



Declaration on Corporate Governance

In this Declaration on Corporate Governance according to Sections 289f, 315d of the German Commercial Code (Handelsgesetzbuch or HGB), the Board of Management and Supervisory Board jointly report on the corporate governance for the 2023 financial year. Unless otherwise stated below, the following statements apply equally to Daimler Truck Holding AG and the Group. Pursuant to Section 317 Subsection 2 Sentence 6 of the German Commercial Code (HGB), the auditor's review of the statements pursuant to Section 289f Subsections 2 and 5 and Section 315d of the German Commercial Code (HGB) is limited to determining whether such statements have actually been provided. The Declaration on Corporate Governance is available at www.daimlertruck.com/en/company/corporate-governance/declarations-reports.

Declaration of the Board of Management and the Supervisory Board of Daimler Truck Holding AG pursuant to § 161 of the German Stock Corporation Act (Aktiengesetz) regarding the German Corporate Governance Code

Since the submission of the last declaration of compliance with the German Corporate Governance Code in December 2022, Daimler Truck Holding AG has complied with the recommendations of the Government Commission on the German Corporate Governance Code in the version of April 28, 2022 published on June 27, 2022 (hereinafter referred to as GCGC) with the following exceptions and will also continue to comply with them in future with the following exceptions:

- Recommendation B.3 GCGC states that initial appointments of board members should be for a maximum of three years. Already prior to the stock exchange listing of Daimler Truck

Holding AG in December 2021, Martin Daum was appointed as a member of the Board of Management of Daimler Truck Holding AG until February 28, 2025, Jochen Goetz until June 30, 2026, and Jürgen Hartwig until November 30, 2026, whereby Jochen Goetz has left his offices with passing away on August 5, 2023. At the time, the longer appointment period took into account, in particular, that Daimler Truck Holding AG acts as the management holding company of Daimler Truck AG and that Martin Daum, Jochen Goetz and Jürgen Hartwig have already been members of the Board of Management of Daimler Truck AG since October 1, 2019. The appointment of the other members of the Board of Management who are still in office was in accordance with the Recommendation. Recommendation B.3 of the GCGC will in future be complied with.

- According to Recommendation C.4 GCGC, a Supervisory Board member who is not a member of any management board of a listed company shall not accept more than five supervisory board mandates at non-group listed companies or comparable functions, with an appointment as chair of the supervisory board counting twice. According to Recommendation C.5 GCGC, members of the management boards of listed companies shall not accept in total more

than two supervisory board mandates at non-group listed companies or comparable functions and shall not accept the chairmanship of a supervisory board at a non-group listed company. Instead of observing the recommended total number of mandates for members of the Board of Management and the Supervisory Board as a rigid upper limit, it should be possible to consider each individual case in order to assess whether the number of mandates held, which are relevant within the meaning of the Code, appears appropriate. In this context, the individual workload to be expected as a result of the mandates accepted should be taken into account, which may vary depending on the mandate.

Leinfelden-Echterdingen, December 2023

Daimler Truck Holding AG

On behalf of the
Supervisory Board
Joe Kaeser
Chairman

On behalf of the
Board of Management
Martin Daum
Chairman



Information about remuneration

Remuneration system and remuneration report

The remuneration system applicable to the members of the Board of Management in accordance with Section 87a Subsections 1 and 2, Sentence 1 of the German Stock Corporation Act (Aktiengesetz or AktG), including the approval of the Annual General Meeting on June 21, 2023 is available at www.daimlertruck.com/en/company/corporate-governance/board-of-management/remuneration-of-the-board-of-management. The resolution passed by the Annual General Meeting on June 22, 2022 in accordance with Section 113 Subsection 3 of the German Stock Corporation Act (AktG) on the remuneration of the members of the Supervisory Board is available at www.daimlertruck.com/en/company/corporate-governance/supervisory-board/remuneration-of-the-supervisory-board. The 2023 Remuneration Report and the auditor's report pursuant to Section 162 German Stock Corporation Act (AktG) will also be made publicly available on the two aforementioned websites.

The main principles and practices of corporate governance

Corporate Governance

The designation Daimler Truck Group includes Daimler Truck Holding AG and the companies of its Group. Daimler Truck Holding AG is a stock corporation organized under German Stock Corporation law, with registered office in Stuttgart and business address at Fasanenweg 10, 70771 Leinfelden-Echterdingen. It has three governing bodies: the Board of Management, the Supervisory Board and the General Meeting. The duties of the governing bodies are essentially derived from the German Stock Corporation Act (AktG), the Articles of Incorporation of Daimler Truck Holding AG, and the Rules of Procedure.

German Corporate Governance Code

In addition to the legal requirements of the German Stock Corporation, Co-determination and Capital market law, Daimler Truck Holding AG complied and complies with the recommendations of the GCGC in the version of April 28, 2022, with the exceptions specified and explained in the Declaration of Compliance with GCGC. Daimler Truck Holding

AG also voluntarily complied and complies with the recommendations of the GCGC.

Principles guiding our conduct

Our business conduct is aligned with Groupwide standards and with our Company values that go beyond the requirements of the law and the GCGC. In order to achieve long-term and sustainable business success on this basis, our goal is to ensure that our activities are in line with the interests of environment and society. This is because we, as one of the world's leading manufacturers of commercial vehicles, also strive to bring vehicles onto the roads that have a future. We have defined the most important principles in our Daimler Truck Code of Conduct, which serves as a frame of reference for all employees of the Daimler Truck Group and supports them in making the right decisions even in difficult business situations.

Our Code of Conduct

Our Code of Conduct defines our common understanding of how to behave properly and is a central component of our corporate culture. At the heart of our Code of Conduct are our four Purpose Principles: "We start with listening", "We build to solve", "We lead with the long view" and "We progress together". In addition to the Purpose Principles, our Code of Conduct includes requirements and regulations concerning respect for and the protection of human rights and dealing with conflicts of interest; it also prohibits all forms of corruption. The Code of Conduct was revised in the 2022 financial year and published at the beginning of February 2023. The implementation was supported by a Groupwide communication campaign. The Code of Conduct applies to all companies and employees of the Daimler Truck Group worldwide. It is available at www.daimlertruck.com/en/company/compliance/daimler-truck-code-of-conduct.

Policy statement on Social Responsibility and Human Rights

We are committed to the UN Guiding Principles for Business and Human Rights and the National Action Plan for Business and Human Rights of the German Federal Government. Respect for and protection of human rights is a fundamental element of our social responsibility. We are strongly committed to this in all our companies and expect our business partners to do the same. We confirm our commitment in our Policy Statement on Social Responsibility and Human Rights. It extends our obligation to respect human rights from our Code of

Conduct and forms the basis for the assumption of social responsibility at Daimler Truck.

