

DAIMLER TRUCK

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Daimler Truck Holding AG, Stuttgart

We hereby invite our shareholders to the

virtual Annual General Meeting of Daimler Truck Holding AG

on Tuesday, May 27, 2025, at 10:00 hours (CEST).



Convenience translation.
The German text is legally binding.

On the basis of § 11 (3) of the Articles of Incorporation of the Company, the Board of Management of Daimler Truck Holding AG has decided to hold the Annual General Meeting on the 2024 financial year as a

virtual Annual General Meeting pursuant to § 118a German Stock Corporation Act

without the physical presence of the shareholders (hereinafter referred to as "shareholders"¹) or their proxies (with the exception of the proxies appointed by the Company) at the venue of the General Meeting.

Duly registered shareholders and their proxies may – by way of electronic communication via the InvestorPortal at

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

connect to the virtual general meeting and in this way exercise their rights – as described in more detail in Section II. Irrespective of registration, the virtual Annual General Meeting will be broadcast live in full length in audio and video for shareholders entered in the share register via the InvestorPortal. The introductory statement of the Chairman of the Supervisory Board and the speech of the Chairwoman of the Board of Management can also be followed by other interested parties on the internet at

<https://www.daimlertruck.com/agm-2025>.

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 Annual General Meeting within the meaning of the German Stock Corporation Act (*Aktiengesetz*) is the administrative headquarters of the Company at Fasanenweg 10, 70771 Leinfelden-Echterdingen, Germany. Physical presence at the venue of the General Meeting of shareholders or their proxies (with the exception of the proxies appointed by the Company) is excluded.

¹ For the sole purpose of better readability, this invitation does not use gender-specific language. All personal designations and terms are to be understood as being gender-neutral for the purposes of equal treatment.

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 as well as the report of the Supervisory Board for the 2024 financial year

The aforementioned documents also contain the explanatory report on the information required pursuant to §§ 289a, 315a of the German Commercial Code (*Handelsgesetzbuch – HGB*). They are contained in the 2024 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-2025>.

The Supervisory Board approved the annual financial statements and the consolidated financial statements prepared by the Board of Management for the year ended December 31, 2024, on March 13, 2025; the annual financial statements are thus adopted. Therefore, in accordance with statutory provisions, no adoption of a resolution by the General Meeting is intended with regard to Agenda Item 1.

2. Adoption of a resolution on the appropriation of distributable profit

Daimler Truck Holding AG generated distributable profit in the amount of € 2,337,486,874.65 in the 2024 financial year.

The Board of Management and Supervisory Board propose to appropriate this distributable profit as follows:

Dividend distribution of € 1.90		
per no-par value share entitled to dividends	€	1,485,369,908.40
Profit carried forward	€	852,116,966.25
Distributable profit	€	2,337,486,874.65

The dividend claim is due for payment on June 2, 2025.

The distribution amount stated takes into account the 781,773,636 no-par value shares entitled to dividend existing on December 31, 2024. At this time, the Company held 10,094,653 treasury shares, from which it has no rights pursuant to § 71b German Stock Corporation Act. As the number of shares entitled to dividends will change by the date of the Annual General Meeting due to the ongoing share buyback program, a resolution proposal that is amended accordingly will be put to the vote at the Annual General Meeting, which is expected to be available from May 21, 2025, on the Company's website at <https://www.daimlertruck.com/agm-2025>. This resolution proposal will still provide for a dividend of € 1.90 per no-par value share entitled to dividends. The amount for the total

dividend payout will be reduced according to the changed number of no-par value shares entitled to dividends. The amount of the profit carried forward will be increased accordingly.

Further information on the Company's dividend policy is available at <https://www.daimlertruck.com/investors/share/dividend>.

3. Resolution on the ratification of the Board of Management members' actions for the 2024 financial year

The Board of Management and the Supervisory Board propose that the actions of the members of the Board of Management specified below who were in office in the 2024 financial year be ratified for that period.

3.1 Karin Rådström

3.2 Martin Daum

3.3 Karl Deppen

3.4 Dr. Andreas Gorbach

3.5 Jürgen Hartwig

3.6 John O'Leary

3.7 Achim Puchert (since December 1, 2024)

3.8 Eva Scherer (since April 1, 2024)

3.9 Stephan Unger (until June 30, 2024)

It is intended that the General Meeting will vote by way of separate ballot on the ratification of the actions of the members of the Board of Management.

4. Resolution on the ratification of the Supervisory Board members' actions for the 2024 financial year

The Board of Management and the Supervisory Board propose that the actions of the members of the Supervisory Board specified below who were in office in the 2024 financial year be ratified for that period.

4.1 Joe Kaeser

4.2 Michael Brecht

4.3 Michael Brosnan

4.4 Bruno Buschbacher

4.5 Jacques Esculier

4.6 Akihiro Eto

4.7 Laura Ipsen

4.8 Renata Jungo Brüngger

4.9 Carmen Klitzsch-Müller

4.10 Jörg Köhlinger

4.11 John Krafcik

4.12 Jörg Lorz

4.13 Andrea Reith

4.14 Prof. Dr. h.c. Martin H. Richenhagen

4.15 Andrea Seidel

4.16 Shintaro Suzuki

4.17 Marie Wieck

4.18 Harald Wilhelm

4.19 Roman Zitzelsberger

4.20 Thomas Zwick

It is intended that the General Meeting of Shareholders will vote by way of separate ballot on the ratification of the actions of the members of the Supervisory Board.

5. Resolution on the appointment of the auditor of the annual financial statements and the auditor of the consolidated financial statements as well as the auditor for the audit review of interim financial reports and the auditor of the (group) sustainability report

5.1 Appointment of the auditor of the annual financial statements and the auditor of the consolidated financial statements as well as the auditor for the audit review of interim financial reports

Based on the recommendation of the Audit Committee, the Supervisory Board proposes that KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, be appointed

- a) as auditor of the annual financial statements, auditor of the consolidated financial statements and auditor for the audit review of interim financial reports for the 2025 financial year, as well as
- b) as auditor for the audit review of interim financial reports for the 2026 financial year in the period up to the next Annual General Meeting in the 2026 financial year.

The Audit Committee declared in its recommendation that the latter is free from undue influence by third parties and that no clause of the kind specified in Art. 16(6) EU Statutory 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) has been imposed on it.

5.2 Appointment of the auditor of the (group) sustainability report

Based on the recommendation of the Audit Committee, the Supervisory Board proposes that KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, be appointed as auditor of the (group) sustainability report for the 2025 financial year.

