 10.2 of the Spin-off Agreement and explained in part E.XII. 2 of the joint spin-off and hive-down report of the Board of Management of Mercedes-Benz Group AG and the Board of Management of Daimler Truck Holding AG, the shares newly issued in the context of the separation of the Group are only entitled to dividends from January 1, 2022 onwards. Thus, for the 2021 financial year, only

Mercedes-Benz Group AG would be entitled to participate in profits from the 50,000 shares issued in the course of the formation. Against this background, it was already indicated in the listing prospectus of Daimler Truck Holding AG published on November 26, 2021 that the company will not pay a dividend for the 2021 financial year.

The Board of Management and the Supervisory Board therefore propose that the distributable profit of Daimler Truck Holding AG for the 2021 financial year be transferred in full to other retained earnings.

3. Resolution on ratification of Board of Management members' actions in the 2021 financial year

The Board of Management and the Supervisory Board propose that the actions of the Board of Management members who were in office in the 2021 financial year be ratified for that period.

4. Resolution on ratification of Supervisory Board members' actions in the 2021 financial year

The Board of Management and the Supervisory Board propose that the actions of the Supervisory Board members who were in office in the 2021 financial year be ratified for that period.

5. Resolution on the appointment of the auditor for the annual financial statements and the auditor for the consolidated financial statements

5.1 Based on the recommendation of the Audit Committee, the Supervisory Board proposes that KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, be appointed as the auditor for the annual financial statements, the auditor for the consolidated financial statements and the auditor for the review of the interim financial reports for the 2022 financial year.

5.2 Based on the recommendation of the Audit Committee, the Supervisory Board proposes that KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, be appointed as the auditor for the review of the interim financial reports for the 2023 financial year in the period until the next Annual General Meeting in the 2023 financial year.

The Audit Committee declared in its recommendation that such recommendation is free from undue influence by third parties and that no clause has been imposed upon it of the kind referred to in Article 16 Subsection 6 of the EU Audit Regulation (Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC).

It is intended that separate votes be taken on Agenda Item 5.1 and 5.2.

6. Resolution on elections to the Supervisory Board

Currently, the Supervisory Board of Daimler Truck Holding AG consists of 20 members, all of whom were elected by the General Meeting of Daimler Truck Holding AG in December 2021 prior to the separation of the Group. Ten of these members were elected in consultation with the employee representatives, but formally also as shareholder representatives. The Board of Management of Daimler Truck Holding AG has initiated status proceedings pursuant to Sections 97 et seqq. of the German Stock Corporation Act (*Aktiengesetz*) on December 13, 2021 by publishing a corresponding announcement in the German Federal Gazette (*Bundesanzeiger*). As the competent court was not seized of the matter within one month, the Supervisory Board of the Company is to be composed, pursuant to Section 97 Subsection 2 Sentence 1 of the German Stock Corporation Act (*Aktiengesetz*) in conjunction with Section 96 Subsection 1, Section 101 Subsection 1 of the German Stock Corporation Act (*Aktiengesetz*) and Section 7 Subsection 1 Sentence 1 No. 3 of the German Codetermination Act (*Mitbestimmungsgesetz*), of ten members representing the shareholders and ten members representing the employees. At the close of the 2022 Annual General Meeting, all mandates of the Supervisory Board members elected by the General Meeting in December 2021 will cease pursuant to Section 97 Subsection 2 Sentence 3 of the German Stock Corporation Act (*Aktiengesetz*). Therefore, the ten Supervisory Board members who were not elected in consultation with the employee representatives, i.e. Michael Brosnan, Jacques Esculier, Akihiro Eto, Laura Ipsen, Renata Jungo Brüngger, Joe Kaeser, John Krafcik, Prof Dr Martin H. Richenhagen, Marie Wieck and Harald Wilhelm shall be newly elected by the 2022 Annual General Meeting; ten employee representatives shall initially be appointed by court order upon request, until the procedure for the election of the employee representatives has been completed.

Pursuant to Section 96 Subsection 1 and Section 101 Subsection 1 of the German Stock Corporation Act (*Aktiengesetz*) and Section 7 Subsection 1 Sentence 1 No. 3 of the German Codetermination Act (*Mitbestimmungsgesetz*), the Supervisory Board is composed - as already mentioned - of ten members representing the shareholders and ten members representing the employees and, pursuant to Section 96 Subsection 2 Sentence 1 of the German Stock Corporation Act (*Aktiengesetz*), of not less than 30% of women (i.e., not less than six) and of not less than 30% of men (i.e., not less than six). As no objections were raised against the fulfilment of the ratio by the Supervisory Board as a whole (*Gesamterfüllung*), the gender ratio is to be fulfilled by the Supervisory Board as a whole in the upcoming Supervisory Board elections.

On the date this convocation is published, a total of six women are members of the Supervisory Board, of whom three are Supervisory Board members who were not elected in consultation with the employee representatives and three are Supervisory Board members who were elected in consultation with the employee representatives. The minimum ratio requirement is therefore fulfilled. In

order to also fulfill it in future, at least three women are to be elected as shareholder representatives. After the election of the candidates proposed by the Supervisory Board, the minimum ratio requirement would continue to be fulfilled, because also in the context of the appointment by court order of the employee representatives in consultation with the employee side three women are to be proposed.

The following nominations are based on the recommendation by the Supervisory Board's Nomination Committee and seek to meet the requirements profile for the entire Supervisory Board with a profile of skills and expertise and a diversity concept defined by the Supervisory Board. The requirements profile and the status of its implementation as of December 31, 2021 are published in the declaration on corporate governance, which is available online at <https://www.daimlertruck.com/company/corporate-governance/declarations-reports/> as a separate document and at <https://www.daimlertruck.com/agm-2022/> as part of the annual report.

On the basis of the Deconsolidation Agreement (Annex 28 to the Spin-off Agreement) (hereinafter referred to as "Deconsolidation Agreement") entered into with the Company on August 6, 2021, Mercedes-Benz Group AG and Daimler Verwaltungsgesellschaft für Grundbesitz mbH are entitled to jointly propose eight of the Supervisory Board members of Daimler Truck Holding AG to be elected by the shareholders pursuant to Section 101 Subsection 1 of the German Stock Corporation Act (*Aktiengesetz*) in conjunction with Section 7 Subsection 1 Sentence 1 No. 3 of the German Codetermination Act (*Mitbestimmungsgesetz*).

On February 18, 2022, Mercedes-Benz Group AG and Daimler Verwaltungsgesellschaft für Grundbesitz mbH notified Daimler Truck Holding AG in writing that they jointly propose the following persons for the election proposal to be submitted by the Supervisory Board of Daimler Truck Holding AG to the General Meeting: Michael Brosnan, Jacques Esculier, Akihiro Eto, Laura Ipsen, Renata Jungo Brüngger, Joe Kaeser, Prof Dr Martin H. Richenhagen and Harald Wilhelm. Mercedes-Benz Group AG and Daimler Verwaltungsgesellschaft für Grundbesitz mbH will exercise their voting rights only in respect of these candidates.

On February 21, 2022, Daimler Truck Holding AG published the relevant nominations and information received from Mercedes-Benz Group AG and Daimler Verwaltungsgesellschaft für Grundbesitz mbH on the voting behavior of Mercedes-Benz Group AG and Daimler Verwaltungsgesellschaft für Grundbesitz mbH in connection with the election of Supervisory Board members of Daimler Truck Holding AG on its website <https://www.daimlertruck.com/agm-2022/> and will keep these nominations and information on the voting behavior available there at least until the end of the General Meeting at which the election resolutions are passed.

At its meeting on March 23, 2022, the Supervisory Board of Daimler Truck Holding AG resolved on the recommendation by the Nomination Committee to endorse the joint

nominations by Mercedes-Benz Group AG and Daimler Verwaltungsgesellschaft für Grundbesitz mbH and to propose the following additional two candidates for election at the Annual General Meeting of Daimler Truck Holding AG on June 22, 2022: John Krafcik and Marie Wieck. With regard to these two candidates, Mercedes-Benz Group AG and Daimler Verwaltungsgesellschaft für Grundbesitz mbH will not exercise their voting rights pursuant to the provisions in the Deconsolidation Agreement.

The proposed candidates shall be elected for a four-year term of office and thus for a shorter term of office than the statutory maximum of five years. This is to take account of the expectations particularly of institutional investors and the requirements of modern corporate governance.

The Supervisory Board proposes

that the candidates specified in 6.1 to 6.10 below be elected as Supervisory Board members representing the shareholders with effect as of the close of the 2022 Annual General Meeting:

- 6.1** Michael Brosnan, Osterville, Massachusetts, USA, former Chief Financial Officer of Fresenius Medical Care AG & Co. KGaA;
- 6.2** Jacques Esculier, Saanen, Switzerland, former Chairman and Chief Executive Officer of WABCO Holdings Inc.;
- 6.3** Akihiro Eto, Tokyo, Japan, former Member of the Board, President and Global Chief Operating Officer of Bridgestone Corporation;
- 6.4** Laura Ipsen, Reston, Virginia, USA, President and Chief Executive Officer at Ellucian Company L.P.;
- 6.5** Renata Jungo Brüngger, Horgen, Switzerland, Member of the Board of Management of Mercedes-Benz Group AG (listed, formerly: Daimler AG) and Member of the Board of Management of Mercedes-Benz AG;
- 6.6** Joe Kaeser, Munich, Germany, Chairman of the Supervisory Board of Siemens Energy AG (listed);
- 6.7** John Krafcik, Austin, Texas, USA, advisor (former Chief Executive Officer) of Waymo LLC;
- 6.8** Prof Dr Martin H. Richenhagen, Duluth Georgia, USA, former Chairman, President and Chief Executive Officer of AGCO Corporation;
- 6.9** Marie Wieck, Cold Spring, New York, USA, Executive Partner at Ethos Capital (formerly General Manager of IBM Blockchain);
- 6.10** Harald Wilhelm, Stuttgart, Germany, Member of the Board of Management of Mercedes-Benz Group AG (listed, formerly: Daimler AG) and Member of the Board of Management of Mercedes-Benz AG and Chairman of the Supervisory Board of Mercedes-Benz Mobility AG.

They will be appointed for a term of office ending at the close of the General Meeting which resolves on the ratification of the Supervisory Board members' actions for the third financial year following the beginning of the term of office. The financial year in which the term of office begins is not counted.

It is intended that the election of the candidates will be carried out by way of separate voting.

In addition, it should be noted that it is intended to propose Joe Kaeser again as candidate for the chairmanship of the Supervisory Board if he is elected.

In the opinion of the Supervisory Board, all proposed candidates – with the exception of Renata Jungo Brüngger and Harald Wilhelm – are independent within the meaning of the German Corporate Governance Code (*Deutscher Corporate Governance Kodex*); they have no personal or business relationship with Daimler Truck Holding AG or any of its Group companies, the corporate bodies of Daimler Truck Holding AG or any shareholder with a substantial interest in Daimler Truck Holding AG, the disclosure of which is recommended pursuant to C.13 German Corporate Governance Code (*Deutscher Corporate Governance Kodex*).

With regard to Renata Jungo Brüngger and Harald Wilhelm, the Supervisory Board is of the opinion that both, as acting members of the Board of Management of Mercedes-Benz Group AG (formerly: Daimler AG), hence in a responsible function outside the group, are maintaining a significant business relationship with the Company or a company dependent on the Company due to the extensive contractual interrelationships that exist between the groups also since the spin-off became effective. Against this background, neither is currently considered to be independent of the Company within the meaning of recommendation C.7 of the German Corporate Governance Code (*Deutscher Corporate Governance Kodex*). The question of independence from a controlling shareholder within the meaning of recommendation C.9 of the German Corporate Governance Code (*Deutscher Corporate Governance Kodex*), in contrast, does not arise because, due to the Deconsolidation Agreement entered into with Daimler Truck Holding AG, Mercedes-Benz Group AG is not a controlling shareholder within the meaning of the German Corporate Governance Code (*Deutscher Corporate Governance Kodex*).

The Supervisory Board has also satisfied itself that the proposed candidates will be able to spend the expected amount of time required for performing their offices.

Further information on the candidates proposed for election, including information on memberships in other statutory supervisory boards or similar supervisory bodies, is set out at the end of this Agenda and is available on the Company's website at <https://www.daimlertruck.com/agm-2022/>.

7. Resolution on the Supervisory Board Members' Remuneration

Pursuant to Section 113 Subsection 3 of the German Stock Corporation Act (*Aktiengesetz*), the general meeting of a listed company shall adopt a resolution on the remuneration of the members of the supervisory board at least every four years. In this respect, a resolution confirming the existing remuneration is also permissible. The remuneration of the members of the Supervisory Board is governed by Article 10 of the Articles of Incorporation of Daimler Truck Holding AG.

Article 10 of the Articles of Incorporation of Daimler Truck Holding AG reads:

“Article 10 (§ 10) Remuneration of the Supervisory Board, Liability Insurance

- (1) The members of the Supervisory Board shall receive a fixed basic remuneration for each full financial year in the amount of EUR 120,000.00 for each individual member.
- (2) The Chairman of the Supervisory Board shall receive an additional EUR 240,000.00, the Deputy Chairman of the Supervisory Board an additional EUR 120,000.00 as remuneration.
- (3) Members of a committee of the Supervisory Board shall receive the following additional remuneration for each full financial year:
 - the Chairman of the Audit Committee shall receive an additional EUR 120,000.00, and each other member of the Audit Committee shall receive an additional EUR 60,000.00;
 - each member of the Presidential Committee shall receive an additional EUR 50,000.00;
 - each member of other Supervisory Board committees shall receive an additional EUR 24,000.00.

Functions on committees shall only be taken into account for a maximum of three committees; if a member of the Supervisory Board has functions in more than this maximum number Supervisory Board committees, the three highest-paid committee functions shall be relevant.

Functions on committees shall only be remunerated for a financial year if the relevant committee has held at least one meeting in discharge of its duties during that period.

- (4) The members of the Supervisory Board and its committees shall receive an attendance fee of EUR 1,100.00 for each meeting of the Supervisory Board and its committees that they attend as members. Attendance by telephone or via a video

conference or any other similar customary means of telecommunication shall be considered as attendance of a meeting. The attendance fee shall only be paid once for multiple meetings of the Supervisory Board and/or its committees on one calendar day.

- (5) The remuneration and the attendance fee shall be payable within two months of the end of each financial year.
- (6) If any members of the Supervisory Board resign from the Supervisory Board during a financial year, they shall receive the remuneration on a pro rata temporis basis. If a member of the Supervisory Board resigns from a function for which there is additional remuneration, the previous sentence shall apply mutatis mutandis in respect of the remuneration for the relevant function. Pro rata remuneration for functions on committees shall require that the relevant committee has held at least one meeting in discharge of its duties during the respective part of the financial year.
- (7) The members of the Supervisory Board shall be reimbursed for all their expenses and the value-added tax payable on the Supervisory Board remuneration.
- (8) The members of the Supervisory Board shall be covered by insurance against pecuniary damage, taken out by and in the interest of the Company in an appropriate amount for corporate bodies and certain senior executives, to the extent such insurance coverage exists. The insurance premiums shall be paid by the Company.”

The above provision of the Articles of Incorporation is part of the new version of the Articles of Incorporation which was adopted by the extraordinary General Meeting of (the then not yet listed) Daimler Truck Holding AG on November 5, 2021 in accordance with the relevant annex to the Spin-off Agreement and which became effective by registration with the commercial register on December 9, 2021. After a thorough review, the Supervisory Board and the Board of Management have come to the conclusion that the existing remuneration provisions for the Supervisory Board members continue to be in the interest of Daimler Truck Holding AG and are commensurate with the duties of the Supervisory Board members and the situation of Daimler Truck Holding AG. In addition, the remuneration provisions take account of the recommendations and suggestions of the current German Corporate Governance Code (*Deutscher Corporate Governance Kodex*) for the remuneration of Supervisory Board members.

The Board of Management and the Supervisory Board therefore propose to the General Meeting that the existing provisions on the Supervisory Board members' remuneration in Article 10 of the Articles of Incorporation be confirmed and the remuneration system for the members of the Supervisory Board set out in Part III. following the Agenda be adopted.

8. Resolution on the approval of the remuneration system for the members of the Board of Management

Section 120a, Subsection 1 of the German Stock Corporation Act (*Aktiengesetz*) stipulates that in the event of any significant change, but at least every four years, the general meeting of the listed company shall resolve on the approval of the remuneration system for the members of the Board of Management that has been adopted by the Supervisory Board in accordance with the provisions of Section 87a of the German Stock Corporation Act (*Aktiengesetz*). In December 2021, the Supervisory Board adopted a remuneration system for the members of the Board of Management with effect from January 1, 2022, taking into account the requirements of Section 87a Subsection 1 of the German Stock Corporation Act (*Aktiengesetz*).

Based on the recommendation by the Presidential Committee, the Supervisory Board proposes that the remuneration system for the members of the Board of Management of Daimler Truck Holding AG described in detail in Part IV. following the Agenda be approved.

9. Resolution on the approval of the remuneration report for the 2021 financial year prepared and audited in accordance with Section 162 of the German Stock Corporation Act (*Aktiengesetz*)

Pursuant to Section 162 of the German Stock Corporation Act (*Aktiengesetz*), the Board of Management and the Supervisory Board are obliged to prepare, on an annual basis, a clear and understandable report on the remuneration granted or owed to the members of the Board of Management and of the Supervisory Board in the past financial year and to submit it to the General Meeting for approval in accordance with Section 120a Subsection 4 of the German Stock Corporation Act (*Aktiengesetz*).

In accordance with Section 162 Subsection 3 of the German Stock Corporation Act (*Aktiengesetz*), the remuneration report was audited by the auditor, KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, as to whether the disclosures required pursuant to Section 162 Subsections 1 and 2 of the German Stock Corporation Act (*Aktiengesetz*) have been made. The audit opinion on the remuneration report is attached to the remuneration report.

The Board of Management and the Supervisory Board propose that the remuneration report of Daimler Truck Holding AG for the 2021 financial year prepared and audited pursuant to Section 162 of the German Stock Corporation Act (*Aktiengesetz*) be approved.

The remuneration report is printed in Part V. following the Agenda and is available on the Company's website at <https://www.daimlertruck.com/agm-2022/>.

II. Information on the candidates proposed for election to the Supervisory Board (re. Agenda Item 6)

1. Michael Brosnan, Osterville, Massachusetts, USA



Former Chief Financial Officer of Fresenius Medical Care AG & Co. KGaA

Nationality: US American.

Michael Brosnan was born in Worcester, USA, in 1955. He holds a Bachelor of Science in Business Administration from the Northeastern University in Boston, USA.

Michael Brosnan began his career with KPMG LLP in 1978, spending 16 years with progressive responsibility in the assurance business with specialties in manufacturing, banking, and government finance. He was elected to the US partnership in 1988.

He spent several years with consumer and industrial manufacturing companies in senior finance roles joining Fresenius Medical Care AG & Co. KGaA in 1998 in the United States as Vice President of Finance and Administration for its clinical laboratory business. Shortly thereafter, he became Vice President for the company's US dialysis products business and was appointed Chief Financial Officer of the company's North American business in 2003. In 2010, he relocated to Germany and was appointed to the Management Board with the responsibility as Chief Financial Officer for the company's global business, based in Bad Homburg, Germany. He returned to the US in 2019 and is now retired.

Due to his professional career, Michael Brosnan has both expertise in the field of accounting and expertise in the field of auditing.

Michael Brosnan is a member of the following other legally mandatory supervisory boards and comparable supervisory bodies:

- MorphoSys AG (listed)
- Daimler Truck AG (group mandate, not listed)

Michael Brosnan was first elected to the Supervisory Board of Daimler Truck Holding AG in 2021. He is currently Chairman of the Audit Committee of Daimler Truck Holding AG.

In the opinion of the Supervisory Board, Michael Brosnan is independent within the meaning of C.6 and C.7 of the German Corporate Governance Code (*Deutscher Corporate Governance Kodex*).

2. Jacques Esculier, Saanen, Switzerland



Former Chairman and Chief Executive Officer of WABCO Holdings Inc.

Nationality: French.

Jacques Esculier was born in Suresnes, France, in 1959. He holds a Master of Science in General Sciences from Ecole Polytechnique de Paris, France, and a Master of Science in Aerospace from Institut Supérieur de l'Aéronautique et de l'Espace in Toulouse, France. He later obtained an MBA from INSEAD in Fontainebleau, France.

Jacques Esculier started his career as a research assistant at NASA in Mountain View, California. He then came back to France in charge of all research programs on helicopters at the French Ministry of Defense. In 1990, he became CEO of Mooney Aircraft, a manufacturer of general aviation aircraft in Texas, USA. From 1996 to 2001 he worked at Allied-Signal Aerospace, first as Vice-President in charge of after-market services across Asia Pacific, based in Singapore. He then took over the Aircraft Environmental and Electrical Systems Division at AlliedSignal Aerospace Inc. as Vice-President General Manager, based in Los Angeles.

In 2002, Jacques Esculier joined American Standard, initially as President of European and Asian activities for the TRANE climate division. In 2004, he became President of WABCO Holdings Inc., now the Vehicle Control Systems business unit of ZF Friedrichshafen AG. Following the spin-off from American Standard in 2007, Jacques became the CEO of WABCO Holdings Inc., a role he held until 2020. He has retired since then.

Jacques Esculier is a member of the following other legally mandatory supervisory boards and comparable supervisory bodies:

- S&P Global Inc. (listed)
- Daimler Truck AG (group mandate, not listed)

Jacques Esculier was first elected to the Supervisory Board of Daimler Truck Holding AG in 2021.

In the opinion of the Supervisory Board, Jacques Esculier is independent within the meaning of C.6 and C.7 of the German Corporate Governance Code (*Deutscher Corporate Governance Kodex*).