Expectations for our business partners

In our Daimler Truck Business Partner Standards we define our requirements for our business partners with regard to respect for and protection of human rights, good working conditions, environmental protection and compliance. We require our business partners – in particular our direct suppliers – to comply with these standards and to communicate them to their employees and their upstream value chain. We also expect our business partners to assess whether these standards are being complied with. Compliance with these standards is the most important prerequisite for successful cooperation. Detailed regulations on these standards and requirements are contained in our contractual terms and conditions. Information about what we expect of our business partners can be found at www.daimlertruck.com/en/company/compliance/compliance-of-our-business-partners.

Internal control system, risk management system, compliance management system and internal audit in the Group

The Daimler Truck Group has an internal control system, a risk management system and a compliance management system that are commensurate with the size and global presence of the Company and the scope of its business activities and that is geared towards the continuous and systematic management of entrepreneurial risks and opportunities. The Board of Management ensures that these systems also cover sustainability-related objectives and that this includes processes and systems for the recording and processing of sustainability-related data.

The risk management system is one component of the Group-wide planning, controlling and reporting process. This is to ensure that the Company management recognizes significant risks at an early stage and can initiate corrective actions in good time. The internal control system aims with regard to the accounting process to ensure the correctness and effectiveness of accounting and financial reporting. The internal control system and the risk management system have been and will continue to be successively developed with the definition of further sustainability-related objectives, particularly with regard to the legal requirements in the area of sustainability (including the EU Taxonomy, Corporate Sustainability Reporting Directive (CSRD)).



A description of the main characteristics of the internal control system and the risk management system, as well as the comment upon the appropriateness and effectiveness of these systems, can be found in the [Risk and Opportunity Report](#) of the Combined Management Report.

Our compliance management system, which is rooted in our culture of compliance, is designed to support the adherence to laws and policies by the Group and by its employees, to prevent misconduct and to systematically minimize compliance risks. The main characteristics of the compliance management system are described in chapter [Compliance](#) in the combined management report; it also contains the comment upon the appropriateness and effectiveness of these systems.

The internal audit department supports the organization in achieving its objectives by using a systematic and targeted approach to evaluate and help improve the appropriateness and effectiveness of the internal control system, the risk management system and the compliance management system as well as the management and monitoring processes. The independence of the internal audit function is assured by the fact that it is free from interference and biases in its planning and performance of its work, and has unhindered access to the necessary persons, resources and information. Internal audit itself shall be subject to an external quality audit at least every five years.

The Audit Committee of the Supervisory Board shall discuss with the Board of Management the appropriateness, effectiveness and functionality of the internal control system, the risk management system, the compliance management system and the internal audit system at least once a year. The Chairman of the Audit Committee reports to the Supervisory Board on the committee's work no later than the next meeting of the Supervisory Board. The Supervisory Board deals with the internal control system with respect to the accounting and the risk management system also on the occasion of the audit of the annual and consolidated financial statements. As described in more detail in the Rules of Procedure for the Board of Management and the Supervisory Board, between Supervisory Board meetings, the Chairman of the Supervisory Board has regular contact with the Board of Management, in particular with the Chairman of the Board of Management, to discuss not only the Group's strategy and business development but also issues relating to risk management and compliance. In addition, the

Board of Management regularly informs the Audit Committee and the Supervisory Board of the most important risks facing the Company and the Daimler Truck Group.

Accounting and external audit

The consolidated financial statements and interim financial reports are prepared in accordance with International Financial Reporting Standards (IFRS) as applicable in the European Union. The annual financial statements are prepared in accordance with the accounting rules of the German Commercial Code (HGB). In addition to the half-yearly financial report, Daimler Truck also prepares quarterly financial reports. The consolidated financial statements and annual financial statements are audited by an external auditor; interim financial reports are reviewed by external auditors. The consolidated financial statements and Group management reports are made publicly accessible at www.daimlertruck.com/en/investors/reports/financial-reports within 90 days and the interim financial reports within 45 days of the end of the respective reporting period.

Based on the recommendation of the Audit Committee, the Supervisory Board submits a proposal to the Annual General Meeting in respect of the appointment of the external auditor of the annual financial statements and consolidated financial statements and the review of the interim financial reports of Daimler Truck Holding AG. At the Annual General Meeting on June 21, 2023, KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, was appointed as auditor for the annual financial statements, the consolidated financial statements and as auditor for the review of interim financial reports for the 2023 financial year and of interim financial reports for the period up to the next Annual General Meeting in the 2024 financial year. KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, has been conducting the audit of the annual financial statements and of the consolidated financial statements of Daimler Truck Holding AG since the 2021 financial year; the responsible auditor has been Michael Mokler since the start of the audit; Marcus Rohrbach has been the responsible auditor since July 1, 2023.

Before submitting its recommendation for the election proposal to the General Meeting, the Audit Committee of the Supervisory Board obtained a declaration by the proposed auditor as to whether and, if so, which business, financial, personal or other relationships exist

between the auditor and its boards, committees and audit managers on the one hand, and the Company and the members of its boards on the other hand, that could give rise to concerns of partiality. The declaration also covers any other services provided to the Daimler Truck Group in the previous financial year or contractually agreed for the following year, and the extent of such services.

The external auditor informs without undue delay the Chairman of the Audit Committee of all possible grounds for recusal and conflicts of interest arising during the audit or review and all significant findings and incidents material to the tasks of the Supervisory Board, which come to the attention of the external auditor during the audit. The auditor also informs the Audit Committee and notes in the audit report if, during the audit, they uncover facts that lead to an inaccuracy in the Declaration of Compliance with the GCGC of the Board of Management and Supervisory Board.

Composition and working method of the Board of Management

German law on stock corporations stipulates a dual management system – with a strict separation between the Board of Management acting as the management body and the Supervisory Board as the monitoring body. Accordingly, the Board of Management is responsible for managing the Company, while the Supervisory Board monitors and advises the Board of Management in this regard. In its management of the Company, the Board of Management is bound by the interests of the Company and committed to a sustainable increase in the value of the Company, taking into account the interests of shareholders, the workforce, and other stakeholders. The Board of Management and the Supervisory Board, in their management and supervisory activities, shall also consider the risks and opportunities associated with social and environmental factors for the Company, and the ecological and social impacts of the Company's activities, and take this into account in the Company's interests.



Board of Management

In accordance with the Articles of Incorporation of Daimler Truck Holding AG, the Board of Management has at least two members. The exact number of Board of Management members is determined by the Supervisory Board. As of December 31, 2023, the Board of Management consisted of seven members: Martin Daum, Karl Deppen, Dr. Andreas Gorbach, Jürgen Hartwig, John O'Leary, Karin Rådström and Stephan Unger. Jochen Goetz passed away on August 05, 2023. Since then, Chairman of the Board of Management Martin Daum took over the responsibility for Finance and Controlling on an interim basis. With effect from April 01, 2024, Eva Scherer will join as a new member of the Board of Management and will assume responsibility for Finance and Controlling. The appointment is made for three years until March 31, 2027.