The appointment of KPMG AG Wirtschaftsprüfungsgesellschaft as the auditor of the (group) sustainability report by the Annual General Meeting is made against the background of Directive (EU) 2022/2464 of the European Parliament and of the Council of 14 December 2022 amending Regulation (EU) No. 537/2014 and Directives 2004/109/EC, 2006/43/EC and 2013/34/EU with regard to corporate sustainability reporting (CSRD), the transposition of which into national law is pending, with effect from the entry into force of the German law implementing the CSRD and in the event that the German legislator, in implementing Art. 37 of Directive 2006/43/EC as amended by the CSRD, should provide for an explicit election of the auditor of the sustainability report by the Annual General Meeting.

6. Resolution on the approval of the remuneration report for the 2024 financial year prepared and audited in accordance with § 162 German Stock Corporation Act

Pursuant to § 162 German Stock Corporation Act, the Board of Management and the Supervisory Board are obliged to prepare, on an annual basis, a clear and comprehensible report on the remuneration granted and owed to the members of the Board of Management and the Supervisory Board in the previous financial year and to submit it to the Annual General Meeting for approval pursuant to § 120a (4) German Stock Corporation Act.

The remuneration report was audited by the auditor, KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, in accordance with § 162 (3) German Stock Corporation Act, to determine whether the legally required disclosures pursuant to § 162 (1) and (2) German Stock Corporation Act have been made. The audit opinion on the remuneration report is enclosed with the remuneration report.

The remuneration report is available on the Company's website at <https://www.daimlertruck.com/agm-2025> in accordance with § 124a sentence 1 no. 4 German Stock Corporation Act.

The Board of Management and the Supervisory Board propose that the remuneration report of Daimler Truck Holding AG for the 2024 financial year, which has been prepared and audited in accordance with § 162 German Stock Corporation Act, be approved.

7. Resolution on the remuneration of the members of the Supervisory Board and an amendment to § 10 of the Articles of Incorporation

The current remuneration of the members of the Supervisory Board of Daimler Truck Holding AG was resolved by the Annual General Meeting on June 22, 2022, and is set forth in Article 10 of the Company's Articles of Incorporation.

According to the statutory requirements and the recommendations of the German Corporate Governance Code, the remuneration of the members of the Supervisory Board is to be balanced overall and appropriate to the tasks and the situation of the Company, also taking into account for purposes of comparison the remuneration provisions of other large German listed companies. An adequate and appropriate remuneration makes an important contribution in competition to attract qualified individuals for membership on the Supervisory Board and thus ensure the best possible supervision and advice for the Board of Management. This in turn is a prerequisite for the successful implementation of the business strategy and the long-term success of the company.

Against this background, the Board of Management and the Supervisory Board have regularly reviewed the current remuneration provisions for appropriateness with the involvement of an external independent remuneration adviser. The current economic and legal framework conditions, in particular the increasingly complex regulatory requirements for the activities of the members of the Supervisory Board, were also recognized.

As part of this review, particular emphasis was placed on a market comparison, in which the remuneration of the members of the Supervisory Board was compared with the remuneration of the members of the Supervisory Board of the companies listed in the DAX40 and an industry-specific peer group. The comparison was made in relation to the DAX40 on the basis of a size positioning of Daimler Truck in the DAX40 comparison. The respective amount of remuneration was compared with the size of the companies compared, with the turnover, number of employees and market capitalization of the companies being given equal weight to determine the size. The basis for this comparison was the correlation between the scope and complexity of the tasks of the members of the Supervisory Board and the size of the company.

In a market comparison, the average remuneration of the members of the Supervisory Board of Daimler Truck Holding AG was considerably lower than would have been appropriate given the size of the company. In particular, the basic remuneration of Supervisory Board members (with the exception of the Chairman and Deputy Chairman of the Supervisory Board) and the remuneration for chairmanship and membership of Supervisory Board committees are lower than is the case for companies of a comparable size.

The Board of Management and the Supervisory Board have therefore come to the conclusion that the existing remuneration provisions for the members of the Supervisory Board of Daimler Truck Holding AG are no longer appropriate to the tasks of the members of the Supervisory Board and the situation of the Company. In view of the Company's current situation, the Board of Management and Supervisory Board attach particular importance to proposing to the Annual General Meeting only a proportionate and targeted increase of the Supervisory Board remuneration which is in line with Daimler Truck's size positioning compared to the DAX40. In this regard, the Board of Management and Supervisory Board must also bear in mind that the complexity of the Supervisory Board's tasks may well increase with changes in the Company's situation.

Against this backdrop, in addition to the increase in basic remuneration, it is also planned that in future the chairpersons of all committees (and not just of the Audit Committee, as was previously the case) will receive an additional remuneration. In particular, the following considerations are relevant in this respect:

Since the last resolution by the Annual General Meeting on the remuneration system for the members of the Supervisory Board in 2022, the scope and importance of the work of the Presidential and Remuneration Committee, in particular, has increased considerably. Compared to five meetings in the 2022 financial year, the Committee met ten times in each of the 2023 and 2024 financial years. Significant topics of work included succession planning for the Board of Management, the remuneration of the Board of Management and corporate governance issues. The Committee provided comprehensive support for the work of the Supervisory Board, particularly with regard to these important topics, with the activities of the Committee chairman being of particular importance also in coordinating the work of the full Supervisory Board.

In view of the upcoming elections of shareholder representatives at the 2026 Annual General Meeting, the activities of the Nomination Committee are also of particular importance. Key aspects of the preparation of the elections, for which the Nomination Committee supports the Supervisory Board, are to be coordinated by the Chairman of the Supervisory Board as Chairman of the Nomination Committee. The Board of Management and Supervisory Board therefore now consider an additional remuneration for the Committee chairmanship to be appropriate, also in view of the market comparison that has been carried out.

The decision to adjust the remuneration and to amend the Articles of Incorporation accordingly is the responsibility of the Annual General Meeting.

The amended version of the remuneration system is available on the Company's website at <https://www.daimlertruck.com/agm-2025>. In addition, a comparative version of Article 10 of the Company's Articles of Incorporation can also be found on the Company's website at <https://www.daimlertruck.com/agm-2025>, in which the amendments proposed below under point b) are marked in comparison to the currently applicable version of the Articles of Incorporation.