3. Akihiro Eto, Tokyo, Japan



Former Member of the Board, President and Global Chief Operating Officer of Bridgestone Corporation

Nationality: Japanese.

Akihiro Eto was born in the Oita prefecture, Japan, in 1960. He joined Bridgestone Corporation in 1986 after earning his bachelor's degree in law from the University of Tokyo, Japan.

His career at Bridgestone comprised corporate experiences across general management functions. From 2010 to 2018, among other positions, he held the position of Member Chief Financial Officer at Bridgestone. In other former positions, Akihiro Eto also served as Chief Compliance Officer and Chief Information Officer and he was active in the motorsport division.

In his role as Executive Vice President and Executive Officer for the Japan Tire Business Unit, he was responsible for market and corporate strategy. He also led and managed Bridgestone's diversified businesses such as vehicle parts, building materials and chemical products.

In 2019, Akihiro Eto became Member of the Board and served as President, Global Chief Operating Officer and Representative Executive Officer of Bridgestone Corporation. He expanded his area of responsibility to include Europe, the Middle East, Africa, Asia and the Pacific. After retiring in 2020, he served as Chairman of the Supervisory Board of Bridgestone EMIA SBU (Europe, Russia, Middle East, India, and Africa / Strategic Business Unit) until 2021.

Due to his professional career, Akihiro Eto has both expertise in the field of accounting and expertise in the field of auditing.

Akihiro Eto is a member of the following other legally mandatory supervisory boards and comparable supervisory bodies:

- Daimler Truck AG (group mandate, not listed)

In addition, Akihiro Eto will be suggested to the Ordinary General Meeting of Panasonic Corporation Holdings (listed) to be held on 23 June 2022 as a new member of the Audit & Supervisory Board with the term of office beginning on the same date.

Akihiro Eto was first elected to the Supervisory Board of Daimler Truck Holding AG in 2021. He is currently a member of the Audit Committee of Daimler Truck Holding AG.

In the opinion of the Supervisory Board, Akihiro Eto is independent within the meaning of C.6 and C.7 of the German Corporate Governance Code (*Deutscher Corporate Governance Kodex*).

4. Laura Ipsen, Reston, Virginia, USA



President and Chief Executive Officer at Ellucian Company L.P.

Nationality: US American.

Laura Ipsen was born in Milwaukee, Wisconsin, USA, in 1964. She holds a Bachelor of Arts in International Relations from the University of Virginia and studied Arabic at the Yarmouk University in Jordan.

Laura Ipsen joined Cisco Systems, Inc. in 1995 and spent more than a decade there. From 1995 until 2009 she served as Senior Vice President for Worldwide Government Affairs where she established and led Cisco's worldwide government affairs division. In December 2009, Laura Ipsen became the Senior Vice President and General Manager of Cisco's Connected Energy Business Unit, a role she held until 2012.

In February 2012, Laura Ipsen became Corporate Vice President of Microsoft Corporation's worldwide public sector organization where she led a team of more than 2,000 sales and marketing professionals serving government, education, and non-privatized healthcare customers in more than 100 countries.

Following this, Laura Ipsen was General Manager and Senior Vice President for the Oracle Corporation Marketing Cloud and led the Industry Solutions group from 2014 until 2017. In 2017, she became President and Chief Executive Officer of Ellucian Company L.P., a leading education technology solutions provider for more than 2,700 higher education institutions in more than 50 countries.

Due to her experience from her professional career and her current work in the field of education, Laura Ipsen has in-depth skills in the field of ESG (Environmental, Social, Governance), with particular emphasis on knowledge in the field of social affairs.

Laura Ipsen is a member of the following other legally mandatory supervisory boards and comparable supervisory bodies:

- Verisk Analytics, Inc. (listed)
- Daimler Truck AG (group mandate, not listed)

Laura Ipsen was first elected to the Supervisory Board of Daimler Truck Holding AG in 2021.

In the opinion of the Supervisory Board, Laura Ipsen is independent within the meaning of C.6 and C.7 of the German Corporate Governance Code (*Deutscher Corporate Governance Kodex*).

5. Renata Jungo Brüngger, Horgen, Switzerland



Member of the Board of Management of Mercedes-Benz Group AG (formerly: Daimler AG) and Member of the Board of Management of Mercedes-Benz AG

Nationality: Swiss.

Renata Jungo Brüngger was born in Fribourg, Switzerland, in 1961. After completing her bilingual studies of jurisprudence at the University of Fribourg in Switzerland in 1985, she became a licensed attorney-at-law in 1989. While working as a lawyer, she attended an additional course of studies at the University of Zurich and gained a Master of Laws (LL.M.) in international commercial law, specializing in intellectual property rights and technology and information rights, in 1998. In 2011, she joined the Mercedes-Benz Group AG (formerly: Daimler AG) as Head of Legal. She has been a member of the Board of Management of Mercedes-Benz Group AG since January 1, 2016, with responsibility for Integrity and Legal Affairs. She is also a member of the Board of Management of Mercedes-Benz AG.

Renata Jungo Brüngger holds expertise in the field of ESG (Environmental, Social, Governance), in particular due to her work as an active member of the Board of Management of Mercedes-Benz Group AG in the area of integrity and legal affairs with responsibility for sustainability, corporate social responsibility and data protection, among other things.

Renata Jungo Brüngger is a member of the following other legally mandatory supervisory boards and comparable supervisory bodies:

- Münchener Rückversicherungs-Gesellschaft Aktiengesellschaft in München (listed)
- Daimler Truck AG (group mandate, not listed)

Renata Jungo Brüngger was first elected to the Supervisory Board of Daimler Truck Holding AG in 2021. She is currently a member of the Nomination Committee of Daimler Truck Holding AG.

In the opinion of the Supervisory Board, Renata Jungo Brüngger is not independent within the meaning of C.6 and C.7 of the German Corporate Governance Code (*Deutscher Corporate Governance Kodex*).

6. Joe Kaeser, Munich, Germany



Chairman of the Supervisory Board of Siemens Energy AG

Nationality: German.

Joe Kaeser was born in Arnbruck, Germany, in 1957. He holds a Diploma in Business Administration from the Ostbayerische Technische Hochschule in Regensburg, Germany.

Joe Kaeser has over 40 years of experience at Siemens AG, where he has held a variety of leading positions in finance and strategy, both within and outside Germany. He began his career at Siemens in 1980 in the field of components and semiconductors, where he also worked in Malaysia and the United States. From 1999 until 2006 Joe Kaeser held leading management positions in the finance area as well as the position as Chief Strategy Officer at Siemens AG. He became Siemens AG's Chief Financial Officer in 2006 and served as President and Chief Executive Officer of Siemens AG from 2013 to 2021.

Joe Kaeser is a member of the following other legally mandatory supervisory boards and comparable supervisory bodies:

- Siemens Energy AG (Chairman, listed)
- Siemens Energy Management GmbH (Chairman, further mandate in the Siemens Energy Group, not listed)
- NXP Semiconductors N.V. (listed), mandate planned to cease at the end of NXP Semiconductors N.V.'s annual general meeting on June 1, 2022
- Linde plc (listed)
- Daimler Truck AG (Chairman, group mandate, not listed)

Joe Kaeser is also a member of the Board of Trustees of the World Economic Forum and Head of the Advisory Council of the Munich Security Conference.

Joe Kaeser was first elected to the Supervisory Board of Daimler Truck Holding AG in 2021 and is currently its Chairman. He is also currently a member of the Nomination and Presidential Committees of Daimler Truck Holding AG.

In the opinion of the Supervisory Board, Joe Kaeser is independent within the meaning of C.6 and C.7 of the German Corporate Governance Code (*Deutscher Corporate Governance Kodex*).

7. John Krafcik, Austin, Texas, USA



Former Chief Executive Officer, now advisor, Waymo LLC

Nationality: US American.

John Krafcik was born in Southington, USA, in 1961. He holds a Bachelor of Science in Mechanical Engineering from Stanford University in California, USA and a Master of Science in Management from MIT Sloan School in Massachusetts, USA.

He began his career in the automobile and mobility sectors at the General Motor & Toyota joint-venture, New United Motor Manufacturing, Inc., in Fremont, California, in 1984, as a manufacturing and quality control engineer. From 1990 until 2004, he worked at Ford Motor Company holding various technical management positions, including chassis engineering manager and chief engineer.

John Krafcik joined Hyundai Motor America as vice president for product development and strategic planning in 2004, then held the roles as President and Chief Executive Officer from 2008 until 2013.

In 2014, he joined TrueCar, Inc., a two-sided digital marketplace, as a member of the Board of Management and president before moving as Chief Executive Officer to Google LLC's autonomous driving project in 2015. John Krafcik led Waymo LLC, an independent company of Google's parent company Alphabet, Inc., as Chief Executive Officer from 2015 until 2021.

John Krafcik is a member of the following other legally mandatory supervisory boards and comparable supervisory bodies:

- Daimler Truck AG (group mandate, not listed)

John Krafcik was first elected to the Supervisory Board of Daimler Truck Holding AG in 2021.

In the opinion of the Supervisory Board, John Krafcik is independent within the meaning of C.6 and C.7 of the German Corporate Governance Code (*Deutscher Corporate Governance Kodex*).

8. Prof Dr Martin H. Richenhagen, Duluth, Georgia, USA



Former Chairman, President and Chief Executive Officer of AGCO Corporation

Nationality: US-American and German.

Prof Dr Martin H. Richenhagen was born in Cologne, Germany, in 1952. He holds a first and second State Examination in Philology from the University of Bonn, Germany.

Prof Dr Martin H. Richenhagen started his career at Hille & Müller GmbH, Germany where he held multiple positions from 1985 until 1995 leading up to General Manager for Supply Chain Management. Prof Dr Martin H. Richenhagen was the Senior Executive Vice President of Schindler Deutschland Holdings GmbH, Germany, a worldwide manufacturer and distributor of elevators and escalators, from 1995 until 1998. He also served as Group President for CLAAS KGaA mbH, a global agricultural equipment manufacturer and distributor headquartered in Germany, from 1998 until 2002.

From 2003 until 2004, Prof Dr Martin H. Richenhagen was Executive Vice President of Forbo International SA, a flooring material company headquartered in Switzerland. He served as Chief Executive Officer and President of AGCO Corporation, a global manufacturer and distributor of tractors and agricultural equipment, from 2004 to 2020 and as Chairman of the Board of Directors from 2006 to 2020. He has retired since then.

Due to his experience from his professional career and current work in sustainable resource and agricultural management, Prof Dr Martin H. Richenhagen has sound competencies in the field of ESG (Environmental, Social, Governance), with particular knowledge in the field of the environment.

Prof Dr Martin H. Richenhagen is a member of the following other legally mandatory supervisory boards and comparable supervisory bodies:

- Linde plc (listed)
- PPG Industries, Inc. (listed)
- AXIOS Sustainable Growth Acquisition Corp. (SPAC) (Chairman, listed)
- Stihl Holding AG & Co. KG (not listed)
- Daimler Truck AG (group mandate, not listed)

Prof Dr Martin H. Richenhagen is also Chairman of the AICGS Board of Trustees (American Institute for Contemporary German Studies).

Prof Dr Martin H. Richenhagen was first elected to the Supervisory Board of Daimler Truck Holding AG in 2021.

In the opinion of the Supervisory Board, Prof Dr Martin H. Richenhagen is independent within the meaning of C.6 and C.7 of the German Corporate Governance Code (*Deutscher Corporate Governance Kodex*).

9. Marie Wieck, Cold Spring, New York, USA



Executive Partner at Ethos Capital (formerly General Manager of IBM Blockchain)

Nationality: US American.

Marie Wieck was born in New York, USA, in 1960. She holds a Bachelor of Science in Engineering from The Cooper Union, USA, a Master of Science in Computer Science from Columbia University, USA, and a Master of Business Administration from New York University, USA.

Marie Wieck is currently an Executive Partner at Ethos Capital, a private equity investment firm. She is a retired General Manager of IBM Blockchain. She joined IBM in 1983 and held a variety of technical and executive roles in IBM's hardware, software, services and cloud units. Marie Wieck was the General Manager of several IBM divisions since 2010 including WebSphere, MobileFirst, Middleware, Hybrid Cloud and Blockchain.

Due to numerous activities in DEI (Diversity, Equity and Inclusion) initiatives and committees such as the Nominating and Governance Board of Intapp Inc., Marie Wieck holds in-depth ESG (Environmental, Social, Governance) knowledge, with particular emphasis on the areas of social and governance.

Marie Wieck is a member of the following other legally mandatory supervisory boards and comparable supervisory bodies:

- Intapp Inc. (listed)
- Uptake Technologies Inc. (not listed)
- Daimler Truck AG (group mandate, not listed)

She serves as Chair of Charity Navigator and is a member of the Technical Advisory Committee of Lutron Electronics Co. Inc. Additionally, she is on the Board of Visitors of Columbia University School of Engineering and Applied Sciences, Executive Partner of Ethos Capital LP and founder of Moroquain LLC.

Marie Wieck was first elected to the Supervisory Board of Daimler Truck Holding AG in 2021. She is currently a member of the Nomination and Presidential Committee of Daimler Truck Holding AG.

In the opinion of the Supervisory Board, Marie Wieck is independent within the meaning of C.6 and C.7 of the German Corporate Governance Code (*Deutscher Corporate Governance Kodex*).

10. Harald Wilhelm, Stuttgart, Germany



Member of the Board of Management of Mercedes-Benz Group AG (formerly: Daimler AG) and member of the Board of Management of Mercedes-Benz AG and Chairman of the Supervisory Board of Mercedes-Benz Mobility AG

Nationality: German.

Harald Wilhelm was born in Munich, Germany, in 1966. After obtaining the University entrance diploma (Abitur) in 1985 he started his studies of Business Administration at the Ludwig Maximilians University in Munich and finished with a master degree in Business Administration in 1991. He then joined the group company Deutsche Aerospace AG as a business economist in 1991. Since 2000, Wilhelm was working in different positions within the finance department of Airbus Group, from June 2012 in personal union as Chief Financial Officer of Airbus Group as well as Commercial Aircraft.

Harald Wilhelm has been a member of the Board of Management of Mercedes-Benz Group AG since April 2019 and has been responsible for Finance & Controlling and Mercedes-Benz Mobility since May 2019.

Due to his professional activities, Harald Wilhelm has expertise in the fields of accounting and auditing as well as in the field of ESG (Environmental, Social, Governance) with focus on sustainability reporting.

Harald Wilhelm is a member of the following other legally mandatory supervisory boards and comparable supervisory bodies:

- Mercedes-Benz Mobility AG (Chairman, not listed)
- Daimler Truck AG (group mandate, not listed)

Harald Wilhelm was first elected to the Supervisory Board of Daimler Truck Holding AG in 2021. He is currently a member of the Audit Committee of Daimler Truck Holding AG.

In the opinion of the Supervisory Board, Harald Wilhelm is not independent within the meaning of C.6 and C.7 of the German Corporate Governance Code (*Deutscher Corporate Governance Kodex*).

III. Remuneration system for the members of the Supervisory Board of Daimler Truck Holding AG (re. Agenda Item 7)

The members of the Supervisory Board receive function-related fixed remuneration without variable components in order to strengthen their independence in the performance of oversight and advisory duties and in personnel and remuneration decisions. This is because, especially in economically strained situations, in which variable remuneration components generally decrease, monitoring and advising the Board of Management must intensify, accompanied by an increased workload and an increase in the liability risk of the Supervisory Board members.

In relation to remuneration of Supervisory Board members, the German Corporate Governance Code (*Deutscher Corporate Governance Kodex*) recommends that appropriate account be taken of the larger time commitment of the Chairman and the Deputy Chairman of the Supervisory Board as well as of the Chairman and the members of committees.

The provision in Article 10 of the Articles of Incorporation of Daimler Truck Holding AG therefore provides that the members of the Supervisory Board shall receive a fixed base salary for each full financial year in the amount of EUR 120,000.00 for each individual member. The Chairman of the Supervisory Board shall receive an additional EUR 240,000.00, the Deputy Chairman of the Supervisory Board an additional EUR 120,000.00 as remuneration.

Membership and chairmanship of the Audit Committee shall be remunerated with an additional EUR 60,000.00 or EUR 120,000.00, respectively. Each member of the Presidential Committee shall receive an additional EUR 50,000.00. No additional remuneration shall be paid for chairmanship of the Presidential Committee, as this activity is generally included in the remuneration of the Chairman of the Supervisory Board, who chairs the Presidential Committee by virtue of the Rules of Procedure of the Supervisory Board and its committees.

Membership of the other committees (Nomination Committee and, in future, Mediation Committee (*Vermittlungsausschuss*)) shall be remunerated with an additional EUR 24,000.00. No additional remuneration shall be paid for chairmanship of the Mediation Committee to be set up in the future and Nomination Committee, as this activities are generally included in the remuneration of the Chairman of the Supervisory Board, who also occupies these roles by law and by virtue of the Rules of Procedure of the Supervisory Board and its committees.

Functions on committees shall only be taken into account for a maximum of three committees; if a member of the Supervisory Board has functions in more than three Supervisory Board committees, the three highest-paid committee functions shall be relevant. Functions on committees shall only be remunerated for a financial year if the relevant committee has held at least one meeting in discharge of its duties during that period.

The members of the Supervisory Board and its committees shall receive an attendance fee of EUR 1,100.00 for each meeting of the Supervisory Board and its committees that they attend as members, with attendance by telephone or via a video conference or any other similar customary means of telecommunication also entitling them to receive the attendance fee. The attendance fee shall only be paid once for multiple meetings of the Supervisory Board and/or its committees on one calendar day.

If any members of the Supervisory Board resign from the Supervisory Board during a financial year, they shall receive the remuneration on a pro rata temporis basis. This applies accordingly, if a member of the Supervisory Board resigns from a function for which there is additional remuneration. Proportionate remuneration for functions on committees requires that the relevant committee has held at least one meeting in discharge of its duties during the respective part of the financial year.

In addition to the function-related fixed remuneration and the attendance fee, the members of the Supervisory Board shall continue to be reimbursed for their expenses and for any value-added tax payable on the payments made to them. Furthermore, the members of the Supervisory Board shall be covered by insurance against pecuniary damage, taken out by and in the interest of the Company in an appropriate amount for corporate bodies and certain senior executives, to the extent such insurance coverage exists. Premiums for this insurance shall be paid by the Company.

The remuneration of the members of the Supervisory Board described above is commensurate with their duties and the situation of the Company and takes into account the recommendations of the German Corporate Governance Code (*Deutscher Corporate Governance Kodex*) as well as the remuneration of other major listed companies' supervisory boards.

At the same time, adequate and appropriate remuneration plays an important role in competing for outstanding individuals to fill positions on the Supervisory Board and thus in obtaining the best possible monitoring of and advice for the Board of Management. These factors in turn are a prerequisite for the long-term success of the Company.

The remuneration system and the individual remuneration provisions are regularly reviewed for appropriateness by the Supervisory Board. Independent, external remuneration consultants may be consulted for the review.

At least every four years, and in the event of proposals to amend the remuneration provisions, the General Meeting shall adopt a resolution on the remuneration of the members of the Supervisory Board. The General Meeting may confirm the relevant existing system of Supervisory Board remuneration or adopt a resolution to amend the system by way of amendment to the Articles of Incorporation. Corresponding resolution proposals to the General Meeting are submitted by the Board of Management and the Supervisory Board in accordance with the statutory division of competences in order to enable mutual controls between the two corporate bodies. The decision on the structure of the remuneration system and the amount of remuneration is the responsibility of the General Meeting.

IV. Remuneration system for the members of the Board of Management of Daimler Truck Holding AG (re. Agenda Item 8)

The remuneration system for the members of the Board of Management of Daimler Truck Holding AG was determined by the three-member founding Supervisory Board of the Company in November 2021, initially for the month of December 2021, because the increase in the number of Board of Management members to the eight members currently in office took place with effect from December 1, 2021. At the inaugural Supervisory Board meeting of the twenty-member Supervisory Board after the spin-off took effect, the Supervisory Board passed a resolution on December 10, 2021 on the remuneration system applicable from January 1, 2022, which modifies the remuneration system previously adopted by the founding Supervisory Board in a few points.

The remuneration system for the Board of Management of Daimler Truck Holding AG described below (2022 Remuneration System) will be presented to the Annual General Meeting of the Company on June 22, 2022 for approval pursuant to Section 120a Subsection 1 of the German Stock Corporation Act (*Aktiengesetz*). The 2022 Remuneration System has been applicable since January 1, 2022 and shall be applicable – subject to its approval by the General Meeting – to all members of the Board of Management in office as well as in the case of new appointments or reappointments.

1. Principles of the remuneration system

After the spin-off took effect in December 2021, investors have the opportunity to invest directly in the shares of one of the world's largest commercial vehicle manufacturers.

In preparation for its independence, the Company has specified its financial ambitions to consistently and continuously increase the performance and profitability of its segments. Daimler Truck considers itself well positioned for the new era of independence.

The commercial vehicle industry continues to be subject to profound and highly dynamic changes. Climate protection and sustainability in particular are among the great challenges of our time, and Daimler Truck has set itself the goal of leading the industry on the path towards CO₂-neutral transportation.

On the path to climate-neutral mobility, Daimler Truck intends to implement battery-electric, hydrogen-based and autonomous driving with high priority and innovative technology, with a strong focus on customer benefits and profitability.

In addition, we are continuously seeking to drive digitalization and exploit the potential through a transformation and further developed culture supported by senior managers and employees, which will make Daimler Truck more agile and responsive and further increase the pace of innovation.

Our activities always focus on the customer, our shareholders, our employees and sustainability as integral parts of

our strategy. The achievement of our financial targets is a key condition for all activities.