In the composition of the Board of Management, the quota requirement pursuant to Section 76 Subsection 3a of the German Stock Corporation Act (AktG) whereby at least one woman and one man must be a member of the Board of Management, is observed. The details of this are described in a separate section of this Declaration on Corporate Governance. In addition, with regard to the composition of the Board of Management, the Supervisory Board adopted a diversity concept embedded in an overall requirements profile, including an age limit. Details are also presented in a separate section of this Declaration on Corporate Governance.

Information on the members of the Board of Management and their areas of responsibility is also provided in chapter [The Board of Management](#) of the Annual Report. Information about the areas of responsibility and the curricula vitae of the Board of Management members is also available at www.daimlertruck.com/en/company/corporate-governance/board-of-management.

Notwithstanding the overall responsibility of the Board of Management, the individual members of the Board of Management are responsible for managing their areas of responsibility within the framework of the instructions approved by the entire Board of Management. Certain matters defined by the Board of Management as a whole shall nevertheless be dealt with by the Board of Management as a whole and shall require its approval. The Chairman of the Board of Management coordinates the work of the Board of Management. There were no Board of Management committees during the reporting period.

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Composition of the Board of Management

	Area of Responsibility	Year of Birth	Joined Board in	Appointed until
Martin Daum	Chairman of the Board of Management and Finance and Controlling ¹	1959	2021	2025
Karl Deppen	Truck China and regions Japan and India with brands FUSO and BharatBenz	1966	2021	2024
Dr. Andreas Gorbach	Truck Technology	1975	2021	2029
Jürgen Hartwig	Human Resources	1967	2021	2026
John O'Leary	Region North America with brands Freightliner, Western Star and Thomas Built Buses	1960	2021	2026 ²
Karin Rådström	Regions Europe and Latin America with brand Mercedes-Benz Truck	1979	2021	2029
Stephan Unger	Financial Services	1967	2021	2024

1 Interim takeover of the area of responsibility of Finance and Controlling after the death of Jochen Goetz on August 05, 2023 until the appointment of Eva Scherer effective April 01, 2024.

2 As of April 01, 2024 appointed for up to two additional years.

The Board of Management is responsible in particular for the preparation of the annual financial statements, the consolidated financial statements and the combined management report of the Company and the Group including the herein integrated Sustainability Report with the Non-Financial Statement of the Group and is also responsible for the interim financial reports. Together with the Supervisory Board, the Board of Management issues the Declaration of Compliance with the GCGC each year. It ensures that the provisions of applicable law, official regulations and the internal policies at the Company are adhered to, and works to ensure that the companies of the Group adhere to such rules and regulations (compliance). The tasks of the Board of Management also include establishing an internal control system, a risk management system and a compliance management system which are adequate and effective with regard to the extent of the business activities and the risk situation of the Company, the main characteristics of which are described in the [Risk and Opportunity Report](#) and in chapter [Compliance](#) in the Combined Management Report. This also includes the whistleblower system SpeakUp, which operates throughout the Group, giving employees and external whistleblowers worldwide the opportunity to report rule violations in a protected manner.

The Board of Management and the Supervisory Board work closely together for the benefit of the Company. The Board of Management reports regularly, promptly and comprehensively to the Supervisory

Board on the strategy of the Daimler Truck Group and its individual segments, which, in addition to the long-term economic objectives, also gives appropriate consideration to ecological and social objectives and coordinates the corporate strategy with the Supervisory Board. Furthermore, the Board of Management reports regularly to the Supervisory Board on corporate planning, which includes appropriate financial and sustainability-related objectives, profitability, business development, and the financial position of the Company, the internal control system, risk management system, as well as compliance matters. The Supervisory Board has defined the information and reporting duties of the Board of Management in greater detail. For certain types of transactions defined by the Supervisory Board, the Board of Management requires the prior approval of the Supervisory Board. The Board of Management, with the approval of the Supervisory Board, decides in particular on corporate planning.

The members of the Board of Management are committed to the Company's interests and are subject to a comprehensive non-competition clause during their tenure at the Company. This does not apply to other mandates within the Daimler Truck Group and mandates assumed at the instigation of Daimler Truck Holding AG at one of its associated companies. No member of the Board of Management may pursue personal interests in his or her decisions or exploit business opportunities to which the Company is entitled for his or her own benefit or for the benefit of third parties. Each member of the Board of



Management is required to disclose conflicts of interest immediately to the Chairman of the Supervisory Board and the Chairman of the Board of Management and to inform the other members of the Board of Management accordingly. The members of the Board of Management may only accept secondary activities, in particular mandates outside the Daimler Truck Group, to a limited degree. Taking on such mandates requires the prior consent of the Presidential and Remuneration Committee of the Supervisory Board. The Supervisory Board is responsible for deciding on whether remuneration for secondary activities should be offset against remuneration from the Company.

The Board of Management has subjected itself to Rules of Procedure, which are also available at www.daimlertruck.com/en/company/corporate-governance/board-of-management. This website also contains information on the memberships of the members of the Board of Management to be disclosed pursuant to Section 285 No. 10 of the German Commercial Code (HGB).

Diversity

Diversity, Equity & Inclusion Management is part of the corporate strategy and provides the framework for a diverse and inclusive corporate culture. Details in this regard can be found in section “Diversity as a success factor” in chapter [Our people](#) in the Combined Management Report.

The Board of Management also pays attention to diversity when filling management positions in the Company and strives to continuously increase the proportion of women in management positions. In 2021 the Board of Management of Daimler Truck Holding AG, which has almost no employees, set a target of 0% for the proportion of women at the two management levels below the Board of Management, including a deadline, and gave its reasons for doing so. The details of this are described in a separate section of this Declaration on Corporate Governance. The proportion of women in management positions at Daimler Truck worldwide was 19.8% at the end of the year 2023.

Composition and working method of the Supervisory Board and its committees

Supervisory Board

As of December 31, 2023, the Supervisory Board consisted of 20 members in accordance with the requirements of the German Co-Determination Act (Mitbestimmungsgesetz or MitbestG). The members of the Supervisory Board are elected by the shareholders at the Annual General Meeting and by the employees of the German operations of the group. The employee representative Raymond Curry, who, like the other employee representatives, was elected on November 22, 2022, resigned from office with effect as of October 15, 2023. Upon request, Shintaro Suzuki was appointed by court order of the District Court Stuttgart on October 05, 2023 as an employee representative to the Supervisory Board with effect as of October 16, 2023. The members representing the shareholders and the members representing the employees are equally required by law to act in the Company's interests.