The Board of Management and the Supervisory Board propose that the following be resolved:

- a) The remuneration system for the members of the Supervisory Board is changed with effect from January 1, 2026 as published on the Company's website at <https://www.daimlertruck.com/agm-2025>.
- b) Article 10 of the Articles of Incorporation is amended as follows:

“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 160,000.00 for each individual member.
- (2) In deviation from paragraph (1), the basic remuneration for the Chairman of the Supervisory Board shall amount to EUR 360,000.00; in deviation from paragraph (1), for the Deputy Chairman of the Supervisory Board it shall amount to EUR 240,000.00.
- (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 150,000.00, and each other member of the Audit Committee shall receive an additional EUR 70,000.00;
- the Chairman of the Presidential and Remuneration Committee shall receive an additional EUR 80,000.00, and each other member of the Presidential and Remuneration Committee shall receive an additional EUR 50,000.00;
- the Chairman of other committees is to receive an additional EUR 50,000.00, and each other member of other committees of the Supervisory Board is to receive an additional EUR 30,000.00;

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 are to receive an attendance fee of EUR 1,500.00. 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 is to 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 are 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, or if they are appointed during a financial year, they are to 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 or assumes such a function during the year, the previous sentence is to 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 will be included in a pecuniary loss liability insurance policy for members of corporate bodies and certain executive employees maintained by the Company in the interest of the Company at an appropriate amount, provided that such a policy exists. The insurance premiums are paid by the company.
- (9) The provisions in this Article 10 shall be applied for the first time for the financial year beginning on January 1, 2026; with regard to the remuneration of the members of the

Supervisory Board for financial years before this point in time, the provisions of the Articles of Incorporation in the version of November 6, 2024, shall apply."

8. Resolution on an amendment to the Articles of Incorporation to extend the authorization to hold a virtual Annual General Meeting in accordance with § 118a German Stock Corporation Act

Pursuant to § 11 (3) of the Articles of Incorporation of the Company, the Board of Management is authorized to provide for the General Meeting to be held without the physical presence of the shareholders or their proxies at the venue of the Annual General Meeting (virtual Annual General Meeting). This authorization resolved by the Annual General Meeting on June 21, 2023, is limited until the expiry of August 31, 2025, meaning that the Company can no longer hold virtual Annual General Meetings from this date without renewed authorization.

§ 11 (3) of the Articles of Incorporation of the Company currently reads as follows:

"(3) The Board of Management is authorized to provide for the General Meeting to be held without the physical presence of the shareholders or their proxies at the venue of the General Meeting (virtual general meeting). This authorization is valid until the expiry of 31 August 2025."

The Company's last two virtual Annual General Meetings were held in accordance with the new legal regulations now permanently provided for in the German Stock Corporation Act, with full respect for shareholders' rights, without any relevant technical or organizational problems and with a satisfactory attendance. The requirement to submit questions in advance and any associated restriction on the possibility of asking questions was not implemented in each case.

Based on the positive experience with holding virtual Annual General Meetings in recent years, the Board of Management and Supervisory Board of Daimler Truck Holding AG would also like to have the option of holding virtual Annual General Meetings in the future.

From the perspective of the Board of Management and the Supervisory Board, the virtual Annual General Meeting is a true alternative to the Annual General Meeting with physical presence. The statutory rights of shareholders in the virtual Annual General Meeting are equivalent to the rights of shareholders in a General Meeting with physical presence. At the same time, a virtual format saves the Company significant costs, conserves resources, increases efficiency, reduces logistical complexity and increases the security of the meeting.

General Meetings with physical presence are not excluded by the authorization. Rather, for the duration of the authorization, the Board of Management will decide for each General Meeting, taking into account all circumstances, which meeting format best serves the interests of the shareholders and the Company. As was the case in the past, the requirement to submit questions in advance and any associated restriction on the possibility of asking questions is to be waived if a virtual Annual General Meeting is held.

Against this background, the Board of Management and the Supervisory Board propose that the Board of Management be authorized to hold virtual Annual General Meetings for a period

of five years after entry of the amendment to the Articles of Incorporation in the Company's commercial register by amending the Articles of Incorporation in accordance with § 118a (1) sentence 1 German Stock Corporation Act.

Therefore, the Board of Management and the Supervisory Board propose that the following be resolved:

§ 11 (3) of the Articles of Incorporation of the Company is amended as follows:

“(3) The Board of Management is authorized to provide for the General Meeting to be held without the physical presence of the shareholders or their proxies at the venue of the General Meeting (virtual general meeting). This authorization is valid for the holding of virtual general meetings in a period of five years after the entry of this provision of the Articles of Incorporation adopted by the General Meeting on May 27, 2025, in the commercial register of the Company.”

9. Resolution on the authorization to acquire and use treasury shares and to exclude subscription and tender rights as well as cancellation of the corresponding existing authorization

The Annual General Meeting last authorized the Board of Management to acquire and use treasury shares and to exclude subscription and tender rights on May 15, 2024. This authorization expires on May 14, 2029. It currently forms the basis for the share buyback program resolved by the Board of Management with the consent of the Supervisory Board on July 10, 2023, and has partly been used up by this current program.

It is therefore intended that the existing authorization be cancelled and replaced by a new authorization, which is to be effective until May 26, 2030. This is intended to enable the Company to acquire treasury shares in a volume of up to 10 % of the share capital and to use these shares for all legally permissible purposes or to redeem the shares. However, due to the treasury shares held by the Company (at the time this convening notice is submitted to the Federal Gazette, the treasury shares held by the Company amount to approx. 1.88 % of the share capital), full utilization of the authorization would require the treasury shares currently held to be redeemed (or otherwise used).

The report of the Board of Management pursuant to § 186 (4) sentence 2 German Stock Corporation Act on the authorization to acquire and use treasury shares and the exclusion of subscription and tender rights is available on the Company's website at <https://www.daimlertruck.com/agm-2025>. The report is presented together with the report on Agenda Item 10.

The Board of Management and the Supervisory Board propose that the following resolution be adopted:

a) Cancellation of the existing authorization

The authorization of the Board of Management to acquire and use treasury shares and to exclude subscription rights resolved by the Annual General Meeting on May 15, 2024, under Agenda Item 7 is cancelled to the extent it has not yet been used with effect of

the time the new authorization proposed below under b) to f) of this Agenda Item 9 takes effect.

b) New authorization to acquire treasury shares

The Board of Management is authorized, with the consent of the Supervisory Board, in the period until May 26, 2030, to acquire treasury shares for any permissible purpose in an extent of up to 10 % of the share capital existing at the time of the adoption of the resolution by the General Meeting or – if this value is lower – of the share capital existing at the time of the exercise of this authorization. The shares acquired on the basis of this authorization, together with other treasury shares held by the Company or attributable to it pursuant to §§ 71a et seqq. German Stock Corporation Act, may at no time exceed 10 % of the Company's share capital.

c) Method of acquisition; exclusion of the right to tender

The shares of Daimler Truck Holding AG ("Daimler Truck Holding Shares") may be acquired on the stock exchange or a multilateral trading system within the meaning of § 2 (6) German Stock Exchange Act (*Börsengesetz*) or by means of a public purchase offer addressed to all shareholders of the Company and must comply with the principle of equal treatment of all shareholders (§ 53a German Stock Exchange Act). Public purchase offers may also be made by means of an invitation to tender.