The remuneration system for the Board of Management has been determined with the aim of being clear and comprehensible. The remuneration system for the Board of Management consists of fixed non-performance-related and variable performance-related remuneration components based on qualified and ambitious performance criteria and, accordingly, provides an incentive for the implementation of the corporate strategy and contributes to promoting the long-term and sustainable development of the Group. For the variable remuneration, the performance criteria and targets are determined in advance by the Supervisory Board. Subsequent changes to these performance criteria and targets are excluded. Special performances are appropriately rewarded, while missed targets reduce the variable performance-related remuneration down to zero. Due to the generally higher weighting of the long-term variable remuneration components, these fixed targets provide a higher incentive than the relevant targets for the short-term variable remuneration. The remuneration system for the members of the Board of Management adopted by the Supervisory Board thus aims to promote the Company's business strategy and its sustainable and long-term development.

When determining the total remuneration of the individual Board of Management members, the situation of the Company as well as the members' areas of activity and responsibility are taken into account. This is done in line with legal requirements and with a clear focus on the competition. In the opinion of the Supervisory Board a balanced combination of non-performance-related (fixed) and performance-related (variable) components of remuneration based on adequate and ambitious success parameters and performance criteria provides the Board of Management with an incentive to implement the corporate strategy and ensure the sustained success of the Group, taking into account relevant competitors for the measurement of relative performance. This aligns the interests of all stakeholders, in particular those of the shareholders as owners of the Company and those of the employees.

In addition to ensuring the appropriateness of the remuneration with regard to performance and market conformance while taking the size, complexity and economic situation of the Group into account, Daimler Truck strongly focuses on making the remuneration system of the Board of Management consistent with that of the executive team. The latter aspect ensures that all decision-makers pursue uniform goals while taking the same financial and sustainability/Environment Social Governance (ESG) aspects into account and promoting the cultural and organizational reorientation of Daimler Truck. For this reason, the annual bonus as a short and medium-term variable remuneration component for the Board of Management and the executives is determined by uniform performance criteria and a uniform system. The long-term variable remuneration component in the form of the Performance Phantom Share Plan (PPSP) is also synchronized. An allocation by Daimler Truck Holding AG to the members of the Board of Management of Daimler Truck Holding AG is made for the first time in the 2022 financial year.

A specific connection between the remuneration of the members of the Board of Management and the performance (pay for performance) is of great importance to the Supervisory Board of Daimler Truck Holding AG. In addition to a strong financial performance of the Truck Group as a whole and the achievement of strategic goals, this also includes responsibility for the employees as well as for the environment and society.

When adopting the remuneration system, the Supervisory Board of Daimler Truck Holding AG was guided by the following guidelines:

Remuneration guidelines
In its entirety, the remuneration system greatly promotes the business strategy.
The remuneration system and the performance criteria of the variable components create incentives for the Group's long-term and sustainable development.
The remuneration system plays a key role in linking the interests of the shareholders, the customers, the employees and other stakeholders.
The performance of the Board of Management members is appropriately taken into account in the variable remuneration components by adequate and ambitious performance criteria (pay for performance).
In measuring the performance of the Board of Management, all of the variable remuneration components take relevant competitors into consideration in order to implement an additional relative performance measurement and provide incentives for outperforming the competition.
The Supervisory Board makes sure that the Board of Management remuneration system and that of the senior executives sets equally focused incentives (consistency of remuneration systems).
The design of the remuneration system takes the current market standards into account.

The system of Board of Management remuneration complies with the requirements of Section 87a of the German Stock Corporation Act (*Aktiengesetz*) as well as with the recommendations of the German Corporate Governance Code (*Deutscher Corporate Governance Kodex*) to the extent that no deviation from these recommendations is expressly declared. The aim of the Supervisory Board is to provide the Board of Management members with a competitive remuneration package in line with market conditions and within the scope of this regulatory framework.

2. Process for determining, reviewing and implementing the remuneration system

Pursuant to Section 87, Subsection 1 of the German Stock Corporation Act (*Aktiengesetz*), remuneration is determined by the Supervisory Board. In this activity, the Supervisory Board is supported by its Presidential Committee formed in December 2021. The Presidential Committee develops recommendations for the system of Board of Management remuneration, taking into account the principles set out in Section IV. 1. above and the recommendations of the German Corporate Governance Code (*Deutscher Corporate Governance Kodex*) in its applicable

version, which will be intensively discussed and resolved upon by the Supervisory Board. If necessary, the Presidential Committee and the Supervisory Board can avail themselves of the advice of external remuneration experts who are changed from time to time. In 2021, this advice was provided by hkp Deutschland GmbH. In this context, independence of such advisor from the Board of Management and the Company is ensured and the provision of a confirmation of independence is required. Conflicts of interest of the Supervisory Board members are also dealt with in compliance with the recommendations of the German Corporate Governance Code (*Deutscher Corporate Governance Kodex*) and the Rules of Procedure of the Supervisory Board and its committees when determining, reviewing and implementing the remuneration system. Conflicts of interest must be disclosed to the Supervisory Board and reported by the latter to the General Meeting together with the way in which they are dealt with. In the event of a conflict of interest, the Supervisory Board or committee member concerned does not take part in the discussion or vote on that matter in the Supervisory Board/Presidential Committee. The remuneration system agreed upon by the Supervisory Board is presented to the General Meeting for approval. The Supervisory Board regularly reviews the system of Board of Management remuneration on the basis of the preparations and recommendations made by the Presidential Committee. If necessary, the Supervisory Board will adopt changes. In the event of major changes, and at least every four years, the remuneration system is resubmitted to the General Meeting for approval. If the General Meeting does not approve the remuneration system, a revised remuneration system will be submitted to it for approval at the latest at the next Annual General Meeting.

3. Determination of the specific target total remuneration (structure and amount)

The Supervisory Board determines the amount of the target total remuneration of the individual Board of Management members for the relevant upcoming financial year on the basis of the remuneration system. The target total remuneration shall be appropriate to the Board of Management member's responsibilities and performance and to the situation of the Group. In addition, the Supervisory Board makes sure that the total remuneration is appropriate to the market. To do this, it makes both a horizontal and a vertical comparison.

3.1 Horizontal and vertical comparison

When determining the system of Board of Management remuneration, the Supervisory Board also uses a comparison with appropriate external and internal comparison groups in terms of development over time.

The horizontal (external) comparison of the target total remuneration was based on the DAX-listed companies as well as on a group of international competitors consisting of commercial vehicle manufacturers, taking into account the market position of Daimler Truck (especially with regard to sector, size and

country), and it included in particular a review of the relative weighting of the components and the amount of the target total remuneration.

For the vertical (internal) comparison of the target total remuneration, the Supervisory Board uses the two senior management levels below the Board of Management and the workforce of Daimler Truck AG in Germany for a comparison.

In the event of significant changes in the relationship between the remuneration of the Board of Management and the horizontal and vertical comparison groups, the Supervisory Board establishes the causes and, in the absence of objective reasons for the deviations, adjusts the remuneration of the Board of Management as necessary.

3.2 Differentiation according to the different requirements for the individual Board of Management divisions

The remuneration system gives flexibility to the Supervisory Board to take into account the function and area of responsibility of the individual Board of Management member when determining the target total remuneration. The system allows for function-specific differentiations – for example, for the Chairman of the Board of Management and for the Board of Management member responsible for the Finance division.

3.3 Components of the target total remuneration

The remuneration system basically consists of fixed non-performance-related and variable performance-related remuneration components, the sum of which determines the remuneration a Board of Management member receives in total.

The fixed non-performance-related remuneration consists of the base salary, the fringe benefits, which may vary each year based on the individual and certain events, and the retirement benefit commitments of each Board of Management member. The annual contribution for the retirement benefit commitment is determined on the basis of the sum of the base salary and the total annual bonus as determined at the end of the reporting period.

The variable performance-related remuneration, in turn, is split into a short and medium-term variable remuneration (annual bonus incl. deferral) and a long-term variable remuneration (Performance Phantom Share Plan (PPSP)). For each financial year, it is generally the Supervisory Board who links the variable remuneration components to targets derived from the strategy. The degree to which these targets are achieved determines the amounts actually paid out.

The below table depicts the scheme of the remuneration system:

Remuneration system of the Board of Management		
	Remuneration element	Description
Fixed remuneration	Base salary	– A fixed contractually agreed remuneration that is paid out in twelve monthly installments
	Fringe benefits	– Mainly expenses for security precautions and the provision of company cars
	Retirement benefit commitment	– An annual contribution in the amount of 15% of the sum of the base salary and the total annual bonus as determined at the end of the reporting period
Variable remuneration	Annual bonus	Type – Target bonus model (maximum limit: 200% of the base salary)
		Performance criteria – Financial performance criteria (0%-200%) – 50% EBIT target/actual comparison – 50% target/actual comparison of the free cash flow of the industrial business – ESG-Targets, Environment, Social, Governance (0-35%)
		Payout – 50% payout after one year – 50% deferral coupled with share price performance compared to competitors
	Performance Phantom Share Plan (PPSP)	– An allocation by Daimler Truck Holding AG to the members of the Board of Management of Daimler Truck Holding AG will be made for the first time in the financial year 2022. The Performance Phantom Share Plan (PPSP) is a long-term, share-based and variable compensation component. – Compensation component with payment after three-year performance period and 1-year holding period.
Further elements	Malus / Clawback	– Partial reduction or complete elimination or reclaiming of variable remuneration possible (Performance Clawback and Compliance Malus/Clawback)
	Stock ownership guidelines	– The number of shares to be held is between 20,000 and 75,000 – Generally up to 25% of the gross payouts from the Performance Phantom Share Plans annually is to be used to acquire actual shares in the Company
	Benefits in the event of early termination	– A severance payment is limited to double the annual remuneration and may not exceed the total remuneration for the remaining term of the service contract – Payment at the times specified in the service agreements and the planning conditions

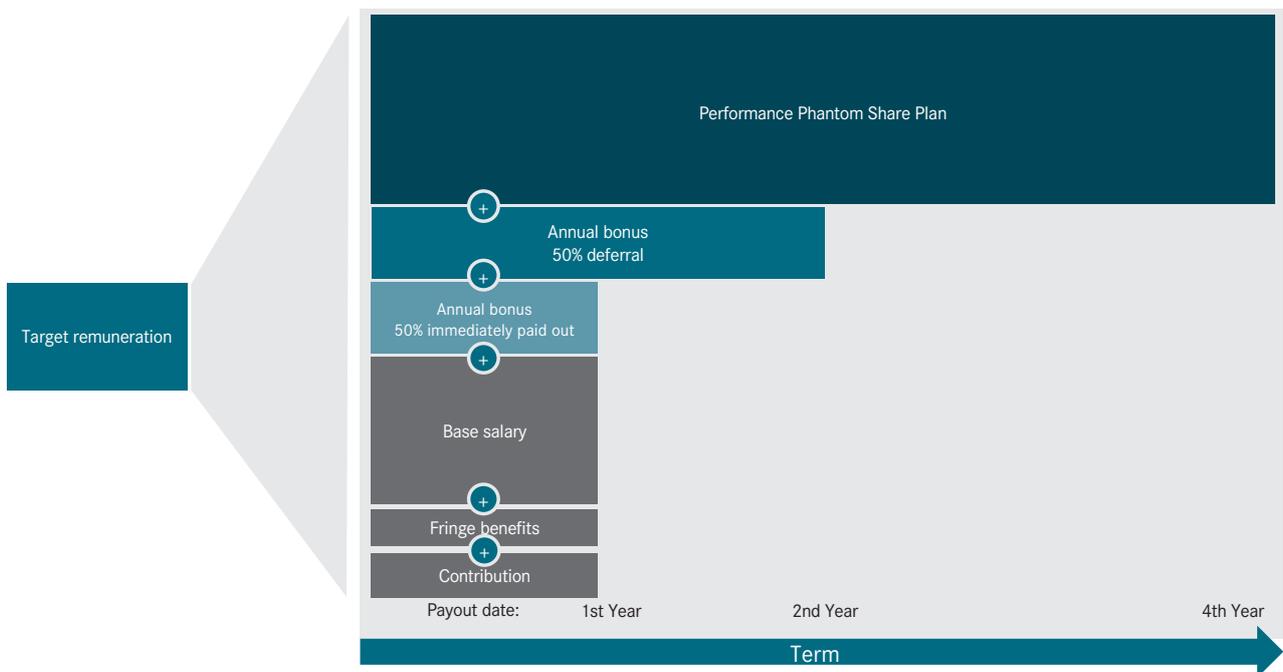
3.4 Structure of the target total remuneration

The base salary and the annual bonus (50% paid out during the first year following the relevant financial year; 50% paid out during the second year following the relevant financial year = deferral) each comprise approximately 30% of the target remuneration (without the retirement benefit commitments and fringe benefits), while the variable component of remuneration with long-term incentive effect (PPSP) makes up approximately 40% of the target remuneration.

In principle, the variable remuneration components have a multi-year, mainly forward-looking calculation basis. Moreover, the multi-year variable compensation components are not paid out in advance.

Both the delayed payout of the portion of the annual bonus and the variable component of remuneration from the PPSP with its link to additional, ambitious comparative parameters and to the share price

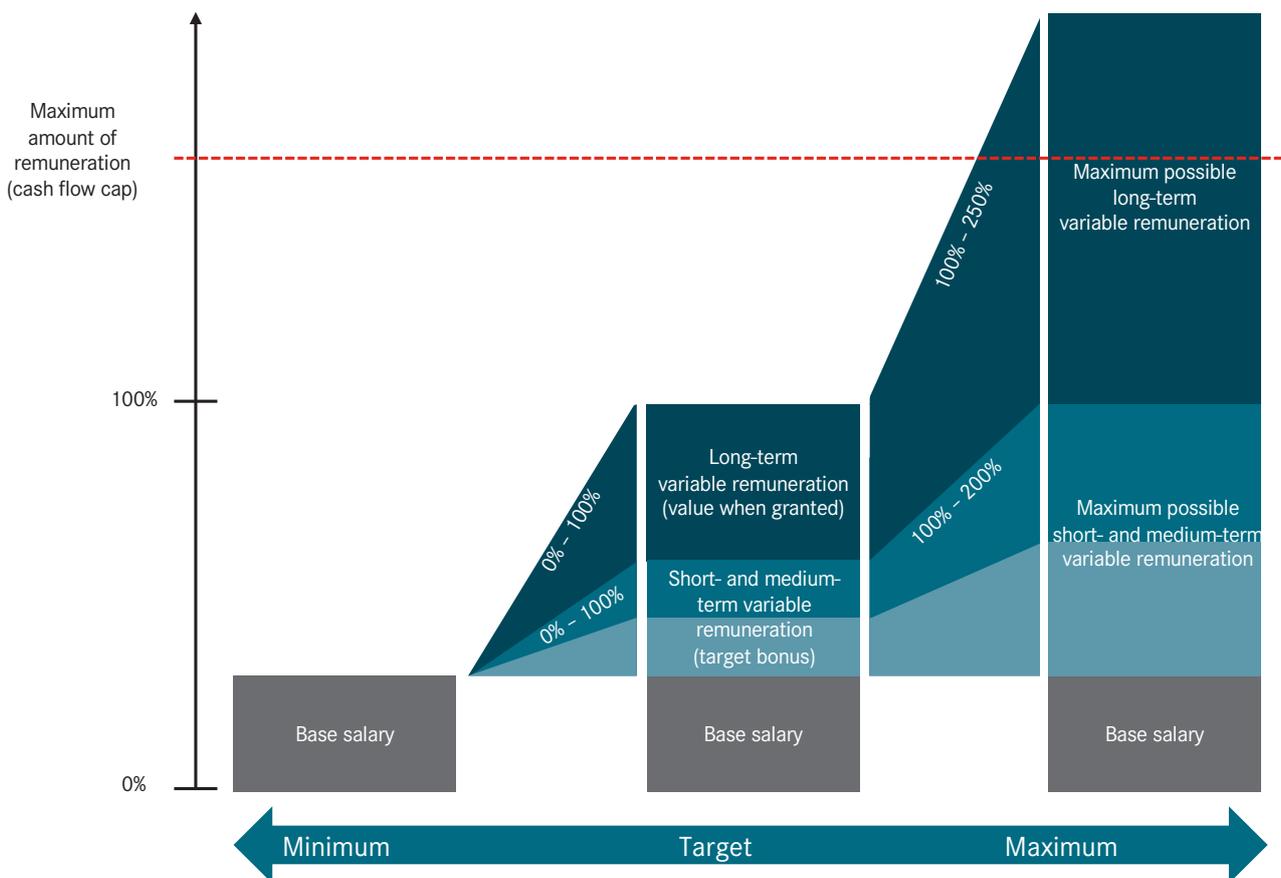
reflect the recommendation of the German Corporate Governance Code (*Deutscher Corporate Governance Kodex*), which stipulates that the share of variable remuneration achieved as a result of reaching long-term targets shall exceed the share from short-term targets. The focus is thus on the sustainable long-term development of Daimler Truck, without neglecting the annual operational targets. Additional components of the non-performance-related remuneration are the retirement benefit commitment and the fringe benefits (non-cash benefits in kind: mainly expenses for security precautions that are borne by the Company and the provision of company cars). The contribution to the pension plan is currently 15% of the sum of the base salary and the total annual bonus as determined at the end of the reporting period. As a rule, the amount of fringe benefits is in the single-digit percentage range.



3.5 Maximum amounts of remuneration and maximum total remuneration

In order to achieve a balanced opportunity-risk profile and create a corresponding incentive effect of the remuneration system, the variable remuneration components are structured in such a way that the amount paid out can be reduced to zero.

The Supervisory Board has also determined maximum amounts (caps) for the remuneration of the individual members of the Board of Management as a whole and for its variable components.

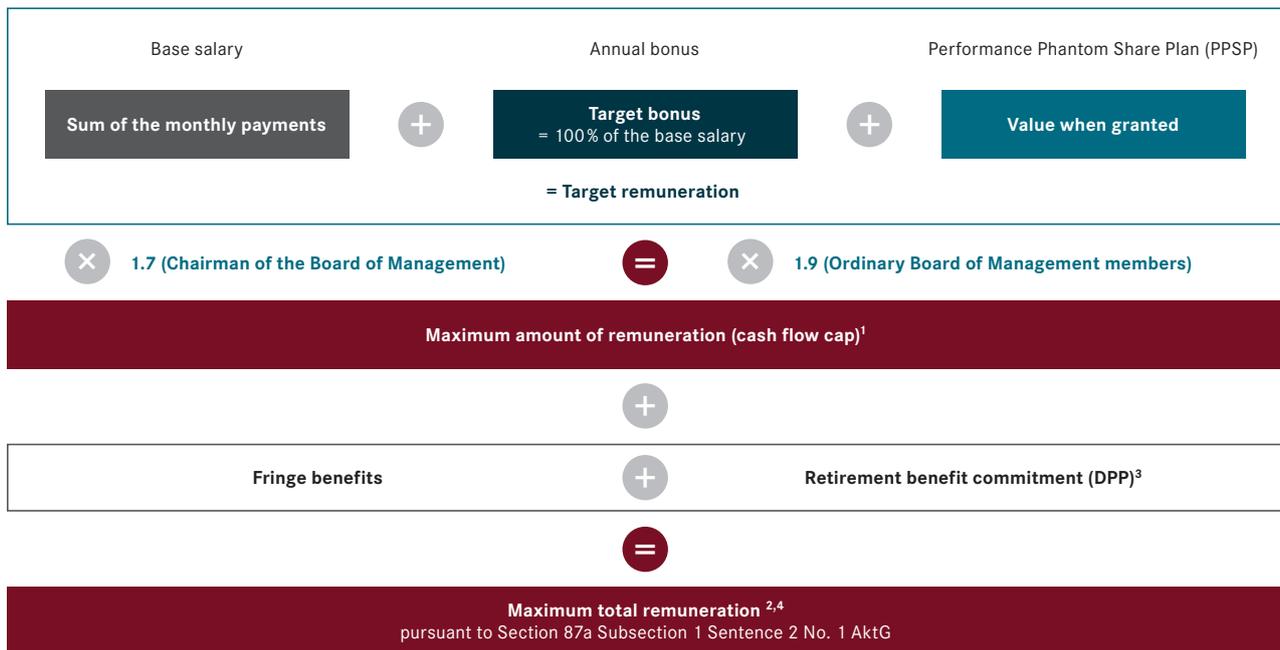


Pursuant to Section 87a, Subsection 1, Sentence 2, No. 1 of the German Stock Corporation Act (*Aktien-gesetz*), the Supervisory Board has also determined a maximum remuneration for the members of the Board of Management that was analyzed with regard to its appropriateness. This remuneration includes fringe benefits and retirement pension expenses.

Appropriateness is analyzed in the context of the horizontal and the vertical comparisons, including both fringe benefits (non-cash benefits in kind: mainly expenses for security precautions that are borne by the Company and the provision of company cars) and the retirement pension expense, in each case with regard to the generally determined maximum amount.

The maximum remuneration for one financial year amounts to EUR 10,000,000 for the Chairman of the Board of Management and EUR 6,000,000 for an ordinary member of the Board of Management. The possible cap on the amount exceeding the maximum total remuneration is applied with the payment of the PPSP allocated in the relevant financial year and due for payment four years later.

The below scheme shows the limitation by the cash flow cap and the maximum total remuneration:



The possible cap on the amount exceeding the maximum amount of remuneration (1) and/or the maximum total remuneration (2) takes place in each case with the payment of the PPSP. 3) 15% based on base salary plus annual bonus. 4) The maximum remuneration for one financial year amounts to EUR 10,000,000 for the Chairman of the Board of Management and EUR 6,000,000 for an ordinary member of the Board of Management

4. The remuneration components in detail

4.1 Fixed remuneration components

1) Base salary

The base salary is fixed remuneration relating to the entire year, paid out in twelve monthly installments.

2) Fringe benefits

These mainly consist of expenses for security precautions and the provision of company cars. In addition, special location-based services can be provided for Board of Management members who work abroad. In exceptional cases, members who are newly appointed to the Board of Management can receive one-off payments to reimburse them for the loss of remuneration from their previous employment.