In the context of the separation of the commercial vehicle business from the Mercedes-Benz Group in the 2021 financial year, Mercedes-Benz Group AG (formerly Daimler AG), Mercedes-Benz Verwaltungsgesellschaft für Grundbesitz mbH (formerly Daimler Verwaltungsgesellschaft für Grundbesitz mbH) and Daimler Truck Holding AG entered into a so-called deconsolidation agreement on August 6, 2021, as an annex to the spin-off and hive-down agreement, which took effect upon entry of the spin-off and hive-down in the commercial register of Mercedes-Benz Group AG as transferring legal entity on December 9, 2021. This is intended to ensure that a de-facto majority of Mercedes-Benz Group AG at the General Meeting of Daimler Truck Holding AG does not lead to a control relationship and a related full consolidation obligation of Daimler Truck Holding AG at Mercedes-Benz Group AG. To this end, the deconsolidation agreement provides, among other things, that Mercedes-Benz Group AG and Mercedes-Benz Verwaltungsgesellschaft für Grundbesitz mbH undertake not to exercise their voting rights in the election of two out of ten shareholder representatives to the Supervisory Board of Daimler Truck Holding AG at the General Meeting of Daimler Truck Holding AG. Furthermore, the agreement provides that Mercedes-Benz Group AG and Mercedes-Benz Verwaltungsgesellschaft für Grundbesitz mbH shall not exercise their voting

rights in the event of an early election or re-election of individual shareholder representatives or in the event of the election of substitute members, insofar as a resolution is adopted on the appointment or reappointment or replacement of a Supervisory Board member in whose original election they did not exercise their voting rights. This also applies to resolutions on the dismissal of Supervisory Board members, insofar as they did not exercise their voting rights in the election of the relevant Supervisory Board members on the basis of the deconsolidation agreement. With regard to the election of the eight shareholder representatives for which Mercedes-Benz Group AG and the Mercedes-Benz Verwaltungsgesellschaft für Grundbesitz mbH are entitled to exercise their voting rights under the deconsolidation agreement, the latter provides that Mercedes-Benz Group AG and Mercedes-Benz Verwaltungsgesellschaft für Grundbesitz mbH shall submit corresponding proposals to the Supervisory Board of the Company in goodtime prior to the adoption of the resolution on its election proposals. The deconsolidation agreement entered into force upon the spin-off taking effect and has an initial term until the end of the fifth Annual General Meeting of Daimler Truck Holding AG following the Annual General Meeting of Truck Holding AG in 2022, and it will be extended if it is not duly terminated by either party. Subject to any approvals under merger and investment control legislation, the agreement will come to an end in accordance with Section 158 Subsection 2 of the German Civil Code (Bürgerliches Gesetzbuch or BGB) (condition subsequent) if the (in)direct share ownership of Mercedes-Benz Group AG in Daimler Truck Holding AG falls below 20.00% of the shares.

In the reporting year, the General Meeting did not have to resolve on the election of shareholder representatives to the Supervisory Board, thus - unlike in 2022 - no nominations were submitted by Mercedes-Benz Group AG and Mercedes-Benz Verwaltungsgesellschaft für Grundbesitz mbH. In 2022, nominations for eight shareholder representatives were submitted which the Supervisory Board adopted and proposed to the General Meeting for election to the Supervisory Board alongside two further candidates.

The curricula vitae of the individual members of the Supervisory Board and information on their other memberships that must be disclosed in accordance with Section 285 No. 10 of the German Commercial Code (HGB) can be found at www.daimlertruck.com/en/company/corporate-governance/supervisory-board.



The Supervisory Board is composed so that its members as a whole are knowledgeable about the business sector in which the Company operates and also have the knowledge, skills and professional experience that are required for the proper performance of their tasks. Pursuant to Section 96 Subsection 2 of the German Stock Corporation Act (AktG), the Supervisory Board must comprise at least 30% women and at least 30% men. In addition, the Supervisory Board has drawn up an overall requirements profile for its own composition, which includes a competence profile and a diversity concept for the Supervisory Board as a whole, including an age limit. In accordance with the recommendation of the GCGC, the Supervisory Board discloses the implementation status in the form of a qualification matrix. The details of this are described in a separate section of this Declaration on Corporate Governance. Proposals by the Supervisory Board for the election of shareholder representatives by the General Meeting, for which the Nomination Committee submits recommendations, seek to satisfy the overall requirements profile of the Supervisory Board as a whole.

The members of the Supervisory Board assume responsibility for the training and further education measures required for the performance of their tasks, such as on matters of corporate governance or changes to legal frameworks, new products and future technologies, as well as sustainability issues, and are supported by the Company in doing so. In the context of an onboarding program and in-house workshops, new members of the Supervisory Board also had the opportunity in the reporting year to engage with members of the Board of Management and, if required, with other executives on current topics relating to the relevant areas of responsibility of the Board of Management, business operations and the strategy of the Company, thus gaining an overview of the relevant issues affecting the Group. The Company asks the members of the Supervisory Board about their interest in training and further education topics and plans appropriate training measures. In 2023, this also increasingly included information events on sustainability issues. The Supervisory Board also dealt with technical, social and environmental topics in several learning sessions. These training measures in particular involved an intensive exchange with internal and external experts.

The Supervisory Board monitors and advises the Board of Management in its management of the business. At regular intervals, the Board of Management reports to the Supervisory Board on the

strategy of the Daimler Truck Group and its individual segments, the corporate planning, the revenue development, the profitability, the business development and the financial position of the Group, as well as the internal control system, risk management system and compliance matters. The Supervisory Board has retained the right of approval for transactions of fundamental importance. Furthermore, in the Rules of Procedure for the Board of Management and in the Rules of Procedure for the Supervisory Board, the Supervisory Board has specified the information and reporting duties of the Board of Management vis-à-vis the Supervisory Board, the Audit Committee and – between the meetings of the Supervisory Board – vis-à-vis the Chairman of the Supervisory Board.

The Supervisory Board monitors and advises the Board of Management in its management of the business in particular also with regard to sustainability issues. To this end, it regularly deals with sustainability aspects of the corporate strategy which, in addition to the long-term economic objectives, also takes appropriate account of environmental and social objectives, corporate planning which includes appropriate financial and sustainability-related objectives, the remuneration of the Board of Management and sustainability reporting.

The duties of the Supervisory Board include appointing and, if necessary, dismissing members of the Board of Management. Initial appointments of members of the Board of Management shall apply for a maximum of three years. Reappointment prior to the end of one year before the end of the appointment period with simultaneous cancellation of the current appointment should only take place in the event of special circumstances. The Supervisory Board observes the legal requirements for the equal participation of women and men in the composition of the Board of Management, according to which companies subject to Section 76 Subsection 3a of the German Stock Corporation Act (AktG) must have at least one woman and one man on the Board of Management. In addition, the Supervisory Board has adopted a diversity concept embedded in an overall requirements profile with regard to the composition of the Board of Management. Details are summarized in a separate section of this Declaration on Corporate Governance.

The Supervisory Board also determines the system of remuneration of the Board of Management, reviews it regularly, and on this basis

determines the total individual remuneration of the individual members of the Board of Management. On June 21, 2023, by a majority of 96.62% of votes cast the General Meeting last approved the remuneration system for the members of the Board of Management. Information on this is available at www.daimlertruck.com/en/company/corporate-governance/board-of-management/remuneration-of-the-board-of-management. On June 22, 2022, the General Meeting approved the Supervisory Board's remuneration system by a majority of 99.84% of votes cast. Information on this is available at www.daimlertruck.com/en/company/corporate-governance/supervisory-board/remuneration-of-the-supervisory-board. The 2023 Remuneration Report which will be submitted to the 2024 Annual General Meeting for approval, together with the auditor's note in accordance with Section 162 of the German Stock Corporation Act (AktG), will be made publicly available also on the two aforementioned websites.