aa) To the extent that the acquisition of the Daimler Truck Holding Shares is conducted through the stock exchange or through a multilateral trading system, the consideration per Daimler Truck Holding Share (not including ancillary acquisition costs) paid by the Company may not exceed by more than 10 % or fall short by more than 20 % of the share price determined in the opening auction in Xetra trading (or a functionally comparable successor system to the Xetra system) at the Frankfurt/Main Stock Exchange on the trading day.

bb) If Daimler Truck Holding Shares are acquired by way of a public purchase offer to all shareholders, the purchase price offered or the limits of the purchase price range offered per Daimler Truck Holding Share (not including ancillary acquisition costs) may not exceed by more than 10 % or fall short by more than 20 % of the arithmetic mean of the closing auction prices in Xetra trading (or a functionally comparable successor system to the Xetra system) on the Frankfurt/Main Stock Exchange on the last three trading days prior to the date of the decision of the Board of Management on the offer or on the acceptance of offers from shareholders.

If, after the publication of a purchase offer or the publication of an invitation to tender offers, price movements occur which may be significant for the success of the purchase offer, the offer may be adjusted during the offer period or until acceptance, respectively. In this case, the 10 % limit and the 20 % limit, respectively, for exceeding or falling short of the purchase price refer to the relevant closing auction price on the last stock exchange trading day before the final decision of the Board of Management on the adjustment.

cc) The Board of Management determines the details of the relevant acquisition structure. If the number of Daimler Truck Holding Shares tendered or offered to the Company for purchase exceeds the total volume intended for purchase, the purchase may be made in proportion to the number of Daimler Truck Holding Shares tendered or offered per shareholder; in addition, preferential treatment or acceptance of small numbers of up to 100 Daimler Truck Holding Shares tendered or offered per shareholder and rounding in accordance with commercial principles may be provided for. Any further right of shareholders to tender shares is excluded in this respect.

d) Utilization of treasury shares

The Board of Management is authorized to use treasury shares that are or have been acquired on the basis of this authorization or an earlier authorization pursuant to § 71 (1) sentence 1 no. 8 German Stock Corporation Act, in addition to a sale via the stock exchange or an offer to all shareholders in proportion to their shareholdings, for all other legally permissible purposes, in particular for the following purposes:

aa) With the consent of the Supervisory Board, the treasury shares may be offered and transferred against consideration in kind, in particular in connection with mergers or the (also indirect) acquisition of companies, establishments, parts of companies, participating interests in companies or other assets or claims to the acquisition of assets, including receivables from the Company or its affiliated undertakings within the meaning of §§ 15 et seqq. German Stock Corporation Act.

bb) With the consent of the Supervisory Board, the treasury shares may be disposed of in a manner other than through the stock exchange or by way of an offer to all shareholders, provided that the Shares are disposed of against cash payment at a price not significantly falling short of the stock market price of the shares of the Company with the same features at the point in time of the disposal. The computational part in the share capital attributable to the treasury shares used in this way may not exceed 10 % of the Company's share capital at the time of the adoption of the resolution by the General Meeting or – if this value is lower – at the time this authorization is exercised. In this limit, such shares are to be included that were issued during the term of this acquisition authorization until the time of its exercise in application, either direct or *mutatis mutandis*, of § 186 (3) sentence 4 German Stock Corporation Act. Furthermore, such shares are to be included that were issued or granted or still are to be issued or granted on the basis of a convertible bond/option bond issued during the term of this acquisition authorization with the exclusion of subscription rights in accordance with § 186 (3) sentence 4 German Stock Corporation Act.

cc) The treasury shares may be used to fulfill or secure acquisition rights or acquisition obligations in respect of shares in the Company, in particular arising from or in connection with convertible/option bonds issued by the Company or an undertaking affiliated with the Company within the meaning of §§ 15 et seqq. German Stock Corporation Act. In the event of a sale of treasury shares by way of an offer to all shareholders, they may also be granted to the holders of bonds with conversion or option rights or obligations issued by the Company or an undertaking

affiliated with the Company within the meaning of §§ 15 et seqq. German Stock Corporation Act, to the extent that the holders of such bonds would have a subscription right to shares in the Company after exercising the conversion or option right or fulfilling the conversion or option obligation.

dd) The treasury shares may be issued directly or indirectly to employees of the Company or undertakings affiliated with it within the meaning of §§ 15 et seqq. German Stock Corporation Act, to members of the corporate bodies of undertakings affiliated with the Company or to third parties who transfer the beneficial ownership and/or the economic proceeds from the shares to these persons, or may be used to meet obligations arising from securities loans/securities borrowings entered into for the acquisition of these shares for one of these purposes. In particular, they may be offered, promised or transferred to the aforementioned persons for a consideration or without consideration, with the proviso that the employment relationship or relationship as a member of a corporate body must exist at the time of the offer, promise or transfer.

ee) In addition, the treasury shares may be redeemed, without such redemption or its implementation requiring an additional resolution by the General Meeting. The redemption may be conducted by way of a capital reduction or without capital reduction by adjustment of the pro-rata amount of the other shares in the share capital. In the latter case, the Board of Management is authorized to adjust the number of shares in the Articles of Incorporation.

e) Exclusion of subscription rights

The shareholders' subscription rights in respect of treasury shares acquired by the Company are excluded to the extent that such shares are used in accordance with the authorizations set out in lit. d) aa) to dd) above. Finally, in the case of a public offer to acquire treasury shares, the subscription right for fractional amounts may be excluded.

The aggregate amount of treasury shares used subject to an exclusion of shareholders' subscription rights during the term of this authorization may not account for more than a computational part of 10 % of the share capital at the time of the adoption of the resolution by the General Meeting or – if this value is lower – at the time this authorization is exercised. If, during the term of this authorization and until it is exercised, other authorizations to issue shares in the Company or to issue rights that enable or oblige the holder to subscribe to shares in the Company are exercised and the subscription right is excluded in this context, this is to be included in the aforementioned 10 % limit.

f) Exercise of the authorization by Group companies

The authorizations contained in this resolution may each be exercised independently of one another, on one or more occasions, individually or jointly, in whole or in part, including by undertakings affiliated with the Company within the meaning of §§ 15 et seqq. German Stock Corporation Act or by third parties acting for the account of the Company or its affiliated undertakings.

10. Resolution on the authorization for the use of derivatives in the course of the acquisition of treasury shares as well as for the exclusion of subscription and tender rights

By way of supplement to the authorization for the acquisition of treasury shares pursuant to § 71 (1) no. 8 German Stock Corporation Act proposed under Agenda Item 9, an authorization is to be granted to acquire treasury shares also by using derivatives and to enter into corresponding derivatives transactions.