3) Retirement pension commitments

The members of the Board of Management of Daimler Truck Holding AG are covered by the Daimler Pension Plan (DPP). This retirement benefit system features the payment of annual contributions by the Company and is oriented toward the capital market. The Company merely grants a commitment guarantee for the total of paid-in contributions, which are invested in the capital market according to a pension-oriented investment concept. The Supervisory Board of Daimler Truck Holding AG has resolved to adopt this retirement benefit system for all members of the Board of Management (without the chairman of the Board of Management) appointed since December 2021. The amount of the annual contributions results from a fixed percentage based on the base salary and the total annual bonus for the relevant financial year calculated as of the end of the reporting period. This percentage is currently 15%.

The following overview provides a summary of the structure of the Daimler Pension Plan:

Daimler Pensions Plan	
Type of commitment	- Defined contribution
Age limit	- 62 years
Amount of the contribution	- An annual contribution in the amount of 15% of the sum of the base salary and the total annual bonus as determined at the end of the reporting period
Return	- Guarantee of the contributions paid & investment in the capital market
Payout options	- Single amount - 12 annual installments (annual adjustment in accordance with the retirement benefit provisions, at least 1% p.a. (statutory minimum requirement)) - Pension (annual adjustment in accordance with the retirement benefit provisions, at least 1% p.a. (statutory minimum requirement))
Payments in the event of death and disability	Death before retiring for reason of age: - Spouse/registered civil partner: credit amount reached plus an imputed amount for the remaining period until the age of 62 has been reached. Death after retiring for reason of age: - Annual installment option: The heirs are entitled to payments - Pension option: Spouse/registered civil partner or dependent children receive 60% of the actual pension
	Disability: - Disability pension until the age of 62 has been reached - Provision of contributions until the age of 62 has been reached

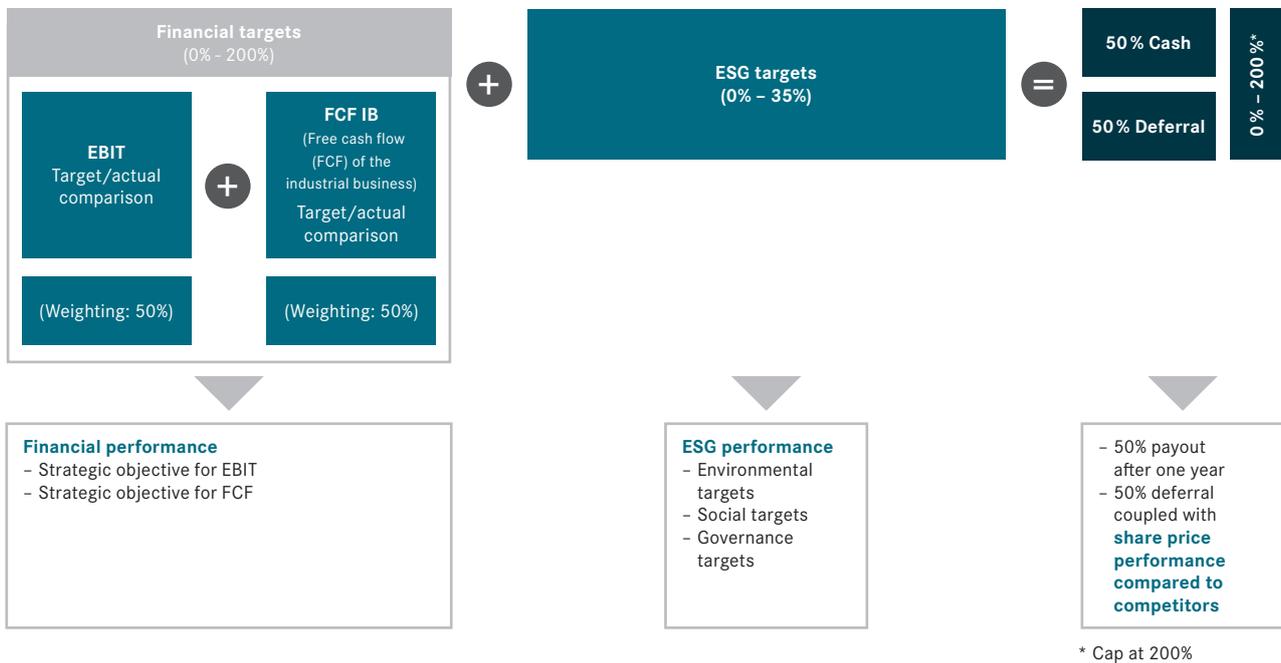
4.2 Variable remuneration components

The variable remuneration aims to create the right incentives for the Board of Management to act in the interests of our corporate strategy, shareholders, customers, employees and other stakeholders. In order to ensure that the corporate strategy is implemented in line with the long-term and sustainable development of the Company, the strategy is used to derive annual operational targets of a financial and non-financial nature. The annual bonus as short and medium-term variable remuneration serves as an incentive for the attainment of these targets. In addition, there is the long-term variable remuneration, the Performance Phantom Share Plan (PPSP), which rewards the Group's long-term success compared to its competitors as well as for the long-term development of the Daimler Truck Holding AG share price and thus also the sustainable return for the shareholders.

1) Annual bonus — short and medium-term variable remuneration component: Basic principles of the annual bonus

The annual bonus is short and medium-term-oriented variable remuneration and an incentive for the contribution made in the financial year to the operational implementation of our corporate strategy, in particular the future-proofing expansion of our business model as a commercial vehicle manufacturer. In times of comprehensive transformation, it is especially important to align the incentives in the remuneration system with the necessary investments for the future. To this end, the Supervisory Board derives challenging and ambitious operational targets for the coming financial year from the Group's strategic goals.

In 2022, the Environment, Social and Governance (ESG) performance criteria will be applied in addition to the financial targets:



The total amount paid out from the annual bonus (incl. deferral) is limited to two times the base salary of the corresponding financial year.

The target bonus that is paid if target achievement is 100% is set at 100% of the base salary. 50% of the calculated annual bonus is paid in the spring of the following financial year. The remaining 50% ("deferral") is paid out one year later, depending on the development of the Daimler Truck Holding AG share price compared with an automotive stock index, the STOXX Europe Auto Index (share price performance compared with competitors). This extends the incentive effect of the annual bonus to two years. The link with the share price performance also ensures that the shareholders' interests are incorporated into the annual bonus in the medium term.

Performance criteria for the annual bonus – Financial performance criteria

The financial performance criteria are oriented toward the operating result of Daimler Truck Holding AG (EBIT) and the free cash flow of the industrial business (FCF IB), both weighted at 50%. The EBIT and the FCF IB represent the most important financial performance indicators for the operating financial performance of the Daimler Truck Group besides turnover.

The measure of operating profit at the segment level is EBIT. As earnings before interest and taxes, EBIT reflects the segments' responsibility for their earnings. The FCF IB, which comprises the cash flows at the segments and the cash flows from taxes and other reconciliation items that cannot be allocated to the segments, is

of particular importance for the financial strength of Daimler Truck Holding AG.

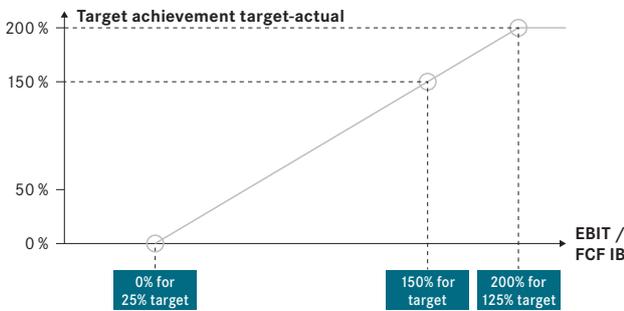
The target value of EBIT for each financial year is determined on the basis of the desired medium-term return for the industrial business and the financial services business, which is set by the Supervisory Board and is ambitious and oriented toward the competitive environment and is also derived from the growth targets. The starting point of the calculation is the revenue of the previous year for the industrial business and the equity capital of the previous year for the financial services business.

The target value for the FCF IB for the respective financial year is calculated on the defined target EBIT of the industrial business as well as on a strategic target for the cash conversion rate. The cash conversion rate is the proportion of the period's result that is scheduled to flow into the Group's liquidity after the payments for the necessary investments in research, development, tangible fixed assets and working capital are taken into account as part of the strategic growth target.

The range of possible target achievement for the two financial targets (EBIT and FCF IB) is between 0% and 200%. The lower limit of this range represents 25% of the target value; the upper limit 125% of the target value. If the value actually achieved is at or below the lower limit of the range, the target achievement degree is always 0%, so a total loss of the bonus is possible. If the value actually achieved is at or above the upper limit of the range, the target achievement degree is 200%, which is the maximum.

The total amount paid out from the annual bonus is limited to two times the base salary of the corresponding financial year.

Financial performance criteria for annual bonus EBIT and FCF IB



With the strengthening of the global core business, which is the focus via the target EBIT value, and the use of the FCF IB target to prioritize the capital allocation in an age of comprehensive transformation, the financial basis for achieving our targets, with a clear focus on our corporate strategy, is being created.

The target EBIT, the target FCF IB, the target achievement and the exact performance bandwidth are published ex-post in the Remuneration Report in order to underscore the ambitious nature of the targets and thus the pay-for-performance aspect and make them transparent.

Performance criteria for the annual bonus – ESG performance criteria

The non-financial targets and transformation goals from 2021 will be replaced by the Environment, Social and Governance (ESG) performance criteria starting from the 2022 financial year.

In addition to incentives for strong financial performance of the Daimler Truck Group as a whole, targets are also set in the annual bonus to reflect holistic success that are aligned with the achievement of ESG performance criteria.

Their integration recognizes the importance of environmental, social and governance factors. The ESG performance criteria provide information in aggregated form (KPIs) on whether and to what extent the Daimler Truck Group is implementing and planning sustainable strategies at the environmental, social, and internal levels, and what progress Daimler Truck has already been able to make in this regard.

The selection of one or more targets per ESG performance criterion ensures extensive coverage of various sustainability components that are of high strategic relevance at Daimler Truck Holding AG.

ESG performance criteria help investors obtain even more material information that they can consider in their investment decision. In this way, the targets generate significant value for the Company.

The following table shows the aforementioned ESG performance criteria according to their focus and possible target

	Target	Target description	Gewichtung
E Environment	Number of eTrucks and eBuses (Group Sales target)	Consideration of sales of all electrically powered trucks and buses within the Daimler Truck Group for 2022 in comparison with the Daimler Truck Business Plan (DTBP).	15%
S Social	Inclusion & Diversity	Inclusion and diversity are part of our talent strategy and the basis of our work culture	5%
G Governance	Implementation of the ESG strategy	ESG strategy is implemented and evaluated (ESG framework, milestones, targets, KPIs, reporting, governance structure)	15%

The ESG performance criteria are clearly defined for each financial year and disclosed in the Remuneration Report. The target achievement is also published ex-post.

2) Performance Phantom Share Plan (PPSP) – long-term variable remuneration component

The Performance Phantom Share Plan (PPSP) is a long-term variable remuneration component that is generally allocated to the members of the Board of Management of Daimler Truck Holding AG in annual tranches.

The previous PPSP tranches 2018, 2019, 2020 and 2021 were transferred from Mercedes-Benz Group AG (formerly: Daimler AG) to Daimler Truck Holding AG by way of transfer agreements and will be continued by the latter. Due to the new formation of Daimler Truck Holding AG, no allocation has yet been made by Daimler Truck Holding AG for the 2021 financial year. The first allocation by Daimler Truck Holding AG to the members of the Board of Management of Daimler Truck Holding AG is made in the 2022 financial year on the basis of the principles outlined below.

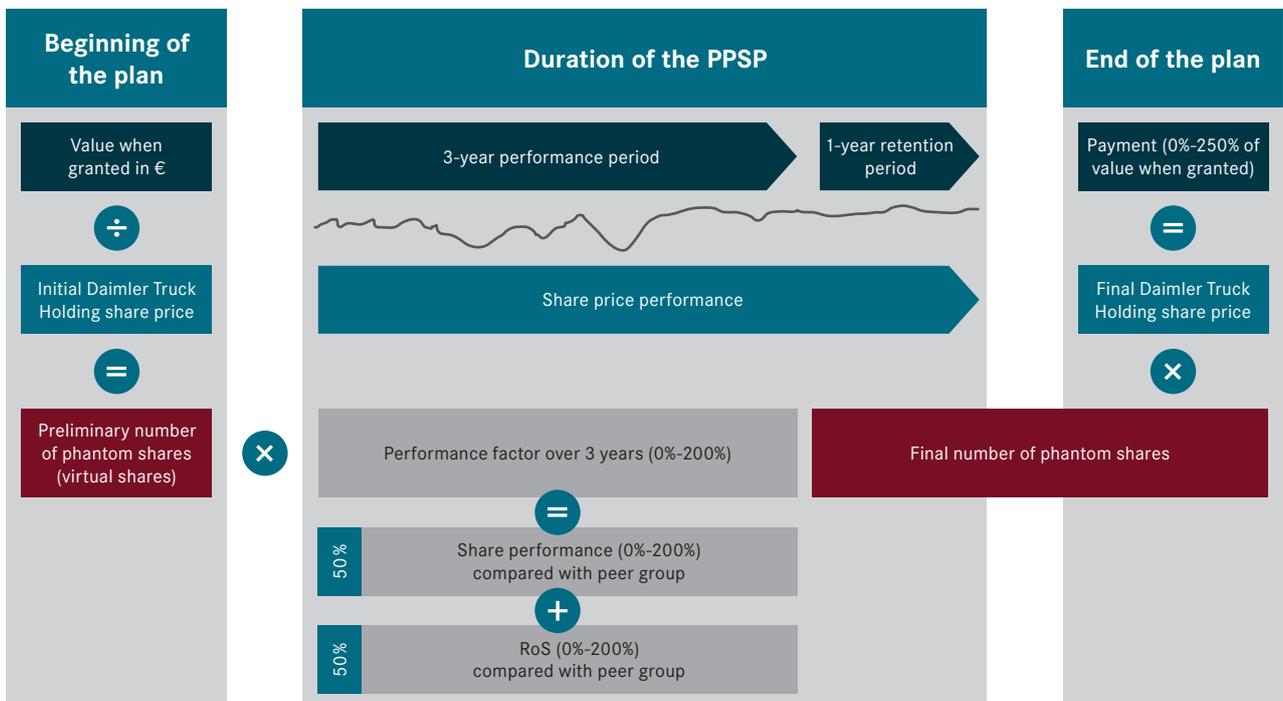
Basic principles of the PPSP

At the beginning of the plan, the Supervisory Board specifies a grant value (absolute amount in euros) in the context of setting the target total individual annual remuneration. This amount is divided by the relevant average price of Daimler Truck Holding shares calculated over a predefined long period of time, which results in the preliminary number of phantom shares allocated. Also at the beginning of the plan, performance criteria are set for a period of three years (performance period). Depending on the achievement of these performance criteria with a possible range of 0% to 200%, after three years the phantom shares that were preliminary allocated at the beginning of the plan are converted into the final number of phantom shares allocated. After another year has elapsed (retention period), the final number of phantom shares is multiplied by the applicable Daimler Truck Holding share price at that time to determine the amount to be paid out. The share price relevant for the payout under this plan is also relevant to allocating the preliminary number of phantom shares for the plan newly issued in the respective year. The value of the phantom shares to be paid out depends on target achievement measured according to the criteria described below and on the share price relevant for the payout. This final amount paid is limited to 2.5 times the amount allocated at the beginning of the plan (grant value). This maximum amount includes the dividend equivalent paid out during the four-year plan period.

Since the share of PPSP in the total of all variable remuneration components exceeds the share of the annual bonus, most of the variable remuneration is granted share-based, as recommended by the German Corporate Governance Code (*Deutscher Corporate Governance Kodex*). In addition, the medium-term portion of the annual bonus (deferral) also contains a share-based component as payout amount through the dependence on the performance of the Daimler share compared to the shares of competitors. PPSP and the deferral together account for 55% of the target total remuneration and are measured on a multi-year basis pursuant to Section 87, Subsection 1, Sentence 3 of the German Stock Corporation Act (*Aktiengesetz*).

Performance criteria of the PPSP

Target achievement for the long-term variable remuneration is based on two performance criteria, each of which is weighted at 50%. The first of these is Return on Sales (RoS), which pursuant to the consolidated financial statements of Daimler Truck Holding AG is a performance criterion that is determined in a three-year comparison with Daimler’s competitors and creates incentives to ensure sustainable and profitable growth and to increase efficiency. The second performance criterion, relative share performance, is a performance criterion that especially reflects the interests of the shareholders.

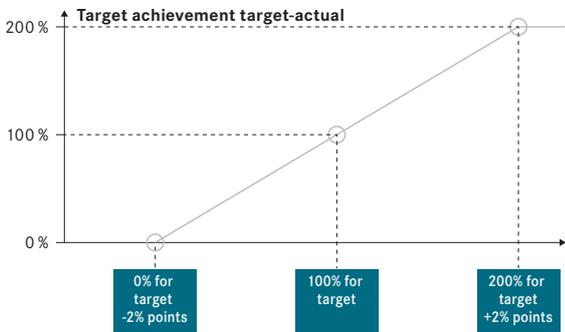


The deviation of the average RoS according to the consolidated financial statements of Daimler Truck Holding AG from the average RoS of the competitor group (revenue-weighted average) determines the amount of the RoS success factor. If the average RoS of Daimler Truck Holding AG equals the average RoS of the competitor group, the RoS success factor is 1. If the average RoS of Daimler Truck Holding AG is 2% points or more below (above) the average RoS of the competitor group, the RoS success factor is 0 (2). In a range of +/-2% points deviation, the RoS success factor changes proportionally to the deviation.

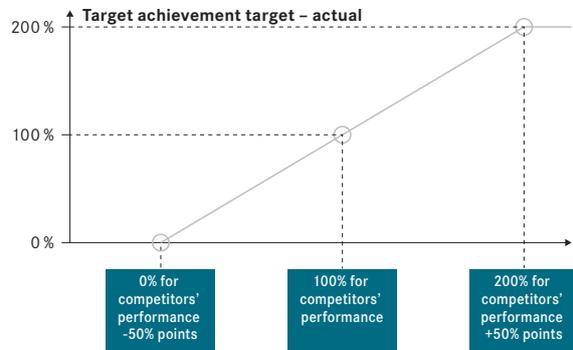
- Relative share performance

Relative share performance is measured by the performance of Daimler Truck Holding's share in a three-year comparison with the performance of the defined competitor group. If the performance of Daimler Truck Holding's share (in %) is the same as that of the competitor group (in %), the degree of target achievement is 100%. If the performance of Daimler Truck Holding's share price (in %) is 50 percentage points or more below (above) the performance of the competitor group, the degree of target achievement is 0% (200%). In the deviation range of +/- 50 percentage points, the success factor changes proportionally to the deviation.

Financial performance criteria for the PPSP: Return on sales



Financial performance criteria for the PPSP: relative share performance



Overview of the elements of the PPSP and their relation to the business strategy of Daimler Truck Holding AG:

Overview: Relation of the Performance Phantom Share Plan to the business strategy	
Elements of the PPSP	Relation to the business strategy / incentive effect
Return on sales	Incorporates one of the Group's main internal key performance measures and ensures sustainable and profitable growth
Share price performance	Links the interests of the Board of Management with those of the shareholders
Consideration of competitors	Incorporates a relative performance measurement, which creates incentives for outperforming relevant competitors over the long term
Four-year duration	Ensures the Group's sustainable and long-term development
Conversion into phantom shares	Strengthens the relation to the share price and thus the linking of the interests of the Board of Management with those of the shareholders

4.3 Guidelines for share ownership

To further align the interests of the Board of Management and shareholders, stock ownership guidelines (SOG) are in place as part of the Board of Management's remuneration package. These guidelines require the members of the Board of Management to invest in Daimler Truck Holding AG shares and to hold those shares until the end of their employment. To satisfy the guidelines, generally up to 25% of the gross payouts from the Performance Phantom Share Plans annually is to be used to acquire actual shares in the Company; however, shares may also be acquired in other ways. The number of shares to be acquired and held (SOG targets) was determined by the Supervisory Board for the individual Board of Management members as follows:

Chairman of the Board of Management:	75,000 Daimler Truck Holding AG shares
Chief Financial Officer:	25,000 Daimler Truck Holding AG shares
Ordinary member of the Board of Management:	20,000 Daimler Truck Holding AG shares

Starting with the payment of the 2018 PPSP (beginning 2022) and in the following years members of the Board of Management will invest in Daimler Truck Holding AG shares to fulfill the above-mentioned SOG targets.

4.4 Malus/Clawback

Malus or Clawback provisions are implemented in the service contracts and the PPSP conditions.

According to these provisions, a violation in the capacity as a member of the Company's Board of Management of the obligations pursuant to Section 93 of the German Stock Corporation Act (*Aktien-gesetz*) and the principles of conduct set forth in the Company's code of conduct may lead to the partial or complete reduction of the annual bonus. If it is not possible to deduct the reduction amount from bonuses not yet paid or from future bonuses, the Board of Management member in question will be required to pay back the amount of the bonus reduction. The Supervisory Board shall decide whether to perform a reduction and, if applicable, the amount thereof, taking into account the particular circumstances of the individual case and weighing up the interests of both contractual parties.

The terms governing the PPSP include a provision that allows for the partial or complete reduction of the provisional (including the adjusted) and the final allocation volume for any member of the Board of Management who demonstrably violates the principles laid down in the Company's code of conduct or any other professional obligations prior to the payout of the plan proceeds. The Supervisory Board decides on such bonus reductions.