Furthermore, the Supervisory Board reviews the annual financial statements, the consolidated financial statements and the combined management report of the Company and the Group including the herein integrated Sustainability Report with the Non-Financial Statement of the Group, as well as the proposal concerning the appropriation of distributable profits. Following discussions with the external auditors and taking into consideration the audit reports of the external auditors and the results of the review by the Audit Committee, the Supervisory Board states whether, after the final results of its own review, any objections are to be raised. If this is not the case, the Supervisory Board approves the financial statements and the combined management report; the financial statements are deemed to have been adopted with the approval of the Supervisory Board. The Supervisory Board reports to the General Meeting on the results of its own review and on the manner and scope of its supervision of the Board of Management during the previous financial year. The [Report of the Supervisory Board](#) on the 2023 financial year is available in this Annual Report and at www.daimlertruck.com/en/company/corporate-governance/supervisory-board.

The Supervisory Board has adopted Rules of Procedure that regulate not only its duties and responsibilities, but above all the convening and preparation of its meetings and the procedures for passing resolutions. These Rules of Procedure also contain provisions on how to avoid conflicts of interest. Every member of the Supervisory Board



must disclose conflicts of interest without delay to the Chairman of the Supervisory Board. To the extent that conflicts of interest arise, information on these conflicts and on how they are dealt with is provided in the [🔗 Report of the Supervisory Board](#). The Rules of Procedure of the Supervisory Board are available at www.daimlertruck.com/en/company/corporate-governance/supervisory-board.

Separate meetings of shareholder representatives and of employee representatives are held regularly in preparation for the Supervisory Board meetings. Moreover, executive sessions are scheduled on a regular basis to enable individual topics to be discussed also in the absence of the Board of Management. Furthermore, the Board of Management shall not participate in the meetings of the Supervisory Board and the Audit Committee if the auditor is called upon to attend meetings as an expert, unless the Supervisory Board or the Audit Committee deems the participation of the Board of Management necessary.

The Supervisory Board regularly assesses, either internally or with the assistance of external advisors, how effectively the Supervisory Board as a whole and its Committees perform their duties (self-assessment). In order to be able to evaluate a sufficiently long time period, the first self-assessment was carried out in the 2023 financial year - given that the co-determined Supervisory Board of Daimler Truck Holding AG was constituted and commenced its work only in June 2022. The self-assessment was carried out with the support of an external advisor and addressed the work of the Supervisory Board as a whole, the Audit Committee and the Presidential and Remuneration Committee. As part of a comprehensive approach, Supervisory Board and Board of Management members were asked about the efficiency of the Supervisory Board and its Committees using activity-based questionnaires and in individual interviews. In addition, a meeting was observed. The results of the self-assessment were presented and discussed at a meeting of the Presidential and Remuneration Committee and in a meeting of the Supervisory Board. Further information can be found in the [🔗 Report of the Supervisory Board](#). The next self-assessment is currently planned for the 2025 financial year.

As of December 31, 2023, in addition to the Mediation Committee whose establishment is required by law, there were three other committees of the Supervisory Board. These committees perform the tasks assigned to them on behalf of and in the name of the full

Supervisory Board, where permitted by law. The respective committee chairpersons report to the full Supervisory Board on the committees' work at the latest at the next Supervisory Board meeting following each committee meeting. The Supervisory Board has adopted Rules of Procedure for each of its committees. They are available at www.daimlertruck.com/en/company/corporate-governance/supervisory-board.

The [🔗 Report of the Supervisory Board](#) also states how many meetings of the Supervisory Board and of the committees were held in person or as video or telephone conferences, and how many meetings of the Supervisory Board and the committees the individual members attended in each case.

Committees of the Supervisory Board

An overview of the composition of the committees as of December 31, 2023 can be found in the [🔗 Report of the Supervisory Board](#). In addition, information on the current composition of the committees can be found at www.daimlertruck.com/en/company/corporate-governance/supervisory-board.

Presidential and Remuneration Committee

The Presidential and Remuneration Committee prepares recommendations for the Supervisory Board in respect of the appointment of new or existing members of the Board of Management, taking into account the overall requirements profile with the diversity concept, including the requirements on the quota of women on the Board of Management which has been defined by the Supervisory Board. The Presidential and Remuneration Committee also submits proposals to the Supervisory Board on the concept of the remuneration system for the Board of Management and the appropriate level for the total individual remuneration of its members. It is responsible for the Board of Management members' contractual affairs. It decides on granting approval for secondary activities of the members of the Board of Management, and once a year submits to the Supervisory Board for a complete list of the secondary activities of each member of the Board of Management for its consideration. In addition, the Presidential and Remuneration Committee consults and takes decisions on matters of corporate governance, on which it also makes recommendations to the Supervisory Board. It supports and advises the Chairman of the Supervisory Board

and his Deputy and prepares the meetings of the Supervisory Board within the limits of its responsibilities.

As of December 31, 2023, the members of the Presidential and Remuneration Committee were Chairman of the Supervisory Board Joe Kaeser (also Chairman of the Presidential and Remuneration Committee, which in the view of shareholder representatives, is independent within the meaning of the GCGC), Deputy Chairman of the Supervisory Board Michael Brecht and two other members elected by the Supervisory Board. In the reporting period, these were Marie Wieck and Roman Zitzelsberger.

Nomination Committee

The Nomination Committee is tasked with making recommendations to the Supervisory Board for proposals to the General Meeting on the election of shareholder representatives to the Supervisory Board, on which the Supervisory Board then passes a final resolution. In doing so, the Nomination Committee considers and seeks to satisfy the overall requirements profile adopted by the Supervisory Board for the entire board. Furthermore, it also takes into account, without being bound by them, the election proposals that Mercedes-Benz Group AG and Mercedes-Benz Verwaltungsgesellschaft für Grundbesitz mbH submit to the Supervisory Board on the basis of the deconsolidation agreement concluded with the Company.

The duties of the Nomination Committee also include regularly reviewing which mandates expire at which time and whether the respective mandate holders are eligible and willing to serve for a further term of office, taking into account the criteria described above. In its search for new members, the Nomination Committee can also avail itself of independent external human resources consulting services.

The Nomination Committee comprises the Chairman of the Supervisory Board and two other members, who are elected by the shareholder representatives by majority of votes cast. As of December 31, 2023, the members of the Nomination Committee were: Joe Kaeser (Chairman of the Nomination Committee), Renata Jungo Brüngger and Marie Wieck. In total, two of the three members are independent within the meaning of the GCGC. The Nomination Committee is the only committee of the Supervisory Board which - in accordance with the recommendation of the GCGC - is composed exclusively of shareholder representatives.



