

Remuneration report

I. 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.

II. 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.

III. 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".

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.

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 <ul style="list-style-type: none"> - Target bonus model (maximum limit: 200% of the base salary)
		Performance criteria <ul style="list-style-type: none"> - Financial performance criteria (0%-200%) <ul style="list-style-type: none"> - 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 <ul style="list-style-type: none"> - 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. 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.

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

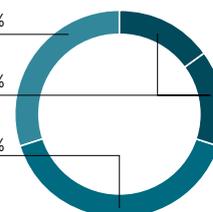
Additional components of the non-performance-related remuneration are the retirement benefit commitments and the fringe benefits (non-cash benefits in kind: mainly expenses for security precautions that are borne by the Company and the provision of company cars). The contribution to the pension plan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

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%



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) The annual expenses for fringe benefits and retirement benefit commitments may vary depending on the financial year and Board of Management member and is therefore not shown in the table. 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

5. Compliance with maximum remuneration

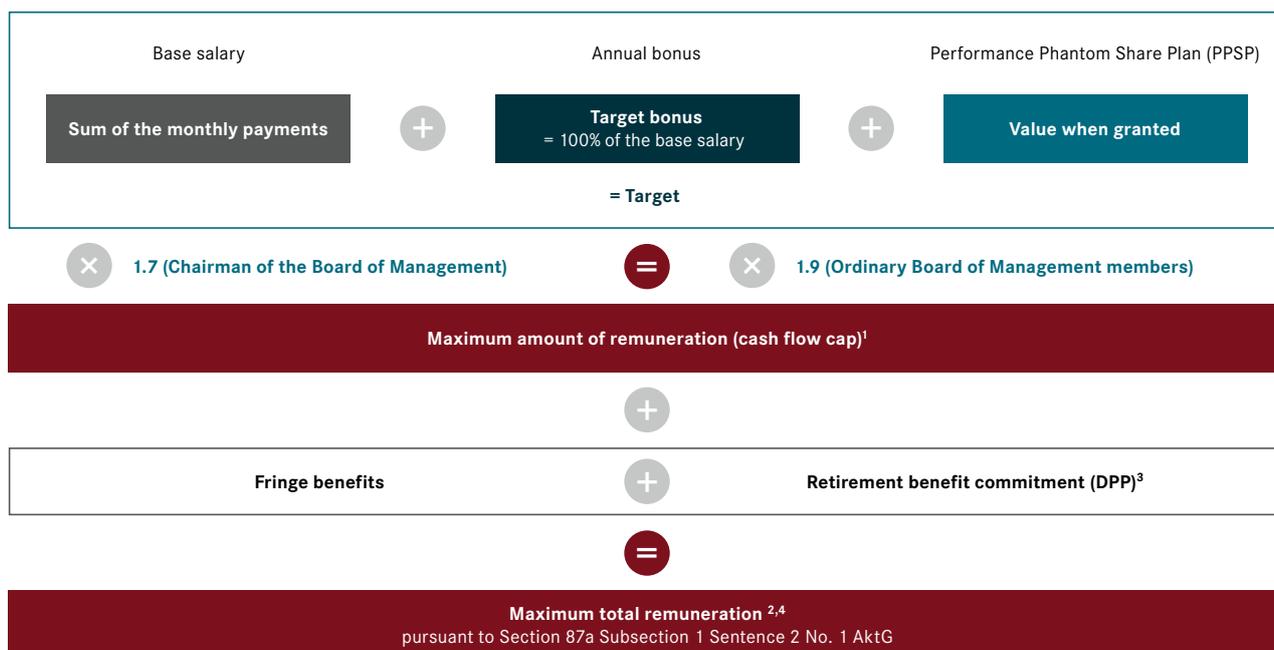
The amounts of remuneration of Board of Management members are limited not only with regard to the variable components but also by a maximum amount of cash payments and a maximum total remuneration pursuant to Section 87a Subsection 1 Sentence 2 No. 1 AktG.

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](#)

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.

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

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.