5. Remuneration-related transactions

The service contracts of the Board of Management members are concluded for the duration of their appointment and are each extended for the duration of their reappointment. When a member of the Board of Management is appointed for the first time, the term of appointment and service contract is generally three years. In the event of reappointment, the term of appointment and service contract is generally five years.

5.1 Benefits in the event of premature termination of the service contract without good cause or where good cause within the meaning of Section 626 of the German Civil Code (*Bürgerliches Gesetzbuch*) exists

If the appointment to the Board of Management is revoked pursuant to Section 84, Subsection 3 of the German Stock Corporation Act (*Aktiengesetz*) and if there is good cause (*wichtiger Grund*) within the meaning of Section 626 of the German Civil Code (*Bürgerliches Gesetzbuch*), the service contract is also terminated at the time the revocation of the appointment takes effect. In this case, the affected Board of Management member shall no longer receive any payments from the effective date of the revocation.

In the case of early termination of the service contract without good cause within the meaning of Section 626 of the German Civil Code (*Bürgerliches Gesetzbuch*), Board of Management service contracts include commitments to payment of the base salary until the expiry of the contract. Such persons are only entitled to payment of the annual bonus pro rata for the period until the membership of the Board of Management ends. Entitlement to payment of performance-related components of remuneration with a long-term incentive effect (PPSP) that has already been allocated is determined by the conditions of the respective plans. To the extent that the payments described above are subject to the severance cap of the German Corporate Governance Code (*Deutscher Corporate Governance Kodex*), their total including fringe benefits is limited to twice the value of the annual remuneration and may not exceed the total remuneration for the remaining period of the service contract.

In the event of early termination of the service contract, both the short-term and the delayed medium-term component (deferral) of the annual bonus, and the proceeds from the long-term PPSP, are not paid out in advance but instead at the points in time agreed upon in the service contract or in the terms and conditions of the PPSP plan.

5.2 Additional severance provisions

There are no assurances in the event of early termination of Board of Management membership due to a change of control.

In the event of regular termination of the service agreement, there are no further contractual provisions or restrictions.

5.3 Sideline activities of Board of Management members

The members of the Board of Management should accept management board or supervisory board positions and/or any other administrative or honorary functions outside the Group only to a limited extent and under certain conditions. The prior consent of the Supervisory Board's Presidential Committee is required. In addition, a list of all sideline activities of the Board of Management members is submitted to the Supervisory Board once a year for approval. This ensures that neither the time required nor the remuneration paid for such activities leads to a conflict with the members' tasks performed for the Group. Insofar as such sideline activities are memberships of supervisory boards to be established by law or of similar supervisory bodies of business enterprises, they are disclosed in the annual financial statements of Daimler Truck Holding AG, which are published on the internet (<https://www.daimlertruck.com/company/corporate-governance/board-of-management/>). In general, Board of Management members have no right to separate remuneration for board positions held at other Group companies.

6. Temporary deviations

The Supervisory Board may temporarily deviate from the remuneration system if this is necessary in the interests of the Company's long-term welfare. This includes, for example, the adjustment of the remuneration system in the event of a significant change in the situation, for example a severe economic crisis. The exceptional circumstances underlying and requiring a deviation are to be determined by resolution of the Supervisory Board. The components of the remuneration system from which deviations may be made are the procedure, the provisions of the remuneration structure and amount as well as the individual remuneration components. Moreover, the Supervisory Board may, in accordance with its professional judgement, temporarily recompense the expenses for extraordinary fringe benefits (e.g. security measures) if it determines that requirements have changed significantly. In addition, the Supervisory Board is entitled to make extraordinary payments to newly appointed Board of Management members in order to recompense them for lost salaries from a previous employment or to cover the costs of moving to a different location.

V. Remuneration report (re. Agenda Item 9)

1. Preamble

In accordance with the requirements of Section 162 of the German Stock Corporation Act (*Aktiengesetz - AktG*), the remuneration report was jointly approved by the Supervisory Board and the Board of Management of Daimler Truck Holding AG (DTHAG) for the short financial year from March 25, 2021 to December 31, 2021 and, in accordance with the applicable legal requirements and the recommendations of the German Corporate Governance Code (GCGC) as amended on December 16, 2019, explains the basic principles of the remuneration system for the Board of Management and Supervisory Board of Daimler Truck Holding AG as well as the remuneration granted and owed to the individual members of the Board of Management and of the Supervisory Board for the period from December 1, 2021 to December 31, 2021.

2. Review of the past financial year

The year 2021 was an exceptional year for Daimler Truck Holding AG ("Daimler Truck"). We took the step to entrepreneurial independence. At the same time, we continued to work intensively on the technological transformation and further improved the performance of our operating business - under the difficult conditions of the COVID-19 pandemic and global supply bottlenecks.

After the spin-off took effect in December 2021, investors have the opportunity to invest directly in the shares of one of the world's largest commercial vehicle manufacturers. Daimler Truck considers itself well positioned for the new era of independence. In preparation for the IPO, the Company has specified its financial ambitions to consistently and continuously increase the performance and profitability of its segments.

The commercial vehicle industry continues to be subject to profound and highly dynamic changes. Climate protection and sustainability in particular are among the great challenges of our time, and Daimler Truck has set itself the goal of leading the industry on the path towards CO₂-neutral transportation. On the path to climate-neutral mobility, Daimler Truck intends to implement battery-electric, hydrogen-based and autonomous driving with high priority and innovative technology, with a strong focus on customer benefits and profitability.

In addition, we are continuously seeking to drive digitalization and exploit the potential through a transformation and further developed culture supported by senior managers and employees, which will make Daimler Truck more agile and responsive and further increase the pace of innovation.

Our activities always focus on the customer, our shareholders, our employees and sustainability as integral parts of our strategy. The achievement of our financial targets is a key condition for all activities.

3. Structure of the remuneration of the Board of Management

The remuneration system for the Board of Management was determined by resolution of the Supervisory Board in November 2021 for the month of December. The remuneration system for the Board of Management takes into account the requirements of the GCGC. At its meeting on December 10, 2021, the Supervisory Board also adopted a resolution on a new remuneration system to apply from January 1, 2022. In this context, the Supervisory Board also dealt with the preliminary targets of the Board of Management for the 2022 financial year.

The new remuneration system is intended to be presented to the Annual General Meeting of Daimler Truck Holding AG on June 22, 2022 for its approval in accordance with Section 120a Subsection 1 AktG. The changes to the new remuneration system effective from January 1, 2022 compared to the remuneration system effective until December 31, 2021 are described in the chapter "Outlook for the 2022 financial year".

3.1 Principles of remuneration

The remuneration system for the Board of Management has been determined with the aim of being clear and comprehensible. The remuneration system for the Board of Management consists of fixed non-performance-related and variable performance-related remuneration components based on qualified and ambitious performance criteria and, accordingly, provides an incentive for the implementation of the corporate strategy and contributes to promoting the long-term and sustainable development of the Group. For the variable remuneration, the performance criteria and targets are determined in advance by the Supervisory Board. Subsequent changes to these performance criteria and targets are excluded. Special performances are appropriately rewarded, while missed targets reduce the variable remuneration up to zero. Due to the generally higher weighting of the long-term variable remuneration components, the targets defined for the long-term variable remuneration components provide a higher incentive than the relevant

targets for the short-term variable remuneration. The remuneration system for the members of the Board of Management adopted by the Supervisory Board thus aims to promote the Company's business strategy and its sustainable and long-term development.

When determining the total remuneration of the individual Board of Management members, the situation of the Company as well as the members' areas of activity and responsibility are taken into account. This is done in line with legal requirements and with a clear focus on the competition. In the opinion of the Supervisory Board a balanced combination of non-performance-related (fixed) and performance-related (variable) components of remuneration based on adequate and ambitious performance criteria and targets provides the Board of Management with an incentive to implement the corporate strategy and ensure the sustained success of the Group, taking into account relevant competitors for the measurement of relative performance.

In addition to ensuring the appropriateness of the remuneration with regard to performance and market conformance while taking the size, complexity and economic situation of the Group into account, Daimler Truck strongly focuses on making the remuneration system of the Board of Management consistent with that of the management team. The latter aspect ensures that all of the decision-makers pursue uniform goals while taking the same financial and sustainability/Environment Social Governance (ESG) aspects into account and promoting the cultural and organizational development of Daimler Truck.

A specific connection between the remuneration of the members of the Board of Management and their performance (pay for performance) is of great importance to the Supervisory Board of Daimler Truck Holding AG. In addition to a strong financial performance of the Truck Group as a whole and the achievement of strategic goals, this also includes responsibility for the employees as well as for the environment and society.

Remuneration guidelines

In its entirety, the remuneration system greatly promotes the business strategy.

The remuneration system and the performance criteria of the variable components create incentives for the Group's long-term and sustainable development.

The remuneration system plays a key role in linking the interests of the shareholders, the customers, the employees and other stakeholders.

The performance of the Board of Management members is appropriately taken into account in the variable remuneration components by adequate and ambitious performance criteria (pay for performance).

In measuring the performance of the Board of Management, all of the variable remuneration components take relevant competitors into consideration in order to implement an additional relative performance measurement and provide incentives for outperforming the competition.

The Supervisory Board makes sure that the Board of Management remuneration system and that of the senior executives sets equally focused incentives (consistency of remuneration systems).

The design of the remuneration system takes the current market standards into account.

3.2 Overview of the remuneration system

The remuneration system fundamentally consists of fixed and variable remuneration components, the sum of which determines the remuneration a Board of Management member receives in total.

The fixed non-performance-related remuneration consists of the base salary, the fringe benefits and the retirement benefit commitments of each Board of Management member. The variable performance-related remuneration, in turn, is split into a short and medium-term variable remuneration (annual bonus incl. deferral) and a long-term variable remuneration (Performance Phantom Share Plan (PPSP)). The medium-term compensation, the so-called deferral, amounts to 50% of the annual bonus and is paid out one year later depending on the development of the Daimler Truck Holding share price compared to the STOXX Europe Auto Index.

The previous PPSP tranches 2018, 2019, 2020 and 2021 were transferred from Mercedes-Benz Group AG (formerly Daimler AG) to Daimler Truck Holding AG by way of transfer agreements and will be continued by the latter. Due to the new formation of Daimler Truck Holding AG, no allocation has yet been made by Daimler Truck Holding AG for the 2021 financial year.

For each financial year, the Supervisory Board links the variable remuneration components to targets derived from the strategy. The degree to which these targets are achieved determines how high the payments actually are. The following table shows the remuneration system for Daimler Truck Holding AG for the month of December. Daimler Truck Holding AG was newly established in the financial year 2021 and listed on the stock exchange in December 2021. As a result, service agreements were concluded for the first time with the members of the Board of Management of DTHAG, and the remuneration system and remuneration for the month of December are presented below.

Remuneration system of the Board of Management			
	Remuneration element	Description	
Fixed remuneration	Base salary	- A fixed contractually agreed remuneration that is paid out in twelve monthly installments	
	Fringe benefits	- Mainly expenses for security precautions and the provision of company cars	
	Retirement benefit commitment	- An annual contribution in the amount of 15% of the sum of the base salary and the total annual bonus as determined at the end of the reporting period	
Variable remuneration	Annual bonus	Type	- Target bonus model (maximum limit: 200% of the base salary)
		Performance criteria	- Financial performance criteria (0%-200%) - 50% EBIT target/actual comparison - 50% target/actual comparison of the free cash flow of the industrial business - Non-financial targets (-10% - + 10%) - Transformation targets (0% - 25%)
		Payout	- 50% payout after one year - 50% deferral coupled with share price performance compared to competitors
	Performance Phantom Share Plan (PPSP)	- The PPSP is generally allocated to the members of the Board of Management of Daimler Truck Holding AG in annual tranches. Due to the new formation of Daimler Truck Holding AG, an allocation will be made for the first time in the 2022 financial year. The basic principles of the PPSP for the 2022 financial year are described in the chapter "Outlook for the 2022 financial year".	
Further elements	Malus / Clawback	- Partial reduction or complete elimination or reclaiming of variable remuneration possible	
	Stock ownership guidelines	- Depending on the function on the Board of Management, the number of shares to be held is between 20,000 and 75,000 - These shares must be held until the end of the Board of Management membership	
	Benefits in the event of early termination	- A severance payment (if any) is limited to double the annual remuneration and may not exceed the total remuneration for the remaining term of the service contract	

3.3 Review and determination of the remuneration system and the level of remuneration

For each upcoming financial year, the Presidential Committee at first prepares a review by the Supervisory Board of the remuneration system and the level of remuneration and where necessary prepares suggestions for changes. In the process, the Presidential Committee and the Supervisory Board can avail themselves of the advice of external remuneration experts. This was also done in the reporting period. In 2021, the advice was provided by hkp Deutschland GmbH. The remuneration system agreed upon by the Supervisory Board is presented to the Annual General Meeting for its approval. The Supervisory Board regularly reviews the system of Board of Management remuneration on the basis of the preparations and recommendations made by the Presidential Committee. The Supervisory Board makes any changes that are deemed necessary. If major changes are made to the remuneration system, or at least at intervals of four years, it is presented to the Annual General Meeting for approval. If the Annual General Meeting does not approve the remuneration system, a revised remuneration system has to be submitted for approval to the next ordinary Annual General Meeting at the very latest.

The Supervisory Board determines the amount of the target total remuneration of the individual Board of Management members for the upcoming financial year, i.e. the sum of base salary, amount of target short-term variable remuneration, amount of target long-term variable remuneration as well as expenses for fringe benefits and retirement benefit commitments. The target total remuneration shall be in an appropriate relationship to the responsibilities and performance of each Board of Management member and to the situation of the Group. In addition, the Supervisory Board makes sure that the target total remuneration is appropriate to the market. To do this, it makes both a horizontal and a vertical comparison.

Taking into account the market position of Daimler Truck (especially with regard to sector, size and country), the horizontal (external) comparison of the target total remuneration was based on the companies included in the DAX and on a group of international competitors. In particular, the relative weighting of the components and the amount of the target total remuneration were reviewed.

For the vertical - internal - comparison of the target total remuneration, the Supervisory Board takes into account the two upper management levels below the Board of Management and the workforce of Daimler Truck AG in Germany for a comparison.

In the event of significant changes in the relationship between the remuneration of the Board of Management and the horizontal and vertical comparison groups the Supervisory Board establishes the causes

and in the absence of objective reasons for the deviations adjusts the remuneration of the Board of Management as necessary.

3.4 Remuneration structure and target remuneration

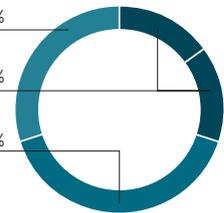
The fixed base salary and the annual bonus (incl. deferral) each comprise approximately 30% of the target total remuneration (without the retirement benefit commitments and fringe benefits), while the variable component of remuneration with long-term incentive effect (PPSP) makes up approximately 40% of the target total remuneration. [↗ B.1](#)

B.1

Remuneration structure

Target remuneration consists of non-performance-related and performance-related components.

base salary (non-performance-related)	approx. 30%
short- and medium-term performance-related components	approx. 30%
long-term performance-related components	approx. 40%



Additional components of the non-performance-related remuneration are the retirement benefit commitments and the fringe benefits (non-cash benefits in kind: mainly expenses for security precautions that are borne by the Company and the provision of company cars). The contribution to the pension plan is currently 15% of the sum of the base salary and the total annual bonus as determined at the end of the reporting period.

Only 50% of the annual bonus is paid out in the first half of the following financial year. The other 50% is paid out a year later (deferral) depending on the performance of the Daimler Truck Holding share compared with the performance of an index. Both the delayed payout of the portion of the annual bonus and the variable component of remuneration from the PPSP with its link to additional comparative parameters and to the share price reflect the recommendations of the GCGC, which stipulates that the share of variable remuneration achieved as a result of reaching long-term targets shall exceed the share from short-term targets. No PPSP was allocated to the members of the Board of Management of Daimler Truck Holding AG pro rata temporis for the 2021 financial year (December 2021). However, the members of the Board of Management of Daimler Truck Holding AG already received allocations from long-term variable remuneration in the first quarter of 2021 as part of the functions performed by them at that time.

The plans were issued at that time by Mercedes-Benz Group AG (formerly Daimler AG) to all current members of the Board of Management of Daimler Truck Holding AG and the allocations were made under the then existing service or employment contracts with Daimler AG and Daimler Truck AG, as applicable.

For a full financial year, the following contractually agreed target remuneration as well as the maximum amounts of cash payments (see also the following section) currently apply to the members of the Board of Management of Daimler Truck Holding AG:

Contractually agreed target and maximum cash remuneration 1) for a full financial year in thousands of euros

In thousands of €	Chairman of the Board of Management		Chief Financial Officer		Ordinary Board of Management member	
	Target remuneration	Cash flow cap (excluding fringe benefits and retirement benefit commitments)	Target remuneration	Cash flow cap (excluding fringe benefits and retirement benefit commitments)	Target remuneration	Cash flow cap (excluding fringe benefits and retirement benefit commitments)
Base salary	1,300		650		650	
Annual bonus (incl. deferral)	1,300		650		650	
PPSP	1,900		900		800	
Total	4,500	7,650	2,200	4,180	2,100	3,990

1 Amount specified under PPSP: value when granted in thousands of euros under service contracts Amount specified under annual bonus: 50% pay-out in the first year following the financial year; remaining 50% payment in the second year following the financial year = deferral

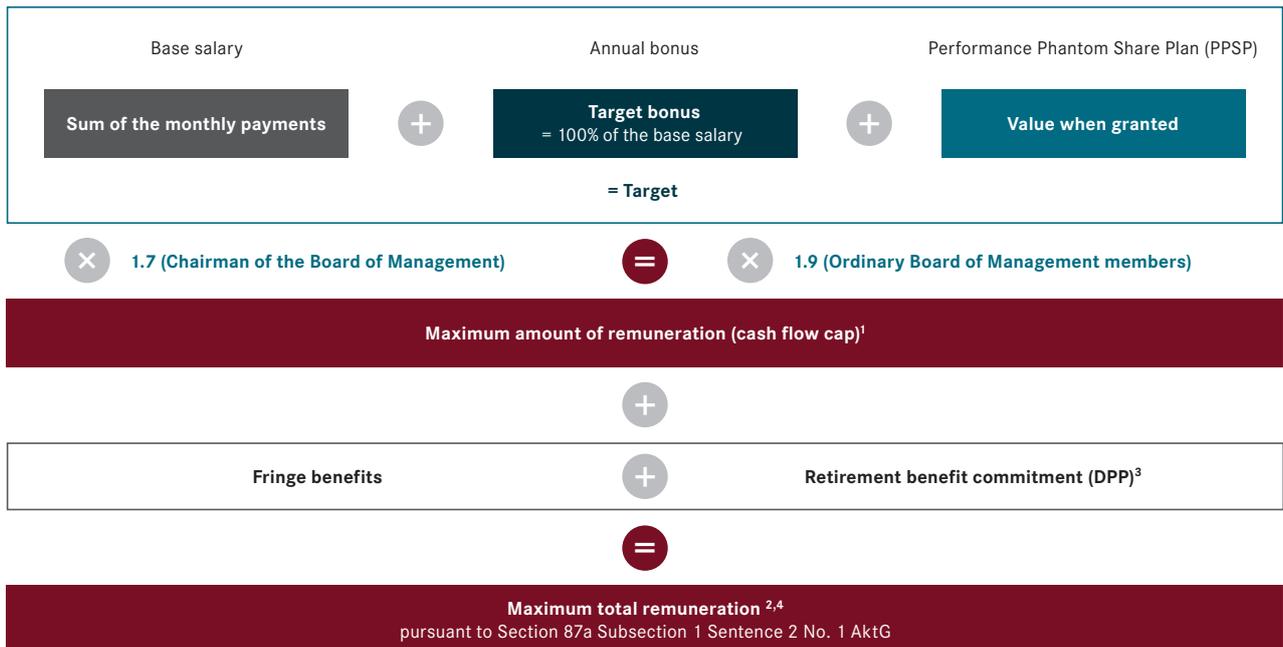
3.5 Compliance with maximum remuneration

The amounts of remuneration of Board of Management members are limited not only with regard to the variable components but also by a maximum amount of cash payments and a maximum total remuneration pursuant to Section 87a Subsection 1 Sentence 2 No. 1 AktG.

The maximum amount of cash payments to the members of the Board of Management was set at 1.9 times the sum of the base salary, the target annual bonus and the value when granted of the PPSP in each case. It is 1.7 times for the Chairman of the Board of Management. The possible cap on the amount exceeding the maximum limit of the cash payments takes place with the payment of the PPSP issued in the relevant financial year. ➔ B.2

B.2

Calculation of the maximum amount of remuneration (cash flow cap) and maximum total remuneration 2021



The possible cap on the amount exceeding the maximum amount of remuneration (1) and/or the maximum total remuneration (2) takes place in each case with the payment of the PPSP. 3) 15% based on base salary plus annual bonus. 4) The maximum remuneration for one financial year amounts to EUR 10,000,000 for the Chairman of the Board of Management and EUR 6,000,000 for an ordinary member of the Board of Management

In accordance with Section 87a Subsection 1 Sentence 2 No. 1 AktG, the Supervisory Board has also set a maximum remuneration that was analyzed with regard to its appropriateness. The maximum remuneration for one financial year amounts to EUR 10,000,000 for the Chairman of the Board of Management (pro rata temporis for the 2021 financial year/ December 2021: EUR 833,333. Remuneration December 2021: see tables B8 and B9) and EUR 6,000,000 for an ordinary member of the Board of Management (pro rata temporis for the 2021 financial year/ December 2021: EUR 500,000. Remuneration December 2021: see tables B8 and B9). The sum of all payments (base salary, annual bonus, PPSP) or, in the case of fringe benefits and retirement benefit commitments, the expense resulting from commitments made in one year is limited to this value, regardless of when the payments are made.