Audit Committee

The Audit Committee is composed of six members, who are elected by a majority of the votes cast by the members of the Supervisory Board. As of December 31, 2023, these were shareholder representatives Michael Brosnan (Chairman of the Audit Committee), Akihiro Eto, Harald Wilhelm and employee representatives Michael Brecht (Vice Chairman of the Audit Committee), Jörg Köhlinger and Thomas Zwick.

The members of the Audit Committee are composed so that its members as a whole are knowledgeable about the business sector in which the Company operates. The Chairman of the Audit Committee, Michael Brosnan, has worked for many years in auditing and occupied senior positions in the finance function of various companies. He therefore has specialist knowledge and experience in the auditing of financial statements as well as in the application of accounting principles and internal control and risk management systems. Expertise also includes sustainability reporting or its audit and assurance. In the opinion of the shareholder representatives, he is independent within the meaning of the GCGC. Irrespective of the expertise based on many years of practical experience, for example in similar committees, that the majority of Audit Committee members can demonstrate, in addition to Michael Brosnan, Harald Wilhelm, currently Chief Financial Officer of Mercedes-Benz Group AG, has in particular special knowledge and experience in the application of accounting principles and internal control and risk management systems, including sustainability reporting.

The Audit Committee is responsible for monitoring the accounting and the accounting process as well as the sustainability reporting, and for the audit of the financial statements. It discusses with the Board of Management the appropriateness, effectiveness and functionality of the internal control system and the risk management system, the compliance management system and the internal audit system at least once a year. Each member of the Audit Committee may obtain via the committee chairperson information directly from the heads of the central divisions of the Company who are responsible within the Company for the tasks that the Audit Committee performs in accordance with its Rules of Procedure. The chairman of the committee must communicate the information it receives to all members of the Audit Committee. If such information is obtained, the Board of Management must be informed without undue delay.

The Audit Committee regularly receives reports on the work of the internal audit department and the Compliance organization as well as on pending litigation. At least once every quarter, the Audit Committee receives a report from the whistleblower system SpeakUp on any suspected breaches of regulations - based on a catalog of breaches of regulations - and is informed regularly about how these suspected breaches are dealt with.

Based on the auditor's report, the Audit Committee examines the annual financial statements and the consolidated financial statements as well as the combined management reports of the Company and the Group, and discusses these with the auditor, with the Non-Financial Statement of the Group being audited by the auditor in a separate audit with limited assurance. The Audit Committee makes a proposal to the Supervisory Board on the adoption of the annual financial statements of Daimler Truck Holding AG, on the approval of the consolidated financial statements, and on the appropriation of distributable profit. The responsibilities of the Audit Committee also include discussions on the interim financial reports with the Board of Management prior to their publication. The Audit Committee discusses the audit risk assessment, the audit strategy and audit planning as well as the audit results with the external auditor. In addition, the Chairman of the Audit Committee regularly discusses the progress of the audit with the external auditor, even outside of meetings, and reports its findings to the Committee. The Audit Committee regularly consults with the external auditor, in absence of the Board of Management.

The Audit Committee also deals with the quality of the audit of the financial statements and makes recommendations on the Supervisory Board's proposal for the election of external auditors, assesses the auditors' suitability, qualifications and independence and, following their appointment by the General Meeting, engages them to audit the consolidated financial statements and the annual financial statements and to review the interim financial reports. Hereby, it agrees on the fees and determines the audit focus areas. The external auditor reports to the Audit Committee on all accounting matters that might be regarded as critical and on any material accounting-related weaknesses of the internal control system with respect to the accounting process and the risk management system that might be identified during the audit.

The Audit Committee's responsibilities also include the prior approval of permissible services provided by the auditors or their affiliated companies to Daimler Truck Holding AG or its Group companies that are not directly connected with the audit of the financial statements (non-audit services).

Transactions between the Company and related parties within the meaning of Sections 111a et seq. of the German Stock Corporation Act (AktG) require the prior consent of the Audit Committee, unless there are grounds for a reservation of consent by the entire Supervisory Board or one of its committees under the law or according to the Supervisory Board. The Audit Committee is also responsible for regularly evaluating the internal procedure pursuant to Section 111a Subsection 2 of the German Stock Corporation Act (AktG) for transactions made in the ordinary course of business and within arm's length conditions.

Mediation Committee

The Mediation Committee consists of the Chairman of the Supervisory Board Joe Kaeser, his Deputy Michael Brecht and two members elected respectively by employee representatives and shareholder representatives to the Supervisory Board by a majority of votes cast. As of December 31, 2023, these were Marie Wieck for the shareholder representatives and Roman Zitzelsberger for the employee representatives. The Committee is formed solely to perform the function laid down in Section 31 Subsection 3 of the German Co-Determination Act (MitbestG). The Mediation Committee had no reason to be active in the 2023 financial year.

Participation of women and men in management positions

The composition of the Board of Management reflects the participation requirement of Section 76 Subsection 3a of the German Stock Corporation Act (AktG), introduced by the Act to Supplement and Amend the Regulations for the Equal Participation of Women and Men in Management Positions in the Private and Public Sectors (Second Management Positions Act or FÜPoG II), according to which at least one woman and one man must be a member of the board of



management of companies subject to this provision. As of December 31, 2023, the Board of Management has one woman, Karin Rådström, among its seven members.

The Board of Management of a listed or co-determined company must in turn set targets for the proportion of women at the two management levels below the Board of Management. If the proportion of women is below 30% at the date when the Board of Management determines the targets, the targets may no longer fall below the proportion already achieved. At the same time as the targets are set, deadlines for their achievement must be determined, which may not exceed five years.

By resolution of December 10, 2021, the Board of Management of Daimler Truck Holding AG has set a target proportion of women of 0% for the first and second management levels below the Board of Management and a deadline of December 31, 2025. The Board of Management was of the opinion that it was not reasonable to set a target for the proportion of women because the structure of the particular company needs to be taken into account when determining this target figure. Daimler Truck Holding AG is structured as a management holding company with the Board of Management and which provides management services in the Group. Below the level of the Board of Management, the Company – apart from a few employees with dual employment contracts – has no employees of its own. In the reporting period, Daimler Truck Holding AG had a total of less than five employees below the Board of Management, all of whom had a dual employment contract with Daimler Truck AG. According to current planning, no personnel increase is envisaged for Daimler Truck Holding AG. The Second Management Positions Act (FüPoG II) assumes a larger number of employees and therefore also a larger number of management positions to be filled. For this reason, setting the target figure of 0% appears justified as an exception. Furthermore, setting the target of 0% does not constitute a violation of the deterioration requirement.