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

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	0.0	0.0
Götz, Jochen	8.1	19.0
Hartwig, Jürgen	8.1	9.1
Rådström, Karin ²	154.0	167.2
O'Leary, John ³	0.0	0.0
Deppen, Karl	8.1	11.4
Unger, Stephan	8.1	13.1
Gorbach, Andreas	8.1	28.9
Total⁴	194.6	248.7

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

2. Variable remuneration components

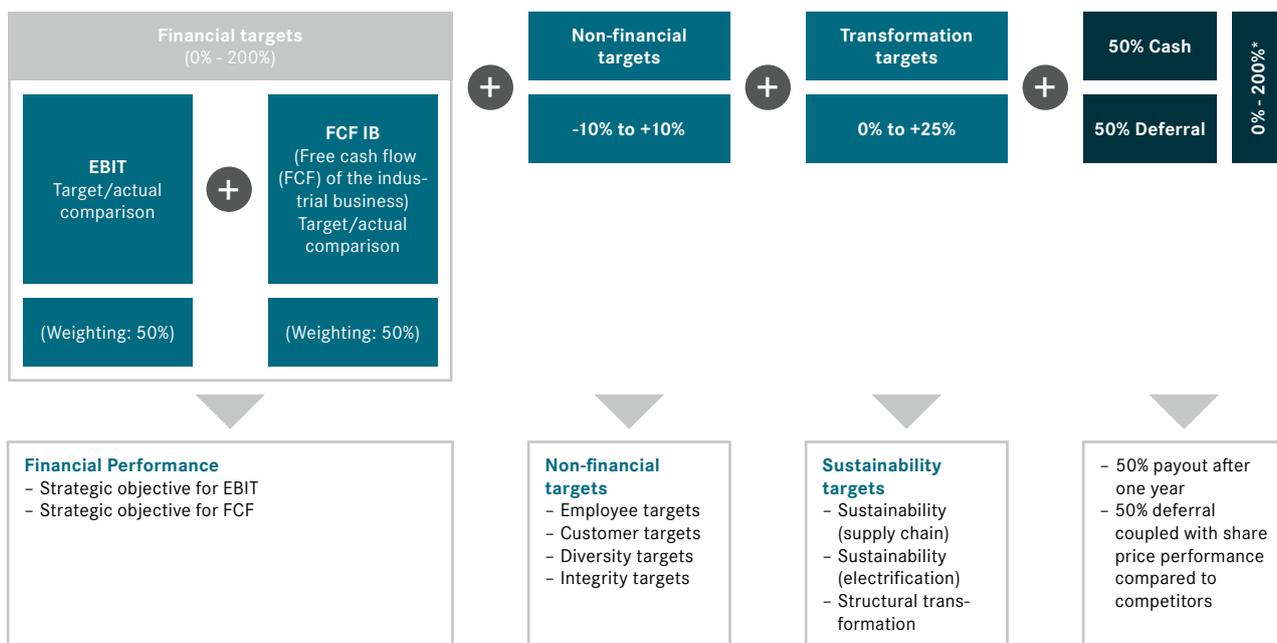
Annual bonus

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.

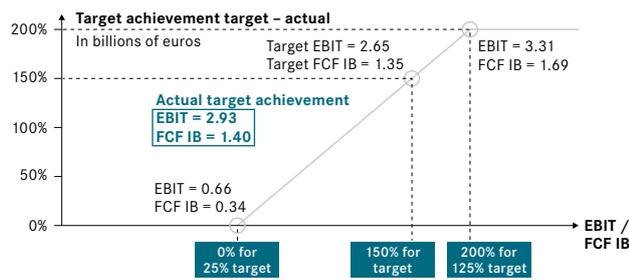
The range of possible target achievement for the two financial targets (EBIT and free cash flow of the industrial business) is between 0% and 200%. The lower limit of this range is 25% of the target value; the upper limit is 125% of the target value. If the actually achieved value is at or under the 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 ➤ 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 Achievements 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.