If the sum of the amounts paid exceeds the maximum remuneration pursuant to Section 87a Subsection 1 Sentence 2 No. 1 AktG, the remuneration component last paid, as a rule the PPSP, will be reduced.

For the 2021 financial year, the total compensation of all members of the Executive Board will be below the relevant pro-rata maximum total compensation - fixed salary, bonus and expected deferral, which will be paid in 2023. An exact comparison cannot be made at present as the final value of the deferral has not yet been determined. A final statement will be made in the Compensation Report 2023.

4. Remuneration of the Board of Management in the 2021 financial year

4.1 Fixed remuneration components

Base salary

The base salary is fixed remuneration relating to the entire year, oriented toward the area of responsibility and the experience of each Board of Management member and paid out in twelve monthly installments.

Fringe benefits

Fringe benefits are an additional component of the fixed remuneration. These are mainly composed of expenses for security precautions and the provision of company cars, which can also be used privately, and the resulting non-cash benefit.

In addition, Ms. Rådström received a housing allowance (non-cash benefit) of kEUR 4 for December 2021. Daimler Truck Holding AG also pays allowances for private health and long-term care insurance for Ms. Rådström and maintains accident insurance for the benefit of the members of the Board of Management.

In addition, the members of the Board of Management were also covered in the reporting period by insurance against pecuniary damage, taken out by and in the interest of the Company for corporate bodies and certain senior executives, with an appropriate deductible pursuant to Section 93 Subsection 2 AktG. The insurance premiums were paid by the Company.

In exceptional cases, members who are newly appointed to the Board of Management can receive one-time payments to reimburse them for the loss of remuneration from their previous employment. No one-time payments were granted in December 2021.

Company retirement benefit plan

In 2012, Daimler AG introduced a new company retirement benefit plan for new entrants and new appointments for employees paid according to collective bargaining wage tariffs as well as for executives: the "Daimler Pensions Plan". This retirement benefit system features the payment of annual contributions by the Company and is oriented toward the capital market. The Company merely makes a commitment to guarantee the total of contributions paid, which are invested in the capital market according to a precautionary investment concept.

The Supervisory Board of Daimler Truck Holding AG has approved the application of this retirement benefit system for all members of the Board of Management (without the chairman of the Board of Management) appointed since December 2021. The amount of the annual contributions results from a fixed percentage of the base salary and the annual bonus for the respective financial year calculated as of the annual closing date. This percentage is currently 15%.

The contributions to the retirement provision are granted until the age of 62. The benefit from the Daimler Pensions Plan is payable to surviving Board of Management members at the earliest at the age of 62, irrespective of their age upon retirement. If a member of the Board of Management retires due to disability, the benefit is paid as a disability pension, even before the age of 62.

The Pension Capital system was used from the beginning of 2006 until the end of 2011. Existing pension agreements of active Board of Management members at the beginning of this period were adjusted correspondingly. All Board of Management members newly appointed during that period were subject exclusively to the Pension Capital system.

Under this system, each Board of Management member is credited with a capital component each year. This capital component comprises an amount equal to 15% of the sum of the Board of Management member's fixed base salary and the total annual bonus for the respective financial year on the balance sheet date, multiplied by an age factor equivalent to a rate

of return of 6% until 2015 and 5% from 2016. These contributions to pension plans are granted only until the age of 60.

The benefit from the pension capital is payable in the committed amount (sum of the capital components credited including interest) to surviving Board of Management members at the earliest at the age of 60, irrespective of their age upon retirement. If a member of the Board of Management retires due to disability, the benefit is paid as a disability pension, even before the age of 60.

Payments under the retirement benefit system (DPP and PC) can be made in three ways:

- as a single amount;
- in twelve annual installments, whereby interest accrues on each partial amount from the time payments commence until the payout is complete (Pension Capital: 6% or 5%; Daimler Pensions Plan: in accordance with applicable law);
- as an annuity with annual increases (Pension Capital: 3.5% or in accordance with applicable law; Daimler Pensions Plan: in accordance with applicable law).

The contracts specify that if a Board of Management member passes away before retiring for reason of age, the spouse/registered civil partner or dependent children is/are entitled to the full committed amount in the case of the Pension Capital system, and to the credit amount reached plus an imputed amount until the age of 62 in the case of the Daimler Pensions Plan.

If a Board of Management member passes away after retiring for reason of age, in the case of payment of twelve annual installments the heirs are entitled to the remaining present value. In the case of a pension with benefits for surviving dependents, the spouse/registered partner or dependent children is/are entitled to 60% of the discounted terminal value (Pension Capital), or the spouse/registered civil partner is entitled to 60% of the actual pension (Daimler Pensions Plan).

Service costs for pension obligations to Board of Management members in accordance with IFRS amounted to € 0.2 million in the 2021 financial year (December). The present value of the total defined benefit obligation according to IFRS amounted to € 0.2 million as of December 31, 2021.

The service costs and present value of the pension obligations for each Board of Management member are shown in the following table:

Active members of the Board of Management – retirement benefit commitment Values pursuant to IAS 19

In thousands of €	Expense IFRS (service cost)	Present value of the retirement benefit entitlement IFRS as of December 31
	December 2021	Year 2021
Daum, Martin ¹	0.00	0.00
Götz, Jochen	8.13	19.02
Hartwig, Jürgen	8.13	9.12
Rådström, Karin ²	153.96	167.19
O'Leary, John ³	0.00	0.00
Deppen, Karl	8.13	11.39
Unger, Stephan	8.13	13.09
Gorbach, Andreas	8.13	28.94
Total⁴	194.58	248.75

1 No more contributions, commitment remained in MBG (DAG)

2 Including transfer module from DTAG DPP commitment

3 Neither in Germany nor abroad are any commitments arising from his activities of the Board of DTHAG

4 Figure may not tie due to rounding

4.2 Variable remuneration components

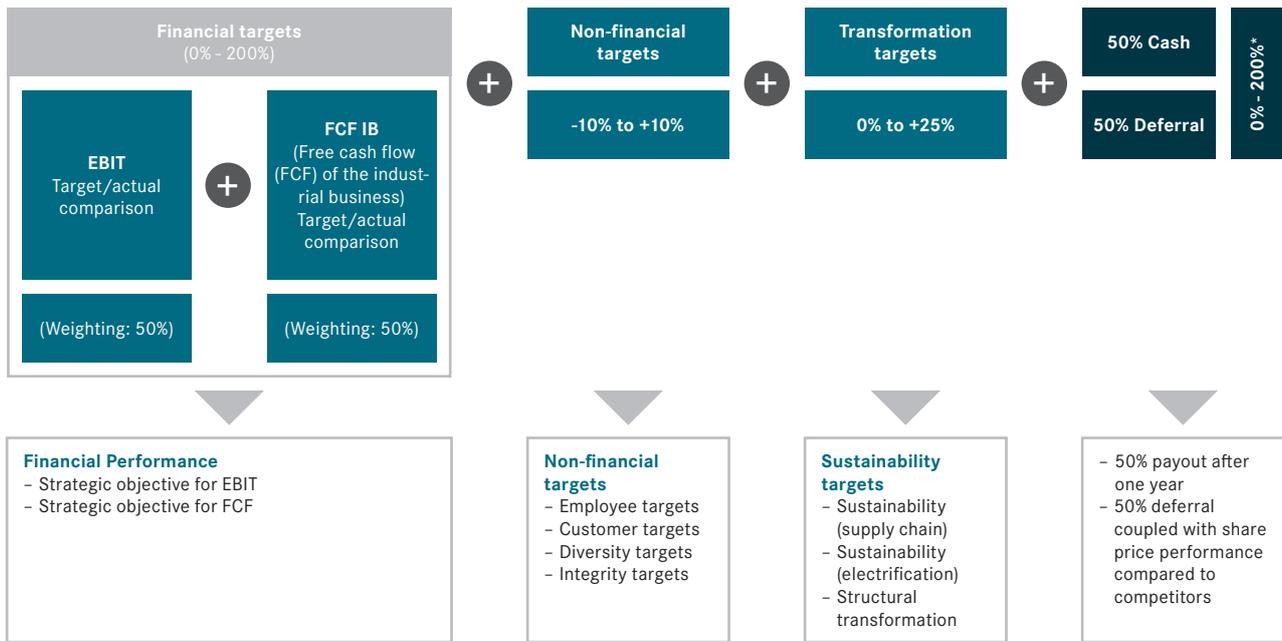
Annual bonus

The **annual bonus** is a short and medium-term variable remuneration that provides an incentive for the contribution made in the financial year to the operational implementation of our corporate strategy, in particular the future-proofing expansion of our business model as a commercial vehicle manufacturer. The financial performance criteria are based on the operating result of the Daimler Truck Group (EBIT) and the free cash flow of the industrial business, each of which is weighted at 50%. EBIT and the free cash flow of the industrial business are the most important financial performance indicators for the Daimler Truck Group.

The operating performance indicator EBIT measures the profitability of the Daimler Truck Group; the free cash flow of the industrial business is of outstanding importance for its financial strength. The strengthening of the operating business and the strong focus on cash flow optimization contribute sustainably to the achievement of the corporate strategy and long-term business development. The annual bonus is also impacted by the sustainability-oriented transformation targets set by the Supervisory Board as well as by the non-financial targets for the Board of Management as a whole. These factors can raise or lower the annual bonus by 0% up to +25% and +/-10%, respectively.

50% of the annual bonus is paid in cash in the first half of the following financial year. The other 50% is paid out a year later (deferral) depending on the performance of the Daimler Truck Holding share compared with the performance of the STOXX Europe Auto Index during the following year. The relevant amount is multiplied by the relative performance of

the Daimler Truck Holding share compared with the performance of the STOXX Auto during the period from December 31, 2021 to December 31, 2022. Each percentage point of performance above/below that of the STOXX Europe Auto Index increases/reduces the deferral payout accordingly. The total amount to be paid out from the annual bonus (incl. deferral) is limited to 2 times the base salary of the respective financial year.



* Cap at 200%

Financial targets

The target value of EBIT (corresponding to 100% target achievement) for each financial year is derived on the basis of the desired medium-term return, which is set by the Supervisory Board and is ambitious and oriented toward the competitive environment, and derived from the growth targets. The starting point of the calculation is the revenue of the previous year for the industrial business and the equity of the previous year for the financial services business. The target value for the free cash flow of the industrial business (corresponding to 100% target achievement) in the respective financial year is based on the defined EBIT target of the industrial business as well as on a strategic target for the cash conversion rate. The cash conversion rate is the proportion of the period's result that is scheduled to flow into the Group's liquidity after the payments for the necessary investments in research, development, tangible fixed assets and working capital are taken into account as part of the strategic growth target.

The range of possible target achievement for the two financial targets (EBIT and free cash flow of the industrial business) is between 0% and 200%. The lower limit of this range is 25% of the target value; the upper

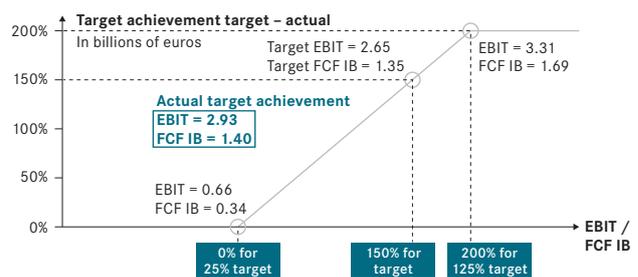
limit is 125% of the target value. If the actually achieved value is at or under the lower limit of the range, the target achievement degree is always 0%. The total absence of a bonus is therefore possible.

If the actually achieved value is at or above the upper limit of the range, the target achievement degree is 200%, which is the maximum it can reach. The degree of target achievement develops linearly within the range. ↗ B.3

B.3

Financial targets: EBIT and free cash flow of the industrial business (FCF IB)

Achievement of EBIT respectively FCF IB target results in 150% target achievement



Non-financial targets

The non-financial targets are divided into four categories. Each category is weighted equally and receives an addition or a deduction of up to 2.5 percentage points to or from the degree of achievement of the financial target. After the end of the financial year, the degree of target achievement is calculated by comparing the target value and the actual value. On this basis, an addition to or a deduction from the degree of financial target achievement of up to a total amount of 10 percentage points is possible. The total of the addition or deduction resulting from the non-financial targets is rounded in accordance with standard business rounding principles. For the 2021 financial year, this results in an addition of +6 percentage points (rounded).

Specifically:

Achievement of the Group-level targets regarding the further development and permanent establishment of integrity was measured on the basis of certain standardized questions in a global employee survey. This measurement was based on the achieved approval rate of any question and the average approval rate achieved across all questions (integrity indicator). This served as the basis for determining that +1.0 percentage point of the target was achieved at the Group level. [↗ B.4](#)

B.4

Integrity

Degree of target achievement	Addition or deduction	Integrity Indicator	Approval rate of any question
excellent	2.5%	>80%	>74%
good	2.0%	71-80%	65-74%
average	1.0%	61-70%	60-64%
low	-2.5%	≤ 60%	≤ 59%

Quality KPIs were defined for the fiscal year for vehicles in the regions according to different products. On the basis of a comparison of the target value and the actual value, the degree of target achievement at the Group level is 1 percentage point. [↗ B.5](#)

B.5

Quality

Degree of target achievement	Degree of target achievement	Addition or deduction
excellent	2.5%	>80%
good	2.0%	71-80%
average	1.0%	61-70%
low	-2.5%	≤ 60%

The degree of the employees' commitment to the Group (employee engagement) was calculated on the basis of their answers to certain standardized questions in our global employee survey. These answers, together with

the participation rate achieved in the employee survey, were used to derive a degree of target achievement of +2.0 percentage points at the Group level for the maintenance and enhancement of a high level of satisfaction and motivation among the employees. [↗ B.6](#)

B.6

Employee Engagement

Degree of target achievement	Addition or deduction	Employee engagement	Participation rate
excellent	2.5%	>35%	>70%
good	2.0%	31-35%	66-70%
average	1.0%	25-30%	61-65%
low	-2.5%	≤ 25%	≤ 60%

A target for the proportion of women in executive positions was defined at the Group level for a period of several years on the basis of Daimler Truck's in-house guidelines for the proportion of women in management positions (Gender Diversity Aspirational Guidelines), which go beyond the legally obligatory targets. A degree of target achievement of +2.0 percentage points was determined for this in a comparison of actual and target values that was conducted at the end of the financial year. [↗ B.7](#)

B.7

Diversity

Degree of target achievement	Addition or deduction	Gender Diversity	Aspirational Guidelines
excellent	2.5%	>35%	Target overachieved ≥10%
good	2.0%	31-35%	Target overachieved < 10%
average	1.0%	25-30%	Target achieved
low	-2.5%	≤ 25%	Target not achieved

Transformation targets

The transformation targets represent both quantitative and qualitative aspects. They can add up to 25 percentage points to the degree to which the financial targets have been achieved. In order to take into account the implementation of the future-oriented measures for the technological and sustainable realignment of the Group, the divisions defined measurable key performance indicators and target values from the future-oriented fields at the beginning of the 2021 financial year. In 2021, the focus here included sustainability in supply chains, electricity, and structural change. Here, as an integral part of our corporate strategy, sustainability/Environment Social Governance (ESG) aspects have an explicit significance for our business dealings.

After the conclusion of the 2021 financial year, a comparison of the actual and target values was conducted for the transformation targets. The

Supervisory Board derived the Board of Management's shared degree of target achievement from these target achievements as well as the strategic, organizational and structural contribution of the Board of Management as a whole, taking into account the economic environment and the competitive situation and positioning of the Group. For the 2021 financial year, this leads to the addition of +20 percentage points to the degree to which the financial targets have been achieved.

Amount of the annual bonus 2021 to be paid out

50% of the annual bonus 2021 will be paid to the members of the Board of Management in the first half of 2022. The target achievements described above result in the following amounts to be paid out **7 B.8:**

B.8 Annual bonus for members of the Board of Management

Amount of the annual bonus 2021 to be paid out

	Target amount thousands of Euro 12/2021	Target Achievement financial targets in %	Addition/ deduction non-financial targets in %	Addition/ deduction transformation targets in %	Total Target Achie- vements in %	Target amount thousands of Euro	Amount to be paid out in thousands of Euro (excl. Deferral)
Daum, Martin	108.3					206.9	103.5
Götz, Jochen	54.2					103.5	51.7
Hartwig, Jürgen	54.2					103.5	51.7
Rådström, Karin	54.2					103.5	51.7
O'Leary, John	54.2	165%	6%	20%	191%	103.5	51.7
Deppen, Karl	54.2					103.5	51.7
Unger, Stephan	54.2					103.5	51.7
Gorbach, Andreas	54.2					103.5	51.7
Gesamt	487.5					931.1	465.6

*The annual bonus for John O'Leary was calculated on the basis of basic compensation in euros. Change in fixed salary due to exchange rate

Performance Phantom Share Plan (PPSP)

The Performance Phantom Share Plan (PPSP) is a long-term variable remuneration component that is generally allocated to the members of the Board of Management of Daimler Truck Holding AG in annual tranches.

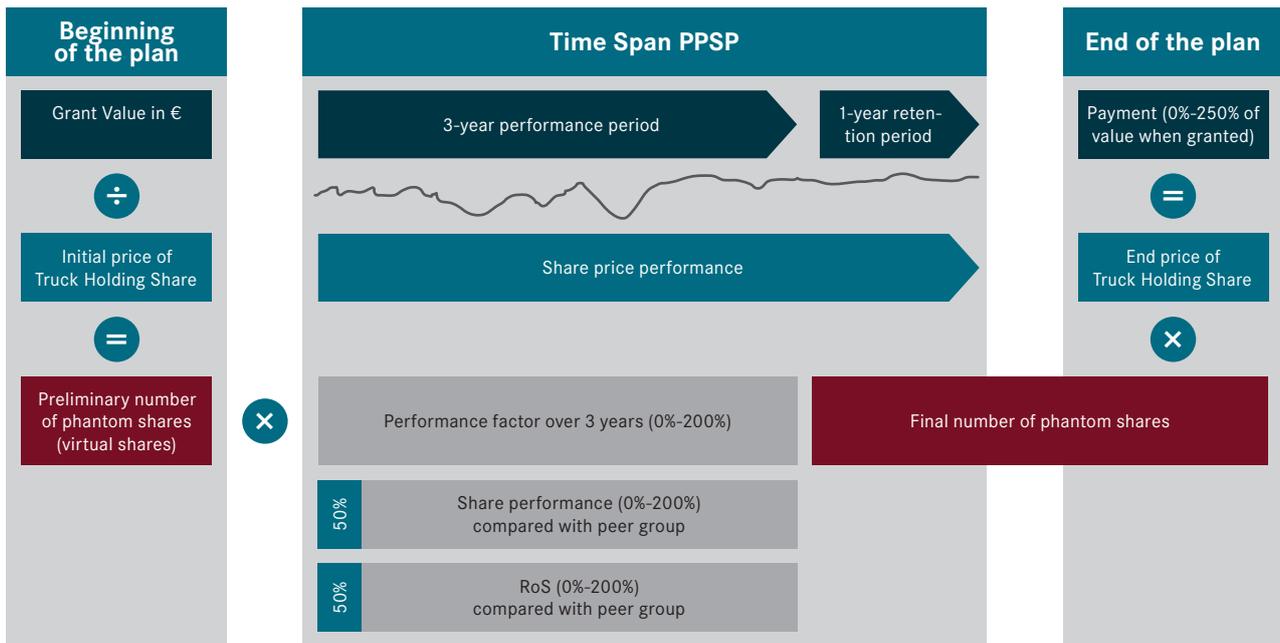
The Performance Phantom Share Plan is based on virtual shares (phantom shares) which are allocated at the beginning of the plan. During a 3-year performance period, the Group's performance is measured using the performance indicators ROS (return on sales) according to the consolidated financial statements of Daimler Truck Holding AG compared with a competitor group as well as share performance compared with the share performance of the competitor group including Daimler Truck.

The result of the performance measurement determines the final number of phantom shares allocated to the plan participants. After the 1-year retention period following the performance period, the amount per virtual share to be actually paid out is calculated on the basis of the applicable share price at that time.

The equivalent value of the phantom shares is paid out at the end of the plan in cash. A dividend equivalent is applied for each phantom share held if a dividend is paid out for shares of the Company in the respective year. For the Performance Phantom Share Plan, the final share price is limited to 2.5 times the initial share price.

The previous PPSP tranches 2018, 2019, 2020 and 2021 were transferred by transfer agreements from Mercedes-Benz Group AG (formerly: Daimler AG) to Daimler Truck Holding AG and are continued by the latter for all members of the Board of Management. Due to the new formation of Daimler Truck Holding AG, no allocation has yet been made by Daimler Truck Holding AG for the 2021 financial year.

An allocation by Daimler Truck Holding AG to the members of the Board of Management of Daimler Truck Holding AG will be made for the first time in the 2022 financial year. The changes for the 2022 financial year are described in the chapter "Outlook for the 2022 financial year".



4.3 Malus and Clawback provisions

Malus or Clawback provisions are implemented in the service contracts and the terms governing the PPSP.

According to these provisions, a violation in the capacity as a member of the Company's Board of Management of the duties pursuant to Section 93 AktG and, in particular, of the principles laid down in the Company's Integrity Code may lead to the partial reduction or complete elimination of the annual bonus. If it is not possible to reduce a future bonus payment or a payment that has yet to be made, the Board of Management member in question will be required to pay back the already paid out amount of the bonus reduction. The Supervisory Board shall decide whether to perform a reduction and the amount thereof, taking into account the particular circumstances of the individual case and weighing up the interests of both contractual parties.

The terms governing the PPSP include a provision that allows, prior to the payout of the plan proceeds, for the partial reduction or complete elimination of the preliminary (including the adjusted) and final number of shares allocated to any member of the Board of Management who clearly violates the principles laid down in the Company's Integrity Code or any other professional obligations. The Supervisory Board decides on such reductions.