The report of the Board of Management pursuant to § 186 (4) sentence 2 German Stock Corporation Act on the authorization to use derivatives in connection with the acquisition of treasury shares and the exclusion of subscription and tender rights is available on the Company's website at <https://www.daimlertruck.com/agm-2025>. The report is presented together with the report on Agenda Item 9.

The Board of Management and the Supervisory Board propose that the following resolution be adopted:

In addition to the authorization proposed under Agenda Item 9 to acquire treasury shares in accordance with § 71 (1) no. 8 German Stock Corporation Act, the acquisition of shares in Daimler Truck Holding AG (Daimler Truck Holding Shares) may also be carried out, in addition to the methods described there, using derivatives or derivatives may be used in which the Company undertakes to acquire treasury shares.

a) Use of derivatives

Options may be sold that obligate the Company to purchase Daimler Truck Holding Shares upon exercise of the option ("Put Options"). In addition, options may be acquired and exercised that give the Company the right to acquire Daimler Truck Holding Shares upon exercise of the option ("Call Options"). In addition, forward purchase contracts for Daimler Truck Holding Shares may be concluded where there are more than two stock exchange trading days between the conclusion of the purchase contract and the delivery of the acquired shares. Finally, Daimler Truck Holding Shares may be acquired using a combination of these derivative instruments (hereinafter, all such arrangements are referred to as "Derivatives").

The use of Derivatives in the course of the acquisition of treasury shares requires the consent of the Supervisory Board. Such consent may be granted generally, in relation to a specific period of time or for a specific volume.

The Derivative transactions are to be concluded with an independent credit institution or undertakings operating pursuant to § 53 (1) sentence 1 or § 53b (1) or (7) German Banking Act (*Kreditwesengesetz*) or a syndicate of such credit institutions or undertakings.

In this regard, the acquisition of treasury shares using Derivatives is limited to shares in an amount of no more than 5 % of the share capital existing at the time of the adoption of the resolution by the General Meeting or – if this value is lower – the share capital existing at the time of the exercise of this authorization. This limit applies in addition to the limits relating to the share capital set out in lit. b) of Agenda Item 9. Treasury shares

acquired using Derivatives are to be included in these limits. The term of a Derivative may not be more than 18 months and has to be chosen in such manner that the acquisition of the shares in exercise of the Derivative does not occur after May 26, 2030.

The terms and conditions of the Derivatives must ensure that the Derivatives are only satisfied with shares acquired on the stock exchange [or a multilateral trading system within the meaning of § 2 (6) German Stock Exchange Act] in compliance with the principle of equal treatment of shareholders.

The purchase price per Daimler Truck Holding Share agreed in the respective Derivative which is payable upon exercise of Put Options or Call Options or in fulfillment of a forward purchase may not exceed by more than 10 % the average auction closing price of a Daimler Truck Holding Share in Xetra trading (or a functionally comparable successor system to the Xetra system) at the Frankfurt Stock Exchange on the last three exchange trading days before the conclusion of the relevant Derivative transaction, or fall short of it by more than 20 % (in each case not including ancillary acquisition costs, but taking into account the option premium received or paid, respectively).

The purchase price to be paid by the Company for Derivatives may not be significantly higher, and the sale price received by the Company for Derivatives may not be significantly lower, than the theoretical market value of the respective Derivative determined in accordance with recognized financial mathematical methods, the determination of which must take into account, among other things, the agreed Exercise Price.

b) Exclusion of the right to tender

If Derivatives are used in compliance with the above provisions, any claim of the shareholders to conclude such Derivative transactions with the Company is excluded in application, *mutatis mutandis*, of § 186 (3) sentence 4 German Stock Corporation Act. Shareholders also have no right to conclude Derivative transactions if, in the case of an intended acquisition of treasury shares using Derivatives, a preferential offer is provided for the conclusion of Derivative transactions relating to smaller numbers of shares.

Shareholders have a right to tender their Daimler Truck Holding Shares to the Company only to the extent that the Company is obligated to purchase the shares from them under Derivative transactions concluded. Any further right to tender is excluded.

c) Utilization of treasury shares

With regard to the utilization of treasury shares that were acquired using Derivatives, the provisions stipulated under Agenda Item 9 lit. d) and e) apply *mutatis mutandis*.

d) Utilization of the authorization by Group companies

The authorizations contained in this resolution may each be exercised independently of one another, on one or more occasions, individually or jointly, in whole or in part, including by undertakings affiliated with the Company within the meaning of §§ 15 et seqq. German Stock Corporation Act or by third parties acting for the account of the Company or its affiliated undertakings.

e) Effective date of the authorization

The authorization will only take effect if the general authorization to acquire and use treasury shares proposed under Agenda Item 9 also takes effect. When this authorization comes into effect, the authorization of the Board of Management for the use of derivatives in the course of the acquisition of treasury shares, which was resolved by the Annual General Meeting on May 15, 2024 under agenda item 8, will also be cancelled.

II. Additional information

1. Total number of shares and voting rights

At the time of convening of the General Meeting, the Company's share capital is divided into 791,868,289 no-par value registered shares. Each no-par value share confers one vote; the total number of voting rights is therefore 791,868,289. At the time the notice convening the Annual General Meeting is submitted to the Federal Gazette, the Company holds 14.901.972 treasury shares from which the Company is not entitled to any rights.

2. Virtual general meeting without physical presence of shareholders or their proxies

Based on § 11 (3) of the of Articles of Incorporation of the Company, the Board of Management has decided to hold the Annual General Meeting without the physical presence of the shareholders or their proxies as a virtual general meeting pursuant to § 118a (1) sentence 1 German Stock Corporation Act. The Annual General Meeting will be held at the administrative headquarters of the Company at Fasanenweg 10, 70771 Leinfelden-Echterdingen, Germany, with the physical presence of the Chairman of the meeting, the members of the Board of Management, the members of the Supervisory Board (unless participation is by means of video and audio transmission) and the notary public commissioned to record the minutes as well as the Company's appointed proxies. Physical presence at the venue of the General Meeting of shareholders or their proxies (with the exception of the proxies appointed by the Company) is excluded.

3. Live broadcast of the Annual General Meeting (§ 118a (1) sentence 2 no. 1 German Stock Corporation Act)

Shareholders and their proxies can follow the entire General Meeting live in video and audio from 10:00 hours (CEST) on Tuesday, May 27, 2025, by using the InvestorPortal at

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

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

<https://www.daimlertruck.com/agm-2025>

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

4. Access to the InvestorPortal and connection to the Annual General Meeting

The Company has set up an InvestorPortal for the Annual General Meeting. Shareholders who have duly registered for the Annual General Meeting or their proxies can, via the InvestorPortal at

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

connect electronically to the meeting and in this way participate in the Annual General Meeting and exercise shareholder rights requiring participation as described in this convening notice.