Since the listed Daimler Truck Holding AG is based on the provisions of the German Co-Determination Act (MitbestG), the Supervisory Board must comprise of at least 30% women and 30% men in accordance with Section 96 Subsection 2 of the German Stock Corporation Act (AktG). The quota is to be fulfilled by the Supervisory Board as a whole. If shareholder representatives or employee representatives

object to the overall fulfillment to the Chairman of the Supervisory Board prior to the election, the minimum proportion for this election must be met separately by the shareholder representatives and the employee representatives. Since there was no objection to the overall fulfillment, the gender quota, in its entirety, had to be observed in the elections of the shareholder representatives and in the elections of the employee representatives of the Supervisory Board in 2022.

As of December 31, 2023, three women were represented on the shareholder side on the Supervisory Board with Renata Jungo Brünnger, Laura Ipsen and Marie Wieck and with Carmen Klitzsch-Müller, Andrea Reith and Andrea Seidel on the employee side. The Supervisory Board was therefore made up of 30% women and 70% men. The statutory gender quota of Section 96 Subsection 2 of the German Stock Corporation Act (AktG) has thus been met.

In addition to Daimler Truck Holding AG itself, other companies of the Group such as Daimler Truck AG are subject to co-determination. These have set their own target figures for the proportion of women on their respective supervisory boards, boards of management, and at the two management levels below the below the Board of Management, as well as a deadline for achieving these targets, and have published them in accordance with legal requirements.

Overall requirements profiles for the composition of the Board of Management and the Supervisory Board

The composition of the Board of Management and Supervisory Board is based on diversity concepts with regard to aspects such as educational and professional background, gender and age. The Supervisory Board has combined these diversity concepts with consideration of legal requirements and other demands on the expertise of the members of these boards, in the overall requirements profiles for the composition of the Board of Management and Supervisory Board described below. The overall requirements profiles are reviewed each year and also serve as the basis for long-term succession planning.

Board of Management

The aim of the overall requirements profile for the Board of Management is to ensure that the composition of a board of management is as diverse and complementary as possible. The Board of Management as a whole should possess the knowledge, skills and experience required for the proper execution of its tasks and be composed of members whose varied personal backgrounds and experience ensure that the Board of Management as a whole also embodies the desired management philosophy. The decisive factor in staffing of a specific Board of Management position shall always be governed by the Company's interests in consideration of all circumstances in each individual case.

The requirements profile for the Board of Management, which was amended in November 2022 and was applicable in the entire reporting period as well as the implementation status, as determined by the Supervisory Board in December 2023, are described below:

- **Educational and professional backgrounds:** The members of the Board of Management shall have different educational and professional backgrounds, whereby at least two members should have a technical background. As of December 31, 2023, the Board of Management comprised two degreed engineers: Dr. Andreas Gorbach and Karin Rådström.

In addition, at least three members of the Board of Management should also have **expertise on sustainability issues relevant to the Company** from the areas of Environment, Social and Governance (sustainability areas), whereby each sustainability area should be covered by at least one member of the Board of Management. Expertise is the special knowledge and experience acquired in the course of vocational education or training or in-depth knowledge and experience gained through further professional or other activities. Expertise in a sustainability area within the meaning of the requirements profile is met if the relevant person has knowledge or experience in at least two of the following focus topics within each sustainability area:



1. Environment:

- Zero-emission products
 - CO₂-neutral production
 - Supply chains
- (respectively also with regard to resource consumption).

2. Social:

- Traffic safety
- Creating the conditions to be a good employer (in particular with regard to diversity, equal opportunities & inclusion, health, wellbeing & occupational safety, continuing education)
- Social responsibility (in particular respect for human rights in the Company and the supply chain).

3. Governance:

- Responsible governance
- Compliance & ESG-risk management
- Transparent reporting.

The Board of Management meets regularly, at least twice a year, as the Corporate Sustainability Board to discuss sustainability issues relevant to the Company. Members of the Board of Management also direct their attention to the focus topics of the sustainability areas outside of the meetings, in particular where such topics relate to their particular area of responsibility. All seven members of the Board of Management have special expertise in sustainability issues relevant to the Company. As of December 31, 2023 the sustainability areas they cover are: With Martin Daum, Dr. Andreas Gorbach, John O'Leary, Karl Deppen and Karin Rådström five members of the Board of Management have expertise in the **Environment** sustainability area. With Jürgen Hartwig one member of the Board of Management has expertise in the **Social** sustainability area. All members of the Board of Management have special expertise in the **Governance** sustainability area.

- **Gender Quota:** According to Section 76 Subsection 3a of the German Stock Corporation Act (AktG), in companies subject to this regulation at least one woman and one man must be a member of the Board of Management. As of December 31, 2023, the Board of Management had one woman, Karin Rådström, and six men among its seven members.

- **General Age Limit:** For the last possible age-related appointment or reappointment of a member of the Board of Management, the age of 62 relative to the starting date of the (new) term of office is used as benchmark, which should not yet have been reached at the time of the beginning of a (new) term of office. When it set this age limit, the Supervisory Board deliberately decided in favor of a flexible benchmark allowing the required leeway for an appropriate decision in individual cases. As of December 31, 2023, five of the seven members of the Board of Management were younger than the general age limit. Martin Daum was also younger than the general age limit at the beginning of his current term of office. John O'Leary, due to his outstanding experience and knowledge of the company, was reappointed to the Board of Management in the reporting year with effect from April 01, 2024, despite exceeding the general age limit.

- **Generation Mix:** In addition, an appropriate generation mix among the members of the Board of Management is to be ensured, whereby, at least three members of the Board of Management should be 57 years or younger at the beginning of the relevant term of office. As of December 31, 2023 six of the seven members of the Board of Management in office were 57 years old or younger at the beginning of their current term of office.

- **Internationality:** Decisions related to the composition of the Board of Management should also take into account internationality in the sense of different cultural backgrounds or international experience gained through multi-year assignments abroad, whereby, at least one member of the Board of Management shall be of international origin. Irrespective of the many years of international experience a majority of members of the Board of Management have gained, this target was already met as of December 31, 2023 due to the international background of John O'Leary and Karin Rådström.

- **Maximum Number of Mandates:** Generally, and subject to the disclosure of an exception in the Declaration of Compliance with the GCGC pursuant to Section 161 of the German Stock Corporation Act (AktG), members of the Board of Management of listed companies shall not hold more than two supervisory board mandates in listed companies or comparable functions, nor shall they hold the chair of the supervisory board in a non-group listed company. For the purposes of calculating the maximum number of mandates in

accordance with the overall requirements profile, supervisory board memberships mandates in joint ventures that fall within the areas of responsibility of a member of the Board of Management are not considered as comparable functions. With regard to Karin Rådström, her mandate at Commercial Vehicle Charging Europe B.V. is a mandate in a joint venture that falls in her area of responsibility and which therefore does not count as a comparable function for the purposes of calculating the maximum number of mandates according to the overall requirements profile. This also applies to John O'Leary's mandates at Torc Robotics, Inc. and Greenlane Infrastructure, LLC, therefore John O'Leary will not exceed the maximum number of mandates according to the overall requirements profile even with the assumption of a further supervisory board mandate as of January 01, 2024. The requirements for the maximum number of mandates in accordance with the overall requirements profile were fulfilled as of December 31, 2023. Notwithstanding this, in the Declaration of Compliance a deviation to Recommendation C.5 of the GCGC was specified and explained.