In the 2021 financial year, no circumstances occurred that would justify a reduction or clawback of the variable remuneration. Therefore, no clawback had to be made on this basis.

4.4 Stock ownership guidelines

To further align the interests of the Board of Management and shareholders, stock ownership guidelines (SOG) are in place in connection with the Board of Management remuneration.

These guidelines require the members of the Board of Management to purchase Daimler Truck Holding shares over several years until the SOG target is reached and to hold those shares until the end of their Board of Management membership. In fulfillment of the guidelines, up to 25% of the gross remuneration out of each Performance Phantom Share Plan is generally to be used to acquire ordinary shares in the Company, but the required shares can also be acquired in other ways. The number of shares to be acquired and held (SOG target) is as follows, depending on the function of the relevant Board of Management member:

- Chairman of the Board of Management: 75,000 shares in Daimler Truck Holding AG
- Chief Financial Officer: 25,000 shares in Daimler Truck Holding AG
- Other ordinary members of the Board of Management: 20,000 shares in Daimler Truck Holding AG

Starting with the payment of the 2018 PPSP (beginning 2022) and in the following years members of the Board of Management will invest in Daimler Truck Holding AG shares to fulfill the above mentioned SOG targets.

4.5 Benefits in the event of early termination and other contractual provisions

The service contracts of the members of the Board of Management are concluded for the duration of the appointment and are extended in each case for the duration of the reappointment. If the appointment of a member of the Board of Management is cancelled pursuant to Section 84 Subsection 3 AktG and if there is good cause (*wichtiger Grund*) as defined by Section 626 of the German Civil Code (*Bürgerliches Gesetzbuch – BGB*), the service contract shall also terminate on the date on which the cancellation of the appointment takes effect. In this case, the affected Board of Management member shall no longer receive any payments from the effective date of the cancellation.

In the event of early termination of the service contract without good cause within the meaning of Section 626 BGB, Board of Management service contracts include commitments to payment of the base salary until the end of the original term of the service contract. Such persons are only entitled to payment of the annual bonus (incl. deferral) pro rata for the period until the end of the membership in the Board of Management. Entitlement to payment of the performance-related components of remuneration with a long-term incentive effect (PPSP) that has already been allocated is defined by the conditions of the respective plans. The payments described above are subject to the severance payment cap of the GCGC. Their total including fringe benefits is limited to double the annual remuneration and may not exceed the total remuneration for the remaining term of the service contract.

In the event of early termination of the service contract, both the short-term and the delayed medium-term component (deferral) of the annual bonus, and the proceeds from the long-term PPSP, are paid out not when the contract is terminated but instead at the points in time agreed upon in the service contract or in the terms and conditions of the PPSP plan.

There are no assurances for cases in which membership in the Board of Management is terminated early because of a change of control.

In the event of regular termination of the service agreement, there are no further contractual provisions or restrictions.

4.6 Sideline activities

The members of the Board of Management should accept management board or supervisory board positions and/or any other administrative or honorary functions outside the Group only to a limited extent. Furthermore, they require the prior consent of the Presidential Committee and the annual approval of the Supervisory Board before commencing any sideline activities. This ensures that neither the time required nor the remuneration paid for such activities leads to any conflict with the members' duties to the Group. Insofar as such sideline activities are memberships of statutory supervisory boards or comparable boards of business enterprises, they are disclosed in the notes to the annual financial statements of Daimler Truck Holding AG, which are published on our website. In general, Board of Management members have no right to separate remuneration for board positions held at other companies of the Group.

4.7 Benefits from third parties

The members of the Board of Management of Daimler Truck Holding AG have not received any benefits from third parties for their service on the Board of Management of Daimler Truck Holding AG.

4.8 Disclosure of the remuneration of the members of the Board of Management on an individual basis

The remuneration granted and owed to the individual members of the Board of Management and their relative shares are shown in the following table pursuant to Section 162 AktG [↗ B.9](#).

B.9

Individual remuneration of the members of the Board of Management since December 2021

	Martin Daum		Jochen Götz		Jürgen Hartwig	
	Chairman of the Board of Management DTHAG		Finance and Controlling		Human Resources	
	December 2021		December 2021		December 2021	
	in thousands of €	in %	in thousands of €	in %	in thousands of €	in %
Base salary	108.3	49.6%	54.2	47.1%	54.2	50.0%
Fringe benefits	6.7	3.1%	9.2	8.0%	2.4	2.3%
Total fixed remuneration	115.1	52.7%	63.4	55.1%	56.6	52.3%
Variable remuneration	103.5	47.3%	51.7	44.9%	51.7	47.7%
Annual variable remuneration (50% of annual bonus 2021)	103.5	47.3%	51.7	44.9%	51.7	47.7%
Total remuneration within the meaning of Section 162 AktG	218.5	100.0%	115.1	100.0%	108.3	100.0%
Retirement benefit expense	0.0		8.1		8.1	
Total remuneration (incl. retirement benefit expense)	218.5		123.2		116.4	

	Karin Rådström		John O'Leary ¹		Karl Anton Deppen	
	Region Europe and Latin America and the brand Mercedes-Benz Truck		Region North America and the brands Freightliner, Western Star and Thomas Built Buses		Trucks China and the Regions Japan and India and the brands FUSO and BharatBenz	
	December 2021		December 2021		December 2021	
	in thousands of €	in %	in thousands of €	in %	in thousands of €	in %
Base salary	54.2	46.7%	59.4	52.4%	54.2	48.7%
Fringe benefits	10.0	8.7%	2.1	1.9%	5.3	4.7%
Total fixed remuneration	64.2	55.4%	61.5	54.3%	59.4	53.5%
Variable remuneration	51.7	44.6%	51.7	45.7%	51.7	46.5%
Annual variable remuneration (50% of annual bonus 2021)	51.7	44.6%	51.7	45.7%	51.7	46.5%
Total remuneration within the meaning of Section 162 AktG	115.9	100.0%	113.2	100.0%	111.2	100.0%
Retirement benefit expense	154.0		0.0		8.1	
Total remuneration (incl. retirement benefit expense)	269.9		113.2		119.3	

	Stephan Unger ²		Andreas Gorbach	
	Financial Services		Trucks Technology	
	December 2021		December 2021	
	in thousands of €	in %	in thousands of €	in %
Base salary	54.2	50.7%	54.2	49.0%
Fringe benefits	0.9	0.8%	4.7	4.2%
Total fixed remuneration	55.0	51.5%	58.8	53.2%
Variable remuneration	51.7	48.5%	51.7	46.8%
Annual variable remuneration (50% of annual bonus 2021)	51.7	48.5%	51.7	46.8%
Total remuneration within the meaning of Section 162 AktG	106.8	100.0%	110.6	100.0%
Retirement benefit expense	8.1		8.1	
Total remuneration (incl. retirement benefit expense)	114.9		118.7	

1 Two contracts (German contract DTHAG and American contract DTNA); most of the remuneration is settled via DTNA in US\$; deviation basic remuneration due to exchange rate

2 Major part of remuneration is charged to Daimler Truck Financial Services GmbH

As a matter of principle, the amounts are recognized on the basis of the vested rights. For this purpose, the remuneration granted and owed shall be the remuneration for which the underlying service has been performed in full by the end of the 2021 financial year. Accordingly, 50% of the amount of the annual bonus to be paid out are allocated to the 2021 financial year, as the underlying service has been performed in full by the Board of Management members by the end of the financial year and the parameters required to determine the payment have been finally established.

The annual bonus 2021 is therefore reported for the 2021 financial year, although the actual payment will be made only in the 2022 financial year. For the other

50% of the annual bonus (the deferral), on the other hand, a reporting logic is chosen that corresponds to a cash flow based interpretation, under which the actual amount of the deferral can be reported when the payment is actually made. This will only be the case in the 2023 financial year. The PPSP and the deferral will be reported in the future with inflow as compensation granted and owed with the value actually paid out at that time.

For the purposes of transparent reporting, the retirement benefit expense pursuant to IAS 19 is additionally disclosed although it is not part of the remuneration granted and owed in accordance with Section 162 AktG.

Remuneration of members of the Board of Management of Daimler Truck Holding AG until December 2021

The members of the Board of Management appointed on an interim basis, Mr. Fabian Römer and Mr. Lars Wettlaufer, did not receive any additional remuneration from Daimler Truck Holding AG in connection with the establishment of Daimler Truck Holding AG or during their term of office. Instead, they received an appropriate remuneration under their employment contracts with Daimler AG, and their work for Daimler Truck Holding AG was compensated by this remuneration.

Martin Daum and Jochen Götz were both appointed as members of the Board of Management of Daimler Truck Holding AG with effect from July 12, 2021. Both worked for Daimler Truck Holding AG without additional remuneration until November 30, 2021.

Martin Daum was simultaneously a member of the Board of Management of Daimler AG during the period from July 12, 2021 to November 30, 2021 and was remunerated by Daimler AG for this work. Mr Götz was simultaneously a member of the Board of Management of Daimler Truck AG during the period from July 12, 2021 to November 30, 2021 and was remunerated by Daimler Truck AG for this work.

5. Remuneration of the Supervisory Board in the 2021 financial year

5.1 Remuneration system of the Supervisory Board

The Supervisory Board members' remuneration is governed by Article 10 of the Articles of Incorporation of Daimler Truck Holding AG. This provision of the Articles of Incorporation is part of the new version of the Articles of Incorporation which was adopted by the Extraordinary General Meeting of the (then not yet listed) Daimler Truck Holding AG on November 5, 2021 in accordance with the relevant annex to the Spin-off and Hive-Down Agreement dated August 6, 2021.

An approval of the Supervisory Board remuneration within the meaning of the German Act Implementing the Second Shareholder Rights Directive ("ARUG II") was not granted at that time. Pursuant to Section 113 Subsection 3 AktG, the general meeting of listed companies shall adopt a resolution on the remuneration of the members of the Supervisory Board at least every four years, whereby a resolution confirming the remuneration is permitted. Such a resolution is planned for the Annual General Meeting in 2022.

The Supervisory Board remuneration is regulated as a function-related fixed remuneration without variable components and appropriately takes into account the responsibilities and scope of activity of the

Supervisory Board members. The remuneration adjusted by the Extraordinary General Meeting on November 5, 2021 by amending the Articles of Incorporation became effective upon registration of the amendment to the Articles of Incorporation in the commercial register on December 9, 2021 and provides that each member of the Supervisory Board receives fixed remuneration of € 120,000 after the end of the financial year.

The Chairman of the Supervisory Board receives an additional € 240,000 and the Deputy Chairman of the Supervisory Board an additional € 120,000. Each member of the Audit Committee receives an additional € 60,000, each member of the Presidential Committee receives an additional € 50,000 and each member of the other committees of the Supervisory Board receives an additional € 24,000; an exception is the Chairman of the Audit Committee who receives an additional € 120,000. Functions on committees shall only be taken into account for a maximum of three committees; if a member of the Supervisory Board has functions in more than this maximum number of Supervisory Board committees, the three highest-paid committee functions shall be relevant. Functions on committees shall only be remunerated for a financial year if the relevant committee has held at least one meeting in discharge of its duties during that period. Those members of the Supervisory Board of Daimler Truck Holding AG who also hold a supervisory board position at Daimler Truck AG have waived their remuneration as members of the supervisory board of Daimler Truck AG with effect as of December 9, 2021.

The members of the Supervisory Board and its committees receive an attendance fee of € 1,100 for each meeting of the Supervisory Board and its committees that they attend. The attendance fee shall only be paid once for multiple meetings of the Supervisory Board and/or its committees on one calendar day. Furthermore, the members of the Supervisory Board are reimbursed for the value-added tax incurred by them in performance of their office and for their expenses.

In addition, the members of the Supervisory Board were also covered in the reporting period by insurance against pecuniary damage, taken out by and in the interest of the Company for corporate bodies and certain senior executives. The insurance premiums were paid by the Company.

In the 2021 financial year, no remuneration was paid for services provided personally beyond the aforementioned board and committee activities, in particular for advisory or agency services, except for the remuneration paid to the members of the Supervisory Board representing the employees in accordance with their contracts of employment.

5.2 Disclosure of the remuneration of the members of the Supervisory Board on an individual basis

The individual remuneration of the members of the Supervisory Board of Daimler Truck Holding AG (since December 9, 2021) is shown in the table below.

No travel costs or expenses were reimbursed to the members of the Supervisory Board in December 2021.

Until December 9, 2021, the Supervisory Board of Daimler Truck Holding AG, which was appointed on an interim basis until the commencement of listing of the Company, consisted of three members (Robert Köthner, Annette Matzat, Tim Zech) who were simultaneously employed as senior executives at Daimler AG and were remunerated by Daimler AG for their activities as senior executives at Daimler AG. No separate remuneration was paid for their work as members of the Supervisory Board of Daimler Truck Holding AG.

	Fixed remuneration		Committee remuneration		Attendance fee		Total remuneration granted and owed 2021
	in thousands of €	in %	in thousands of €	in %	in thousands of €	in %	in thousands of €
Kaeser, Joe (12/10/2021 – 12/31/2021) Chairman of the Supervisory Board	21.70	95%	0.0	0%	1.10	5%	22.80
Brecht, Michael (12/10/2021 – 12/31/2021) Deputy Chairman of the Supervisory Board	14.47	93%	0.0	0%	1.10	7%	15.57
Brosnan, Michael (12/10/2021 – 12/31/2021)	7.23	87%	0.0	0%	1.10	13%	8.33
Buschbacher, Bruno (12/10/2021 – 12/31/2021)	7.23	87%	0.0	0%	1.10	13%	8.33
Dom, Harald (12/10/2021 – 12/31/2021)	7.23	87%	0.0	0%	1.10	13%	8.33
Esculier, Jacques (12/10/2021 – 12/31/2021)	7.23	87%	0.0	0%	1.10	13%	8.33
Eto, Akhiro (12/10/2021 – 12/31/2021)	7.23	87%	0.0	0%	1.10	13%	8.33
Ipsen, Laura (12/10/2021 – 12/31/2021)	7.23	87%	0.0	0%	1.10	13%	8.33
Jungo Brüngger, Renata (12/10/2021 – 12/31/2021)	7.23	87%	0.0	0%	1.10	13%	8.33
Klitzsch-Müller, Camen (12/10/2021 – 12/31/2021)	7.23	87%	0.0	0%	1.10	13%	8.33
Köhlinger, Jörg (12/10/2021 – 12/31/2021)	7.23	87%	0.0	0%	1.10	13%	8.33
Krafčík, John (12/10/2021 – 12/31/2021)	7.23	87%	0.0	0%	1.10	13%	8.33
Lorz, Jörg (12/10/2021 – 12/31/2021)	7.23	87%	0.0	0%	1.10	13%	8.33
Peter, Claudia (12/10/2021 – 12/31/2021)	7.23	87%	0.0	0%	1.10	13%	8.33
Reith, Andrea (12/10/2021 – 12/31/2021)	7.23	87%	0.0	0%	1.10	13%	8.33
Richenhagen, Martin (12/10/2021 – 12/31/2021)	7.23	87%	0.0	0%	1.10	13%	8.33
Wieck, Marie L. (12/10/2021 – 12/31/2021)	7.23	87%	0.0	0%	1.10	13%	8.33
Wilhelm, Harald (12/10/2021 – 12/31/2021)	7.23	87%	0.0	0%	1.10	13%	8.33
Zitzelsberger, Roman (12/10/2021 – 12/31/2021)	7.23	87%	0.0	0%	1.10	13%	8.33
Zwick, Thomas (12/10/2021 – 12/31/2021)	7.23	87%	0.0	0%	1.10	13%	8.33

6. Comparative presentation

Due to the fact that Daimler Truck Holding AG was established only in the 2021 financial year, no comparative data from the previous year are available. Therefore, a comparative presentation of the annual changes in the remuneration of the current and former members of the Board of Management and of the Supervisory Board, the development of the Company's earnings, and the average remuneration of employees on a full-time equivalent basis is not shown.

7. Outlook for the 2022 financial year

Remuneration system for members of the Board of Management of Daimler Truck Holding AG in the 2022 financial year

In the 2022 financial year, the members of the Board of Management of Daimler Truck Holding AG will be remunerated in accordance with a remuneration system which, with regard to the structure and terms of the remuneration components, will be based on the remuneration system in

the previous 2021 financial year. Under the terms of their service agreement with the Company, each Board of Management member will continue to receive total remuneration consisting of a fixed base salary, variable performance-based remuneration components in the form of a short- or medium-term bonus and a long-term share-based remuneration component, a company retirement benefit commitment, and certain fringe benefits.

At its meeting on December 10, 2021, the Supervisory Board of Daimler Truck Holding AG primarily dealt with the structure of the variable remuneration. As a result, in addition to the financial performance criteria, the annual bonus 2021 will also be based on the performance criteria “non-financial targets” and “transformation targets”. In the future, these are intended to be replaced by the performance criteria Environment, Social and Governance (ESG), as sustainability is one of the main pillars of Daimler Truck Holding AG.

The following table shows the aforementioned performance criteria with their description and potential weighting:

	Target	Target description	Weighting
E Environment	Number of eTrucks and eBuses (Group Sales target)	Consideration of sales of all electrically powered trucks and buses within the Daimler Truck Group for 2022 in comparison with the Daimler Truck Business Plan (DTBP).	15%
S Social	Inclusion & Diversity	Inclusion and diversity are part of our talent strategy and the basis of our work culture	5%
G Governance	Implementation of the ESG strategy	ESG strategy is implemented and evaluated (ESG framework, milestones, targets, KPIs, reporting, governance structure)	15%

In addition, the Performance Phantom Share Plan (PPSP) will be allocated to the members of the Board of Management of Daimler Truck Holding AG by Daimler Truck Holding AG for the first time in the 2022 financial year. The PPSP tranche for the 2022 financial year provides for a four-year plan period (three-year performance period and one-year retention period). In the 2022 financial year, the members of the Board of Management of Daimler Truck Holding AG should receive fringe benefits on the same terms as before. There should also be no changes to the terms of the retirement benefit commitment under the Daimler Pension Plan (DPP).

For the Board of Management:

Martin Daum

Jochen Götz

Jürgen Hartwig

Karin Rådström

John O'Leary

Karl Deppen

Andreas Gorbach

Stephan Unger

For the Supervisory Board:

Joe Kaeser

Michael Brecht

Independent Auditor's Assurance Report on Examination of the Remuneration Report pursuant to Section 162 paragraph 3 AktG

To Daimler Truck Holding AG, Leinfelden-Echterdingen

Opinion

We have formally examined the remuneration report of Daimler Truck Holding AG, Leinfelden-Echterdingen, for the abbreviated financial year from March 25 to December 31, 2021 to determine whether the disclosures pursuant to Section 162 paragraphs 1 and 2 AktG [German Stock Corporations Act] have been made in the remuneration report. In accordance with Section 162 paragraph 3 AktG, we have not examined the content of the remuneration report.

In our opinion, the accompanying remuneration report complies, in all material respects, with the disclosure requirements pursuant to Section 162 paragraphs 1 and 2 AktG. Our opinion does not cover the content of the remuneration report.

Basis for the Opinion

We conducted our examination of the remuneration report in compliance with Section 162 paragraph 3 AktG taking into account the IDW [Institute of Auditors in Germany] assurance standard: Examination of the remuneration report pursuant to Section 162 paragraph 3 AktG (IDW AuS 870 (08.2021)). Our responsibilities under this regulation and this standard are further described in the "Auditor's Responsibilities" section of our assurance report. Our audit firm has applied the IDW Standard on Quality Management 1: Requirements for Quality Management in Audit Firms (IDW QS 1). We have complied with our professional duties pursuant to the German Public Auditors Ordinance [WPO] and the Professional Charter for German Public Auditors/Sworn Auditors [BS WP/vBP], including the independence requirements.

Responsibility of the Board of Management and the Supervisory Board

The Board of Management and the Supervisory Board are responsible for the preparation of the remuneration report, including the related disclosures, in accordance with the requirements of Section 162 AktG. They are

also responsible for such internal control as they have determined necessary to enable the preparation of a remuneration report that is free from material misstatement, whether due to fraud or error.

Auditor's responsibilities

Our objectives are to obtain reasonable assurance about whether the remuneration report complies, in all material respects, with the disclosure requirements pursuant to Section 162 paragraphs 1 and 2 AktG, and to issue an assurance report that includes our opinion.

We planned and performed our examination to obtain evidence about the formal completeness of the remuneration report by comparing the disclosures made in the remuneration report with the disclosures required by Section 162 paragraphs 1 and 2 AktG. In accordance with Section 162 paragraph 3 AktG, we have not examined whether the disclosures are correct or individual disclosures are complete or whether the remuneration report is fairly presented.

Handling Potentially Misleading Presentations

In connection with our examination, our responsibility is to read the remuneration report, taking into account the findings of the audit of the annual financial statements and, in doing so, to remain alert for indications of misleading presentations in the remuneration report, to determine whether the disclosures are correct or individual disclosures are complete or whether the remuneration report is fairly presented.

If, based on the work that we have performed, we conclude that the remuneration report includes such misleading presentations, we are required to report that fact. We have nothing to report in this regard.

Stuttgart, March 23, 2022

[Original German version signed by:]

Sailer

Mokler

Wirtschaftsprüfer

Wirtschaftsprüfer

[German Public Auditor]

[German Public Auditor]

VI. Additional information

1. Total number of shares and voting rights

At the time of convening the General Meeting, the Company's share capital is divided into 822,951,882 no-par value registered shares, each of which confers one vote to its holder. Therefore, the total number of voting rights is 822,951,882. At the time of convocation of the General Meeting, the Company does not hold any treasury shares.