Shareholders who are not registered for the Annual General Meeting also have access via the InvestorPortal and can follow the entire meeting live in audio and video as guests. However, it is mandatory to register for the Annual General Meeting in order to participate in the Annual General Meeting by electronic connection and to exercise shareholder rights, in particular voting rights.

You can access the InvestorPortal online by entering your shareholder number and your corresponding individual access number (PIN), which you can find in the documents sent to you. If you have registered for the invitation to the Annual General Meeting to be sent electronically with a self-assigned access password, please use this self-assigned access password instead of the individual access number.

Shareholders who are entered in the share register only after the beginning of May 6, 2025, will not receive any invitation documents and thus no access data for the InvestorPortal without request in accordance with statutory regulations. However, they may request the invitation documents with the required shareholder number and the corresponding individual access number (PIN) via the registration address specified in Section II.5.1.

Proxies (except for the proxies appointed by the Company) will receive their own access data to the InvestorPortal and please use only these access data sent to them to log in to the InvestorPortal.

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

5.1 Registration

Shareholders are entitled, themselves or through proxies, to exercise their shareholder rights if they are registered as shareholders in the Company's share register on the day of the General Meeting and have registered for the General Meeting in good time. Registration must be received by the Company no later than 24:00 hours (CEST) on May 20, 2025.

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 with Daimler Truck Holding AG at the following address

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

In accordance with § 67c German Stock Corporation Act in conjunction with Directive (EU) 2017/828 of the European Parliament and of the Council of May 17, 2017 and Implementing Regulation (EU) 2018/1212, information regarding the registration for the Annual General Meeting, the casting of absentee votes (also by proxy), the granting of powers of attorney and instructions to proxies appointed by the Company and the granting of powers of attorney to third parties can also be transmitted to the Company via intermediaries (e.g. credit institutions) in the ISO 20022 format (e.g. via SWIFT, CMDHDEMMXXX). This requires authorization via the SWIFT Relationship Management Application (RMA).

With regard to access to the InvestorPortal, please refer to the relevant information in Section II.4.

Already during registration you can choose whether you

- » wish to cast your vote by absentee vote,
- » wish to authorize the proxies appointed by the Company, or
- » wish to authorize other proxies – such as an intermediary (e.g. a credit institution), a shareholders' association, a proxy advisor or a person offering on a professional basis to exercise voting rights for shareholders at the General Meeting.

Details of these options are described in more detail in the following sections. If none of the above options is selected at registration, this will be considered an isolated registration without casting of votes and without authorization of a proxy. Changes to the voting behavior remain possible as described in more detail below.

Intermediaries, shareholders' associations, proxy advisors and persons offering on a 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 an authorization by the shareholder.

The notice of convening of the virtual Annual General Meeting to be held on May 27, 2025, with the information pursuant to § 125 (5) German Stock Corporation Act in conjunction with Implementing Regulation (EU) 2018/1212 is sent by regular mail to all shareholders registered in 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 Annual General Meeting by e-mail with a link to the convening notice, as well as another link to the InvestorPortal to the e-mail address they have designated for this purpose.

5.2 Free dispositions in respect of shares and suspension of register changes (Technical Record Date)

Shareholders are still entitled to make dispositions in respect of their shares after registering for the General Meeting. The right of participation and voting rights are determined by reference to the shareholding recorded in the share register on the day of the General Meeting.

Orders for changes in the share register that are received by the Company after the closing date for registration in the period from 00:00 hours (CEST) on May 21, 2025, up to and including 24:00 hours (CEST) on May 27, 2025, will only be processed and taken into account with effect after the General Meeting on May 27, 2025. Accordingly, the technically relevant date regarding the number of shares held (referred to as Technical Record Date) is May 20, 2025, 24:00 hours (CEST). Acquirers of shares whose applications for changes of record of ownership are not received by the Company in due time may not exercise participation rights and voting rights from these shares in the General Meeting, unless they are granted proxies or authorized to exercise rights in this respect.

6. Procedure for exercising voting rights (§ 118a (1) sentence 2 no. 2 German Stock Corporation Act)

6.1 Absentee voting (including by way of electronic communication)

Shareholders who are registered as shareholders in the share register on the day of the General Meeting can cast their votes by absentee voting 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 above in Section II.5). Proxies, including authorized intermediaries (e.g. credit institutions), shareholders' associations, proxy advisors and persons offering on a professional basis to exercise voting rights for shareholders at the Annual General Meeting, may also utilize absentee voting.

Via the InvestorPortal at

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

absentee votes may be cast until the closing of the ballots announced by the Chairman of the meeting.

Until 24:00 hours (CEST) on May 26, 2025 (with the date and time of receipt being decisive), absentee votes may also be sent to the Company in text form at the mail address or e-mail address specified for registration in Section II.5 above. Shareholders not using the InvestorPortal to cast their absentee votes are requested to use the reply form available at

<https://www.daimlertruck.com/agm-2025>

Instructions on changing and revoking absentee votes are provided in Section II.6.4 below.

6.2 Voting by proxies appointed by the Company

We also give you the option of being represented in exercising the voting rights at the General Meeting by proxies appointed by the Company in accordance with your instructions. In this case, too, shareholders must ensure that they register in good time (in this respect, see Section II.5 above).

Via the InvestorPortal at

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

powers of attorney and instructions to the proxies appointed by the Company may be granted until the point in time determined by the Chairman of the meeting in the course of the voting process.

Until 24:00 hours (CEST) on May 26, 2025 (with the date and time of receipt being decisive), powers of attorney and voting instructions to the proxies appointed by the Company may also be sent in text form to the mail address or e-mail address specified for registration in Section II.5 above. Shareholders not using the InvestorPortal to issue powers of attorney and voting instructions to the proxies appointed by the Company are requested to use the reply form available at

<https://www.daimlertruck.com/agm-2025>

Instructions on changing and revoking powers of attorney granted and instructions issued to the proxies appointed by the Company are provided in Section II.6.4 below.

Please note that the proxies appointed by the Company do not accept instructions on procedural motions or instructions 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 a 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.

6.3 Authorization of a third party

Shareholders who are registered in the share register on the day of the General Meeting may also authorize other proxies – such as an intermediary (e.g. a credit institution), a shareholders' association, a proxy advisor, a person offering on a professional basis to exercise voting rights for shareholders at the General Meeting, or another third party. In this case, too, shareholders must ensure that they register in good time (see Section II.5 above). In the event that the shareholder authorizes more than one person, the Company may refuse one or several of them.