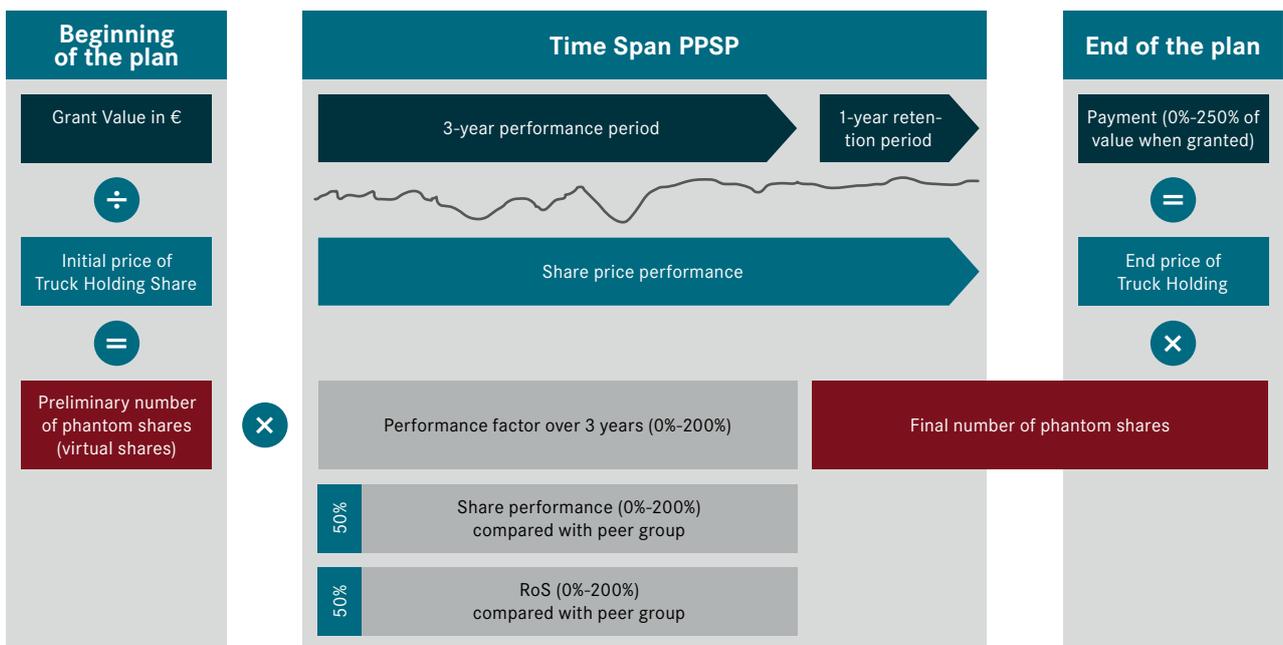
The Performance Phantom Share Plan is based on virtual shares (phantom shares) which are allocated at the beginning of the plan. During a 3-year performance period, the Group’s performance is measured using the performance indicators ROS (return on sales) according to the consolidated financial statements 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”.



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. 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.

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.

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.

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.

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.** 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.

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

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.

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

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.

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 €
Kaesar, Joe (12/10/2021 – 12/31/2021) Chairman of the Supervisory Board	21.7	95%	0.0	0%	1.1	5%	22.8
Brecht, Michael (12/10/2021 – 12/31/2021) Deputy Chairman of the Supervisory Board	14.5	93%	0.0	0%	1.1	7%	15.6
Brosnan, Michael (12/10/2021 – 12/31/2021)	7.2	87%	0.0	0%	1.1	13%	8.3
Buschbacher, Bruno (12/10/2021 – 12/31/2021)	7.2	87%	0.0	0%	1.1	13%	8.3
Dom, Harald (12/10/2021 – 12/31/2021)	7.2	87%	0.0	0%	1.1	13%	8.3
Esculier, Jacques (12/10/2021 – 12/31/2021)	7.2	87%	0.0	0%	1.1	13%	8.3
Eto, Akhiro (12/10/2021 – 12/31/2021)	7.2	87%	0.0	0%	1.1	13%	8.3
Ipsen, Laura (12/10/2021 – 12/31/2021)	7.2	87%	0.0	0%	1.1	13%	8.3
Jungo Brüngger, Renata (12/10/2021 – 12/31/2021)	7.2	87%	0.0	0%	1.1	13%	8.3
Klitzsch-Müller, Camen (12/10/2021 – 12/31/2021)	7.2	87%	0.0	0%	1.1	13%	8.3
Köhlinger, Jörg (12/10/2021 – 12/31/2021)	7.2	87%	0.0	0%	1.1	13%	8.3
Krafcik, John (12/10/2021 – 12/31/2021)	7.2	87%	0.0	0%	1.1	13%	8.3
Lorz, Jörg (12/10/2021 – 12/31/2021)	7.2	87%	0.0	0%	1.1	13%	8.3
Peter, Claudia (12/10/2021 – 12/31/2021)	7.2	87%	0.0	0%	1.1	13%	8.3
Reith, Andrea (12/10/2021 – 12/31/2021)	7.2	87%	0.0	0%	1.1	13%	8.3
Richenhagen, Martin (12/10/2021 – 12/31/2021)	7.2	87%	0.0	0%	1.1	13%	8.3
Wieck, Marie L. (12/10/2021 – 12/31/2021)	7.2	87%	0.0	0%	1.1	13%	8.3
Wilhelm, Harald (12/10/2021 – 12/31/2021)	7.2	87%	0.0	0%	1.1	13%	8.3
Zitzelsberger, Roman (12/10/2021 – 12/31/2021)	7.2	87%	0.0	0%	1.1	13%	8.3
Zwick, Thomas (12/10/2021 – 12/31/2021)	7.2	87%	0.0	0%	1.1	13%	8.3

VI. 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.

VII. Outlook for the 2022 financial year

1. 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]