

DAIMLER TRUCK

Daimler Truck Holding AG

21 February 2022

Joint election proposals of Mercedes-Benz Group AG and Daimler Verwaltungsgesellschaft für Grundbesitz mbH

As part of the separation of the commercial vehicle business from the Mercedes-Benz Group (formerly: Daimler Group) by way of the spin-off of a majority interest in Daimler Truck AG to Daimler Truck Holding AG (hereinafter: Company), Mercedes-Benz Group AG (formerly: Daimler AG) and Daimler Verwaltungsgesellschaft für Grundbesitz mbH (hereinafter: Daimler Grund) on the one hand and the Company on the other hand concluded a so-called Deconsolidation Agreement (Annex 28 of the Spin-Off and Hive-Down Agreement (Demerger Agreement) on 6 August 2021, which became effective on completion of the spin-off on 9 December 2021.

According to Section 1.1 of the Deconsolidation Agreement Mercedes-Benz Group AG and Daimler Grund undertake vis-à-vis the Company not to exercise their voting rights in the election of two of the ten Supervisory Board members of the Company to be elected by shareholders pursuant to § 101 para. 1 AktG in conjunction with § 7 para. 1 sent. 1 no. 3 MitbestG. Moreover, Section 1.4 of the Deconsolidation Agreement stipulates that Mercedes-Benz Group AG and Daimler Grund shall jointly propose to the Company eight of the Supervisory Board members to be elected by the shareholders in good time prior to the adoption of the resolution by the Supervisory Board of the Company on its proposals for the election of the Supervisory Board members to the General Meeting the Company.

Against this background, on 18 February 2022 Mercedes-Benz Group AG and Daimler Grund informed the Company in writing that they jointly propose the following persons for the election proposal to be submitted by the Supervisory Board of the Company to the Annual General Meeting of the Company on 22 June 2022:

1. Joe Kaeser
2. Renata Jungo Brüngger
3. Harald Wilhelm
4. Michael Brosnan

5. Jacques Esculier
6. Akihiro Eto
7. Laura Ipsen
8. Martin Richenhagen

The Deconsolidation Agreement also provides for:

If the Supervisory Board of the Company resolves to propose the candidates proposed by Mercedes-Benz Group AG and Daimler Grund to the General Meeting of the Company for election to the Supervisory Board of the Company, Mercedes-Benz Group AG and Daimler Grund shall exercise their voting rights only in respect of these candidates (Section 1.4 of the Deconsolidation Agreement).

If the Supervisory Board of the Company deviates from the election proposals of Mercedes-Benz Group AG and Daimler Grund, Mercedes-Benz Group AG and Daimler Grund shall inform the Company without undue delay after receipt of the relevant invitation to the General Meeting of the Company as to with regard to which of the Supervisory Board members standing for election they will and will not exercise their voting rights on the basis of the Deconsolidation Agreement.

The Company has to promptly publish on its homepage the relevant election proposals of Mercedes-Benz Group AG and Daimler Grund and information on the voting behavior of Mercedes-Benz Group AG and Daimler Grund received from Mercedes-Benz Group AG and Daimler Grund in connection with the election or dismissal of members of the Supervisory Board of the Company and keep these election proposals and information on the voting behavior available on its homepage at least until the end of the General Meeting at which the election or dismissal resolutions are adopted.

Note/Outlook:

Details of the proposals for the election of Supervisory Board members to the Annual General Meeting of Daimler Truck Holding AG are included in the convocation of the Annual General Meeting of Daimler Truck Holding AG, which will be published in May 2022 in the Federal Gazette and on the homepage of Daimler Truck Holding AG.