A power of attorney and proof of authorization vis-à-vis the Company must be granted via the InvestorPortal at

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

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 a 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 Section II.5 above. If possible, please use the reply form available at

<https://www.daimlertruck.com/agm-2025>

in case of dispatch 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 May 26, 2025 (with the date and time of receipt being decisive). Instructions on revoking or changing powers of attorney granted to third parties are provided in Section II.6.4 below.

§ 135 (1) to (7) German Stock Corporation Act 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 a 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 life 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 attend 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.

6.4 Last possible point in time for casting, changing and revoking absentee votes or powers of attorney and instructions issued

Via the InvestorPortal at

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

absentee votes or powers of attorney and instructions to the proxies appointed by the Company as well as changes thereto or their revocation may be declared until the closing of ballots on the Agenda Items announced by the Chairman of the meeting (in the case of absentee voting) or until the point in time determined by the Chairman of the meeting during the voting process (in the case of proxy voting). The exact point in time will be announced by the Chairman of the meeting in due time.

Until 24:00 hours (CEST) on May 26, 2025 (with the date and time of receipt being decisive), absentee votes or powers of attorney and instructions to the proxies appointed by the Company as well as changes thereto or revocations thereof may be sent in text form to the mail address or e-mail address specified for registration in Section II.5 above. After this point in time, revocations or changes will only be possible via the InvestorPortal. The same applies to the granting, revoking or changing of powers of attorney granted to third parties.

6.5 Additional information on exercising voting rights

If voting rights are exercised by absentee voting or powers of attorney and, as appropriate, instructions are given in due time by several means (letter, e-mail, electronically via the InvestorPortal or pursuant to § 67c (1) and (2) sentence 3 German Stock Corporation Act in connection with Art. 2 (1) and (3) and Art. 9 (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 § 67c (1) and (2) sentence 3 German Stock Corporation Act in connection with Art. 2 (1) and (3) and Art. 9 (4) of Implementing Regulation (EU) 2018/1212,
- (3) by e-mail, and
- (4) by letter.

Should declarations with more than one form of voting right exercise be received through the same channel, the following will apply, regardless of the time of receipt of the declarations: Absentee votes will take precedence over powers of attorney granted and, as appropriate, instructions given to the proxies appointed by the Company, and the latter will take precedence over granting powers of attorney and giving instructions to an intermediary, a shareholders' association, a proxy advisor pursuant to § 134a German Stock Corporation Act as well as a person with equivalent status pursuant to § 135 (8) German Stock Corporation Act.

If an intermediary, a shareholders' association, a proxy advisor pursuant to § 134a German Stock Corporation Act or a person with equivalent status pursuant to § 135 (8) German Stock Corporation Act is not willing to act as proxy, the proxies appointed by the Company are authorized to act as proxy in accordance with the instructions given.

The last revocation, received in due time, of a declaration will be decisive.

If, instead of a collective vote, an individual vote is taken on an Agenda Item, the absentee vote or instruction given on this Agenda Item applies accordingly to each item of the individual vote. The votes cast by absentee vote or by proxy and, if applicable, instructions on Agenda Item 2 (appropriation of distributable profit) will remain valid also in the event of an adjustment of the proposal for the appropriation of profit as a result of a change in the number of shares entitled to dividends.

7. Further information on shareholder rights

7.1 Requests for additions to the Agenda (§ 122 (2) German Stock Corporation Act)

Shareholders whose combined shareholdings amount to not less than one twentieth of the share capital of Daimler Truck Holding AG or represent a pro rata amount of € 500,000.00 (the

latter corresponding to 500,000 shares) may request that items be put on the Agenda and announced.

Shareholders bringing such motion must prove that they have been holding the shares for at least 90 days prior to the day of receipt of the motion and that they will hold the shares until the Board of Management has made a decision on the request; § 70 German Stock Corporation Act will apply to the calculation of the period of share ownership. The day of receipt of the motion is not to be included in this calculation. No transfer from a Sunday, Saturday or public holiday to a preceding or following working day will be conducted. §§ 187 through 193 German Civil Code (*Bürgerliches Gesetzbuch*) will not apply accordingly.

Any new item for the Agenda has to be accompanied by a stating of reasons or a resolution proposal. The motion 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 April 26, 2025. Please send such motions to the following address:

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

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

<https://www.daimlertruck.com/agm-2025>

and communicated to the shareholders.

7.2 Counter-motions and election proposals (§§ 118a (1) sentence 2 no. 3, 126 (1), 127, 130a (5) sentence 3, (6) German Stock Corporation Act)

Moreover, shareholders may send to the Company any counter-motions to proposals by the Board of Management and/or Supervisory Board concerning certain items on the Agenda as well as proposals for the election of Supervisory Board members or auditors. Counter-motions (including the reasons therefore) and election proposals are to be sent exclusively to

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

or by e-mail to: hv@daimlertruck.com

We will publish counter-motions and election proposals from shareholders that pursuant to §§ 126 (1) - (3), 127 German Stock Corporation Act are required to be made accessible,

including the name of the shareholder as well as the reasons to be made accessible and, if applicable, the content to be supplemented in accordance with § 127 sentence 4 German Stock Corporation Act, without undue delay upon their receipt on the Internet at

<https://www.daimlertruck.com/agm-2025>

In this respect, only such counter-motions and election proposals relating to the items on the Agenda will be considered which are received by the Company addressed as specified above no later than 24:00 hours (CEST) on May 12, 2025. Any comments by the management will also be published at the same internet address.

The Board of Management reserves the right to combine counter-motions and their reasons if several shareholders raise counter-motions with regard to the same items of resolution.

Pursuant to §§ 126 (4) and 127 sentence 1 German Stock Corporation Act, the counter-motions and election proposals published in this way are deemed to have been made at the time of publication. If the shareholder making the motion or submitting the election proposal is not duly authorized and registered for the General Meeting, the motion need not be dealt with at the meeting.

This does not affect the right of the Chairman of the meeting to have the proposals of the Company's management voted on first. To the extent the proposals of the management are adopted with the necessary majority, the counter-motions or deviating election nominations become irrelevant.

Shareholders or their proxies who are electronically connected to the meeting may also submit motions and election proposals during the Annual General Meeting by way of video communication within the scope of their right to speak pursuant to §§ 118a (1) sentence 2 no. 3, 130a (5) sentence 3, (6) German Stock Corporation Act. Reference is being made to the more detailed explanations regarding the right to speak in Section II.7.4.