2. Information on the implementation of the virtual General Meeting

In view of the ongoing Corona pandemic, the Board of Management of Daimler Truck Holding AG, with the consent of the Supervisory Board, decided in line with Section 1, Subsection 2 of the COVID-19 Measures Act to hold the Annual General Meeting for the 2021 financial year as a virtual General Meeting without the physical presence of shareholders or their proxies. This results in the processes of the General Meeting and the shareholders' rights being modified. The complete General Meeting will be audio-visually broadcast on the internet for shareholders registered as shareholders with the share register. Physical participation of the shareholders or their proxies (except for the proxies appointed by the Company) is ruled out. Voting rights may only be exercised by shareholders or their proxies by absentee voting or by granting power of attorney and issuing instructions to the proxies appointed by the Company. Electronic participation within the meaning of Section 118, Subsection 1, Sentence 2 of the German Stock Corporation Act (*Aktiengesetz*) is not possible. Shareholders are given the opportunity to ask questions by means of electronic communications. Finally, shareholders having exercised their voting right may lodge an objection to resolutions of the General Meeting on record by means of electronic communications.

With regard to the particularities of the virtual General Meeting, we ask our shareholders to take particular note of the following information on registration, the exercise of voting rights, further shareholder rights, and the option to follow the General Meeting in video and audio.

3. Requirements for exercising shareholder rights, in particular voting rights

Registration

Shareholders are entitled, themselves or through proxies, to exercise their shareholder rights if they are registered as shareholders with the Company's share register on the day of the General Meeting and are registered for the General Meeting in good time. Registration must be received by the Company **no later than 24:00 hours (CEST) on June 15, 2022.**

Shareholders registered with the share register must register electronically via the password-protected InvestorPortal at the following internet address

<https://www.daimlertruck.com/investorportal/EN.html>

or in text form in German or English to Daimler Truck Holding AG at the following address

Daimler Truck Holding AG
c/o Computershare Operations Center
80249 Munich, Germany
Aktionärsservice
E-Mail: anmeldestelle@computershare.de

Shareholders registered with the share register can access the InvestorPortal by entering their shareholder number and specific access number. Shareholders who have registered for their invitation to the Annual General Meeting to be sent electronically with a self-assigned access password must use this access password instead of the specific access number.

When registering, you can choose whether you wish to cast your vote via absentee voting, authorize the proxies nominated by the Company or other proxies – for example, an intermediary (e.g. a credit institution), a shareholders' association, a proxy advisor or a person offering on professional basis to exercise voting rights for shareholders at the General Meeting. Details of these options are discussed in more detail in the following sections.

Intermediaries (e.g. credit institutions), shareholders' associations, proxy advisors and persons offering on professional basis to exercise voting rights for shareholders at the General Meeting, may only exercise voting rights for shares not belonging to them, but for which they are registered with the share register as the holder, on the basis of authorization by the shareholder.

The notice of convocation of the virtual General Meeting to be held on June 22, 2022 with the information pursuant to Section 125 Subsection 5 of the German Stock Corporation Act (*Aktiengesetz*) in conjunction with Implementing Regulation (EU) 2018/1212 is sent by regular mail to all shareholders registered with the share register who have not yet agreed to have it sent by email. Shareholders who have expressly agreed to have the General Meeting documentation sent by e-mail or who have not objected to this within a reasonable period will receive the notice of the convening of the virtual General Meeting by e-mail with a link to the convocation, as well as another link to the InvestorPortal to the e-mail address they have designated for this purpose.

Free availability of the shares

Shareholders are still entitled to dispose of their shares after registering for the General Meeting. The right of attendance and voting rights are determined by reference to the shareholding recorded in the share register on the day of the General Meeting. Orders for the rewriting of the share register that are received by the Company after the closing date for registration in the period from 00:00 hours (CEST) on June 16, 2022 up to and including 24:00 hours (CEST) on June 22, 2022 will only be processed and taken into account with effect after the General Meeting on June 22, 2022. Accordingly, the technically relevant date

regarding the number of shares (referred to as technical record date) is the end of day on June 15, 2022 (CEST).

4. Live broadcast of the General Meeting

Shareholders and their proxies can follow the entire General Meeting live in picture and sound from 10:00 hours (CEST) on Wednesday, June 22, 2022, by using the InvestorPortal at

<https://www.daimlertruck.com/investorportal/EN.html>.

The introductory statement of the Supervisory Board Chairman and the speech of the Board of Management Chairman can also be followed live on the internet by other interested persons at

<https://www.daimlertruck.com/agm-2022/>.

They will also be available there as a recording after the General Meeting.

5. Absentee voting procedure (including by way of electronic communication)

Shareholders who are registered as shareholders with the share register on the day of the General Meeting can cast absentee votes without attending the General Meeting. Only those registered shareholders who have registered in good time are entitled to exercise their voting rights by absentee voting (see part VI. 3. above). Proxies, including authorized intermediaries (e.g. credit institutions), shareholders' associations, proxy advisors and persons offering on professional basis to exercise voting rights for shareholders at the Annual General Meeting, may also utilize absentee voting.

Absentee votes can be cast via the InvestorPortal until the beginning of voting. Until 24:00 hours (CEST) on June 21, 2022 (the date and time of receipt being decisive), absentee votes can also be sent to the Company in text form at the mail address or e-mail address specified for registration in part VI. 3. above. Shareholders not using the InvestorPortal to cast their absentee votes are requested to use the reply form enclosed with the invitation. Instructions on changing and revoking absentee votes are provided in part VI. 8 below.

6. Procedure for voting by proxies appointed by the Company

We also give you the option to authorize proxies appointed by the Company to vote in accordance with their instructions at the General Meeting. Here, too, shareholders must ensure that they register in good time (see part VI. 3. above).

Powers of attorney and instructions to the proxies appointed by the Company can be issued via the InvestorPortal until the beginning of voting. Until 24:00 hours (CEST) on June 21, 2022 (the date and time of receipt being decisive), powers of attorney and voting instructions to the

proxies appointed by the Company can also be sent in text form to the mail address or e-mail address specified for registration in part VI. 3. above. Shareholders not using the InvestorPortal to grant power of attorney or issue instructions to the proxies appointed by the Company are requested to use the reply form enclosed with the letter of invitation. Instructions on changing and revoking of powers of attorney granted and instructions issued to the proxies appointed by the Company are provided in part VI. 8 below.

Please note that the proxies appointed by the Company do not accept instructions on procedural motions and do not accept orders to speak or ask questions, to submit motions or to file objections to resolutions of the General Meeting.

Proxies, including authorized intermediaries (e.g. credit institutions), shareholders' associations, proxy advisors and persons offering on professional basis to exercise voting rights for shareholders at the General Meeting, may also be represented by the proxies appointed by the Company in exercising voting rights in accordance with their instructions, subject to any provisions to the contrary on the part of the person represented.

7. Procedure for authorizing third parties as proxies

Shareholders who are registered with the share register on the day of the General Meeting may also authorize other proxies – for example, an intermediary (e.g. a credit institution), a shareholders' association, a proxy advisor, a person offering on professional basis, or another third party – to exercise voting rights for shareholders at the General Meeting. Here, too, shareholders must ensure that they register in good time (see part VI. 3. above). If a shareholder authorizes more than one proxy, the Company may reject one or more of those proxies.

A power of attorney and proof of authorization vis-à-vis the Company must be issued via the InvestorPortal or in text form if neither an intermediary (e.g. a credit institution), nor a shareholders' association, a proxy advisor or a person offering on professional basis to exercise voting rights for shareholders at the General Meeting are authorized. Please use the InvestorPortal or send your power of attorney and, if applicable, instructions to the mail address or e-mail address specified for registration in part VI. 3. above. If possible, please use the reply form sent to you together with the invitation letter if you send it by letter or e-mail. Use of the InvestorPortal or return of the reply form also constitutes proof of authorization vis-à-vis Daimler Truck Holding AG. If a power of attorney is granted or proof of authorization is provided to the Company by mail or e-mail, the declaration must be received by the Company by 24:00 hours (CEST) on June 21, 2022 (the date and time of receipt being decisive). Instructions on revoking or changing powers of attorney granted to third parties are provided in part VI. 8 below.

Section 135 Subsections 1 to 7 of the German Stock Corporation Act (*Aktiengesetz*) apply to the authorization of intermediaries (e.g. credit institutions). In particular, the

declaration of power of attorney must be recorded by the proxy in a verifiable manner; it must also be complete and may only contain declarations associated with the exercise of voting rights. Intermediaries may provide their own regulations on the procedure for their authorization. The same applies to shareholders' associations, proxy advisors and persons offering on professional basis to exercise voting rights for shareholders at the General Meeting, unless the person wishing to exercise the voting right is the legal representative, spouse or partner of the shareholder or is related to the shareholder by blood or marriage up to the fourth degree. In such cases, shareholders should consult with the intended proxy on the form of the power of attorney.

Proxies (with the exception of the proxies appointed by the Company) cannot physically participate in the General Meeting. They may only exercise voting rights for shareholders they represent by absentee voting or by granting (sub)powers of attorney and instructions to the proxies appointed by the Company. The above information applies accordingly in this respect.

8. Last possible time for casting, changing and revoking absentee votes or powers of attorney and instructions issued

Absentee votes or powers of attorney and instructions to the proxies appointed by the Company as well as their change or revocation can be declared via the InvestorPortal until the beginning of voting on the Agenda Items. The exact time shall be determined by the chair of the General Meeting. Absentee votes or powers of attorney and instructions to the proxies appointed by the Company, as well as any changes or revocations thereof, may be submitted in text form at the address or e-mail address specified for registration above in part VI. 3 until 24:00 hours (CEST) on June 21, 2022 (the date and time of receipt being decisive). After this time, revocations or changes will only be possible via the InvestorPortal. The same applies to granting, revoking or changing of powers of attorney to third parties.

9. Additional information on exercising voting rights

If voting rights are exercised by absentee voting or powers of attorney and, as appropriate, instructions be given in due time by several means (letter, e-mail, electronically via the InvestorPortal or pursuant to Section 67c Subsection 1 and Subsection 2 Sentence 3 of the German Stock Corporation Act (*Aktiengesetz*) in conjunction with Article 2 Subsection 1 and Subsection 3 and Article 9 Subsection 4 of Implementing Regulation (EU) 2018/1212), they will be considered in the following order regardless of the time of receipt: 1. electronically via the InvestorPortal; 2. pursuant to Section 67c Subsection 1 and Subsection 2 Sentence 3 of the German Stock Corporation Act (*Aktiengesetz*) in conjunction with Article 2 Subsection 1 and Subsection 3 and Article 9 Subsection 4 of Implementing Regulation (EU) 2018/1212; 3. by e-mail; and 4. by letter.

If statements are received in the same way that provide for more than one way in which voting rights are to be exercised, the following applies: Absentee votes take precedence over granting powers of attorney and, as appropriate, giving instructions to the proxies appointed by the Company, and the latter take precedence over granting powers of attorney and giving instructions to an intermediary, a shareholders' association, a proxy advisor pursuant to Section 134a of the German Stock Corporation Act (*Aktiengesetz*) or a person treated as such pursuant to Section 135 Subsection 8 of the German Stock Corporation Act (*Aktiengesetz*).

If an intermediary, a shareholders' association, a proxy advisor pursuant to Section 134a of the German Stock Corporation Act (*Aktiengesetz*) or a person treated as such pursuant to Section 135 Subsection 8 of the German Stock Corporation Act (*Aktiengesetz*) is not willing to act as proxy, the proxies appointed by the Company are authorized to act as proxy according to instructions given.

The revocation of a declaration received last and in due time is decisive.

If, instead of a collective vote, an individual vote is taken on an Agenda Item, the absentee vote or instruction given on this item applies accordingly to each item of the individual vote.

10. Further information on the shareholder rights and options

10.1 Requests for additions to the Agenda (Section 122 Subsection 2 of the German Stock Corporation Act (*Aktiengesetz*))

Shareholders whose shares together amount to not less than one twentieth of the share capital of Daimler Truck Holding AG or represent a pro rata amount of EUR 500,000.00 (the latter corresponding to 500,000 shares) may request that items be put on the Agenda and announced.

Applicants must prove that they have been holding the shares for at least 90 days prior to the day of receipt of the request and that they will hold the shares until the Board of Management has made a decision on the request. Section 70 of the German Stock Corporation Act (*Aktiengesetz*) shall apply in calculating the period of share ownership. The day of receipt of the request shall not be included in this calculation. A transfer from a Sunday, a Saturday or a public holiday to a preceding or following working day shall not be considered. Sections 187 to 193 of the German Civil Code (*Bürgerliches Gesetzbuch*) shall not apply accordingly.

Each new item must be accompanied by supporting information or a proposed resolution. The request must be addressed to the Board of Management of Daimler Truck Holding AG in writing and must be received by the Company **no later than 24:00 hours**

(CEST) on May 22, 2022. Please send such requests to the following address:

Daimler Truck Holding AG
Board of Management
Attn.: Nils Romeike, T/COB
HPC: DTE3C
Fasanenweg 10
70771 Leinfelden-Echterdingen

Any additions to the Agenda that are required to be announced shall be announced in the Federal Gazette (Bundesanzeiger) without delay after receipt of the relevant request, unless this has already been done with the convening notice. They will also be published on the internet at

<https://www.daimlertruck.com/agm-2022/>

and communicated to the shareholders. If requests for additions to the Agenda are to be announced in accordance with the above, any motions for resolutions enclosed therewith by shareholders who are duly authorized and have registered for the General Meeting shall be treated as having been submitted at the General Meeting.

10.2 Countermotions and election proposals (Sections 126 Subsection 1, 127 Stock Corporation Act (*Aktiengesetz*), Section 1 Subsection 2 Sentence 3 COVID-19 Measures Act)

Moreover, shareholders may send to the Company any countermotions to proposals by the Board of Management and/or Supervisory Board concerning certain items on the Agenda and proposals for the election of Supervisory Board members or auditors. Countermotions (including grounds) and election proposals are to be sent exclusively to

Daimler Truck Holding AG
HPC: DTS22
Fasanenweg 10
70771 Leinfelden-Echterdingen

or by e-mail to:

hv@daimlertruck.com.

We will publish countermotions and election proposals from shareholders required to be made accessible, including the name and place of residence or registered office of the shareholder as well as the reasons to be made accessible and, if applicable, the content to be supplemented in accordance with Section 127 Sentence 4 of the German Stock Corporation Act (*Aktiengesetz*), without undue delay upon their receipt on the internet at

<https://www.daimlertruck.com/agm-2022/>.

Countermotions and election proposals relating to the items on the Agenda which are received at the

above address by **no later than 24:00 hours (CEST) on June 7, 2022**, will be considered. Any statements of position by the management will also be published at the same internet address.

The Board of Management reserves the right to combine countermotions and grounds if several shareholders raise countermotions with regard to the same items of resolution.

Countermotions and election proposals published in this way shall be deemed to have been made at the virtual General Meeting if the shareholder submitting the motion or filing the election proposal is duly authorized by registration with the share register and has registered for the General Meeting. The right of the chair of the General Meeting to have the vote on the management's proposals first remains unaffected.

10.3 Right of shareholders to ask questions by means of electronic communications (Section 1 Subsection 2 Sentence 1 No. 3, Sentence 2 of the COVID-19 Measures Act)

Shareholders and their proxies (with the exception of proxies appointed by the Company) have a right to ask questions by means of electronic communications pursuant to Section 1 Subsection 2 Sentence 1 No. 3 in conjunction with Sentence 2 of the COVID-19 Measures Act. With the approval of the Supervisory Board, the Board of Management has determined that questions from shareholders or their proxies must be submitted by no later than 24:00 hours (CEST) on June 20, 2022 (the date and time of receipt being decisive), exclusively via the Investor-Portal. Only duly authorized and registered shareholders have the right to submit questions.

The Board of Management will decide in its dutiful free discretion how it will answer properly submitted questions. In particular, it can answer several questions together. Questions in other languages than German will not be answered. When answering questions during the General Meeting or in the event that questions and answers are published in advance on the Company's website, the name of the person asking the question will only be disclosed (insofar as questions are answered individually) if express consent to disclosure of the name was given when the question was submitted.

There is no right to information pursuant to Section 131 of the German Stock Corporation Act (*Aktiengesetz*) at the virtual General Meeting.

10.4 Option to submit written statements and video messages

With a virtual General Meeting which has no physical presence, shareholders generally do not have the opportunity to comment on the Agenda by making speeches. However, the Board of Management, with

the approval of the Supervisory Board, has decided to go beyond the requirements of the COVID-19 Measures Act and enable statements to be submitted relating to the Agenda.

Shareholders who are registered with the share register and have duly registered to attend the General Meeting, or for their proxies to do so, may submit written statements and video messages for publication on the InvestorPortal at

<https://www.daimlertruck.com/investorportal/EN.html>

before the General Meeting.

The following additional **requirements** apply to such statements:

- Statements must be submitted in text form or as a video message exclusively via the InvestorPortal no later than **24:00 hours (CEST) on June 17, 2022** (the date and time of receipt being decisive).
- The style and presentation of these statements should conform to that of an acceptable speech at the General Meeting with reference to the Agenda and must be composed in German.
- Statements must not exceed 10,000 characters or – if submitted as a video message – a duration of three minutes.
- If statements are submitted as video messages, only the shareholder or their proxy may appear.

Further details on the technical and legal requirements for submitting statements and video messages are provided on the InvestorPortal at

<https://www.daimlertruck.com/investorportal/EN.html>.

The intention is to publish the submitted statements and video messages on the secure InvestorPortal before and during the General Meeting, stating the name of the submitter. In addition, the Board of Management will decide at its sole discretion to play back video messages during the General Meeting. By submitting a statement, the shareholder or their proxy declares their consent to the publication of their statement or video message before and during the General Meeting or to the playback of their video message at the General Meeting.

There is no legal entitlement to the publication or playback of submitted statements. In particular, the Company reserves the right not to publish and play back statements that do not fully comply with the above requirements. The same applies to statements with insulting, discriminatory, otherwise unlawful or obviously false or misleading content, or statements that the Company deems not to meet the technical requirements. No more than either one statement in

written form or one video message will be published or played back per shareholder.

It should be noted that countermotions or election proposals, questions or objections contained in a statement will be disregarded. Such countermotions or election proposals, questions or objections must be submitted exclusively by the means and in compliance with the requirements and deadlines set forth in parts VI. 10.2, 10.3 and 10.5.

10.5 Objection on record (Section 1 Subsection 2 Sentence 1 No. 4 COVID-19 Measures Act)

Shareholders who have exercised their voting rights in person or by proxy may, from the beginning until the closing of the General Meeting by the chair of the General Meeting, declare their objection to resolutions of the General Meeting on record via the InvestorPortal on the internet at

<https://www.daimlertruck.com/investorportal/EN.html>

by derogation from Section 245 No. 1 of the German Stock Corporation Act (*Aktiengesetz*) without physically attending the General Meeting.

11. Further information

Further information on shareholder rights under Sections 122 Subsection 2, 126 Subsection 1 and 127 of the German Stock Corporation Act (*Aktiengesetz*) and under Section 1 Subsection 2 Sentence 1 No. 3 in conjunction with Sentence 2 and Section 1 Subsection 2 Sentence 1 No. 4 of the COVID-19 Measures Act can be found at

<https://www.daimlertruck.com/agm-2022/>.

12. Website where the information pursuant to Section 124a of the German Stock Corporation Act (*Aktiengesetz*) can be accessed

The convocation notice of the General Meeting with the information and explanations required by law is also available on our website at

<https://www.daimlertruck.com/agm-2022/>

which also contains the information pursuant to Section 124a of the German Stock Corporation Act (*Aktiengesetz*) and the current version of the Articles of Incorporation of Daimler Truck Holding AG.

Further information on the General Meeting and, following the General Meeting, the voting results and the resolutions on Agenda Item 7 (remuneration system for Supervisory Board members) and Agenda Item 8 (remuneration system for Board of Management members) can also be accessed via this internet address.

Following the General Meeting, confirmation of the vote count pursuant to Section 129 Subsection 5 of the German

Stock Corporation Act (*Aktiengesetz*) will be automatically made available on the InvestorPortal and can be downloaded within one month of the date of the General Meeting.

13. UTC times

All specified times are stated in the relevant time standard for Germany, Central European Summer Time (CEST). In relation to coordinated universal time (UTC), this means UTC = CEST minus two hours.

14. Data protection notice

When you and/or your proxies register for the virtual General Meeting, issue a proxy, exercise your shareholder rights, use the InvestorPortal, or follow the audio-visual broadcast of the virtual General Meeting, we process personal data about you and/or your proxy or proxies (e.g., surname and given name, date of birth, address, e-mail address, number of shares, type of share ownership, and personal access data for using the InvestorPortal). This is done to enable you and your proxy to exercise and pursue your rights in connection with the virtual General Meeting. We also process your personal data to maintain the share register and to fulfill our legal obligations in connection with holding the virtual General Meeting.

Daimler Truck Holding AG, Fasanenweg 10, 70771 Leinfelden-Echterdingen, e-mail: contact@daimlertruck.com, telephone: +49 711 8485-0, processes such data as the data controller in accordance with the provisions of data protection law, in particular those of the EU General Data Protection Regulation (GDPR).

To the extent that we use service providers to conduct the virtual General Meeting, they process your personal data only on our behalf and are otherwise obliged to maintain confidentiality.

Where the legal requirements are met, every data subject has the right of access, rectification, restriction, erasure and, as appropriate, objection regarding the processing of their personal data at any time, as well as the right to data transmission and the right to complain to a competent supervisory authority.

More information about the handling of your personal data and your rights under the GDPR is available on the internet at <https://www.daimlertruck.com/agm-2022/> or can be requested from the data controller at the contact details set out above.

Leinfelden-Echterdingen, May 2022

Daimler Truck Holding AG

Board of Management



Daimler Truck Holding AG
Fasanenweg 10
70771 Leinfelden-Echterdingen
www.daimlertruck.com