7.3 Submission of statements by way of electronic communication (§§ 118a (1) sentence 2 no. 6, 130a (1) to (4) German Stock Corporation Act)

Shareholders who are registered in the share register and have duly registered to attend the General Meeting, or their proxies, may submit statements on the items on the Agenda by way of electronic communication via the InvestorPortal at

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

prior to the General Meeting.

The following additional requirements apply to such statements:

- » Statements must be submitted in text form exclusively via the InvestorPortal no later than 24:00 hours (CEST) on May 21, 2025 (with the date and time of receipt being decisive).
- » The statements must not exceed 10,000 characters (including spaces).

Further details on the technical and legal requirements for submitting statements are provided on the InvestorPortal.

Statements will not be made accessible if they do not originate from a shareholder who has duly registered for the virtual General Meeting, if they contain more than 10,000 characters or if a case within the meaning of § 130a (3) sentence 4 in conjunction with § 126 (2) sentence 1 no. 1, no. 3 or no. 6 German Stock Corporation Act exists.

We will publish the statements to be made accessible for the shareholders who are registered in the share register and have duly registered to participate in the General Meeting, or their proxies, no later than 24:00 hours (CEST) on May 22, 2025 on the InvestorPortal at

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

By submitting a statement, the shareholder or his/her proxy agrees that the statement will be made accessible on the InvestorPortal, including his/her name.

It should be noted that motions to supplement the Agenda, motions, counter-motions or election proposals, information requests or objections contained in a statement submitted prior to the General Meeting will be disregarded. Such motions etc. are to be submitted or made or declared exclusively by the means separately indicated in this convening notice.

7.4 Right to speak by way of video communication (§§ 118a (1) sentence 2 no. 7, 130a (5) and (6) German Stock Corporation Act)

Shareholders or their proxies who are electronically connected to the meeting will be granted the right to speak at the meeting by means of video communication.

Speaking contributions can be registered from 9:30 hours (CEST) on the day of the meeting via the InvestorPortal at via the InvestorPortal at

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

For this purpose, a facility for virtual requests to speak will be set up in the InvestorPortal. Speaking contributions may include motions and election proposals pursuant to § 118a (1) sentence 2, no. 3 German Stock Corporation Act and requests for information pursuant to § 131 (1) German Stock Corporation Act.

The Chairman of the meeting will explain in more detail the procedure for requesting to speak and speaking at the General Meeting.

The management reserves the right to check the functionality of the video communication between the shareholder and the Company prior to the speaking contribution and to reject the latter if the functionality is not ensured (§ 130a (6) German Stock Corporation Act). Recommendations for optimal functioning of video communication can be found at

<https://www.daimlertruck.com/agm-2025>

7.5 Right to information (§§ 118a (1) sentence 2 no. 4, 131, 130a (5) sentence 3, (6) German Stock Corporation Act)

Pursuant to § 131 (1) German Stock Corporation Act, shareholders or their proxies who are electronically connected to the meeting must be provided with information on the Company's affairs by the Board of Management at the General Meeting upon request, to the extent such information is necessary for a proper assessment of the item on the Agenda and there is no right to refuse to provide information. This obligation to provide information also includes the legal and business relationships of Daimler Truck Holding AG with its affiliated undertakings as well as the situation of the Company and the undertakings included in the consolidated financial statements.

Pursuant to § 131 (1d) German Stock Corporation Act, shareholders or their proxies who are electronically connected to the meeting are also granted the right to ask questions about all of the answers given by the Board of Management at the meeting.

It is envisaged that the Chairman of the meeting will determine, pursuant to § 131 (1f) German Stock Corporation Act, that the right to information and the right to pose questions may be exercised exclusively by way of video communication, thus in the context of exercising the right to speak. Reference is being made to the more detailed explanations regarding the right to speak in Section II.7.4.

The Chairman of the meeting may also impose reasonable time limits on the shareholders' right to ask questions and speak in accordance with § 14 (3) of the Articles of Incorporation of the Company. In particular, at the start of or during the General Meeting, he is authorized to set an appropriate time limit for the duration of the entire General Meeting, for discussion of individual agenda items and for individual speaking contributions or questions. Moreover, the Chairman of the meeting may decide to end the debate if this is necessary for the proper conducting of the General Meeting.

7.6 Record of objection by way of electronic communication (§§ 118a (1) sentence 2 no. 8, 245 sentence 1 no. 1, sentence 2 German Stock Corporation Act)

Shareholders or their proxies who are electronically connected to the meeting may, from the beginning until the closing of the General Meeting by the Chairman of the General Meeting, via the InvestorPortal on the Internet at

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

declare their objection to resolutions of the General Meeting for the record. The notary public has authorized the Company to accept objections via the InvestorPortal and will receive the objections via the InvestorPortal.

7.7 Further information

At the internet address

<https://www.daimlertruck.com/agm-2025>

further explanations can be found on the rights of the shareholders pursuant to

- » § 122 (2) German Stock Corporation Act,
- » §§ 118a (1) sentence 2 no. 3, 126 (1), 127, 130a (5) sentence 3, (6) German Stock Corporation Act,
- » §§ 118a (1) sentence 2 no. 6, 130a (1) - (4) German Stock Corporation Act,
- » §§ 118a (1) sentence 2 no. 7, 130a (5) and (6) German Stock Corporation Act,
- » §§ 118a (1) sentence 2 no. 4, 131, 130a (5) sentence 3, (6) German Stock Corporation Act, and
- » §§ 118a (1) sentence 2 no. 8, 245 sentence 1 no. 1, sentence 2 German Stock Corporation Act.

8. Website on which the information pursuant to § 124a German Stock Corporation Act is accessible

The convening notice of the General Meeting with the legally required information and explanations is also available on our website

<https://www.daimlertruck.com/agm-2025>

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

At this Internet address, further information on the Annual General Meeting, in particular the information pursuant to § 125 German Stock Corporation Act in conjunction with Implementing Regulation (EU) 2018/1212, and, after the Annual General Meeting, the voting results can also be retrieved.

Following the General Meeting, confirmation of the vote count pursuant to § 129 (5) German Stock Corporation Act will automatically be made available on the InvestorPortal and can be downloaded within one month of the date of the General Meeting.

9. 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.

10. Information on data protection

When you and/or your proxies register for the virtual General Meeting, issue a power of attorney for voting, 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, telephone number, number of shares, type of share ownership, and personal access data for using the InvestorPortal). This is done to enable you or your proxies 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.

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70771 Leinfelden-Echterdingen
Germany
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processes such data as the data controller under data protection law 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 lodge a complaint with a 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-2025>

or can be requested from the data controller at the contact details set out above.

Leinfelden-Echterdingen, in March 2025

Daimler Truck Holding AG

Board of Management

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