The aspects described above are to be taken into consideration when staffing a specific Board of Management position. On the basis of a target profile that takes specific qualification requirements and the aforementioned criteria into account, the Presidential and Remuneration Committee then draws up a shortlist of available candidates with whom it conducts interviews. It then submits a recommendation to the Supervisory Board for its approval and gives the reasoning behind this recommendation. Decisions regarding appointments to the Board of Management are always governed by the Company's interests in consideration of all circumstances in each individual case. In the Supervisory Board's view, fundamental personal criteria that make a person suitable for a Board of Management position include, in particular, the individual's personality, integrity, convincing leadership qualities, expertise for the segment he or she will head, previous achievements, knowledge of the Company, and the ability to adapt business models and processes in a changing world. The Supervisory Board took the aspects described above into consideration when appointing the new member of the Board of Management for Finance and Controlling. The Supervisory Board has concluded that the requirements profile continues to be met, also including the appointment of Eva Scherer as new member of the Board of Management with effect from April 01, 2024.



Together with the Board of Management, the Supervisory Board also ensures a long-term succession planning for the Board of Management, for which it takes the overall requirements profile and the individual circumstances into account. In this process, it is to discuss the duration of the contracts of current Board of Management members, the possibility of extending them, and potential successors. The duties of the Presidential and Remuneration Committee of the Supervisory Board also include holding discussions about the Group's talented and exceptional executives at regular intervals. Executives at the management level below the Board of Management and persons of especially high potential are to be evaluated on the basis of an analysis of potential and the criteria of the overall requirements profile, and the next development steps are then to be discussed and defined together with the Board of Management. The succession planning process also includes a regular report from the Board of Management regarding the proportion and development of female executives. The Board of Management has the task of recommending a sufficient number of suitable candidates to the Supervisory Board. Daimler Truck Holding AG aims to primarily fill Board of Management positions with executives that have risen within the Group. Nonetheless, potential external candidates may also be evaluated and included in the selection process on a case-by-case basis, if necessary with the support of external human resources consulting services.

Supervisory Board

The Supervisory Board is to be composed so that its members as a whole are knowledgeable about the business sector in which the Company operates. The aim of the overall requirements profile for the Supervisory Board as a whole is also to ensure that the composition of the Supervisory Board is as diverse and mutually complementary as possible. The Supervisory Board as a whole must understand the Company's business model and also possess the knowledge, skills and experience needed to properly execute its task of supervising and advising the Board of Management. Overall, the members of the Supervisory Board should complement each other in terms of their expertise and professional experience in such a way that the entire Supervisory Board can draw on the broadest possible range of experience and different specialist knowledge. The Supervisory Board also views the diversity of its members in terms of age, gender, internationality and other personal attributes as an important foundation for effective collaboration. Resolutions of the Supervisory Board regarding

proposals for candidates for election to the General Meeting shall always be governed by the Company's interests in consideration of all circumstances in each individual case.

The Supervisory Board fulfilled the overall requirements profile adopted in November 2022 in its composition until October 15, 2023 and in its current composition, following the resignation of Supervisory Board member Raymond Curry and the judicial appointment of Shintaro Suzuki with effect from October 16, 2023. In the interest of greater clarity, the Supervisory Board amended and restructured its requirements profile. The requirements profile of the Supervisory Board, as amended in December 2023, and the status of implementation determined by the Supervisory Board in December 2023 are described below. The implementation status is also presented at the end of this Declaration on Corporate Governance in the form of a qualification matrix. [↗ C.02](#) [↗ C.03](#)

– Diversity

– **Gender Quota:** By law, at least 30% of the members of the Supervisory Board must be women and at least 30% must be men. As of December 31, 2023 three women are represented on both the shareholder and employee representative sides. Thus, women are represented respectively at 30% both for the Supervisory Board in its entirety and on each side. Therefore, the gender ratio on the Supervisory Board complies with the legal requirements.

– **General Age Limit:** Members who are proposed for election to the Supervisory Board for a full term of office should generally not be older than 72 years of age at the time of being elected. In specifying this general age limit, the Supervisory Board has intentionally refrained from stipulating a strict upper age limit and instead decided in favor of a flexible age limit that provides the necessary leeway for an appropriate assessment of the circumstances in individual cases, keeps the group of potential Supervisory Board candidates sufficiently broad and allows for reelection. No member of the Supervisory Board in office on December 31, 2023 was older than the general age limit at the time of their election.

– **Generation Mix:** An appropriate generation mix among the members of the Supervisory Board is to be ensured. At least eight members of the Supervisory Board should be no more than 62 years old at the date of their election or reelection. Of the Supervisory Board members in office as of December 31, 2023, 17 members were aged 62 or younger at the time of their election or judicial appointment for the current term of office.

– **Internationality:** In order to ensure appropriate internationality, for example, through many years of international experience, the Supervisory Board has set a target of at least 30% of international shareholder representatives and a resulting quota of 15% relative to the full Supervisory Board. Notwithstanding the many years of international experience of a large majority of the shareholder representatives, this target was already significantly exceeded by December 31, 2023 due to the international background of Michael Brosnan, Akihiro Eto, Jacques Esculier, Renata Jungo Brünger, John Krafcik, Laura Ipsen, Martin H. Richenhagen and Marie Wieck on the shareholder side, with 80%, and with Shintaro Suzuki and Andrea Seidel on the employee side, resulting in 50% for the Supervisory Board as a whole.

– Personal Suitability

– **Independence:** According to the recommendations of the GCGC on the independence of the members of the Supervisory Board, the Supervisory Board is to include what it considers to be an appropriate number of independent members on the shareholder side – also considering the shareholder structure. A member is to be considered independent in this sense if they are independent of the Company and its Board of Management, and of any controlling shareholder. There is no controlling shareholder in this sense at the Company; against the background of the deconsolidation agreement concluded with Mercedes-Benz Group AG, in particular Mercedes-Benz Group AG is not to be regarded as a controlling shareholder.

The GCGC recommends that more than half of the shareholder representatives are to be independent of the Company and its Board of Management – and that these members must always include the Chairman of the Supervisory Board, the Chairman of the Audit Committee and the Chairman of the committee that



deals with the remuneration of the Board of Management. Within the meaning of this recommendation, a Supervisory Board member is to be considered independent, if they have no personal or business relationship with the Company or its Board of Management that may cause a substantial and not merely temporary conflict of interest.

It is up to the shareholder representatives of the Supervisory Board to assess the independence of its members. Four indicators of a possible lack of independence are to be considered (membership of the Board of Management within a period of two years prior to the appointment as member of the Supervisory Board; a material business relationship with the Company or an entity dependent on it, e.g., as a customer, supplier, creditor or advisor; a close family relationship with a member of the Board of Management; membership of the Supervisory Board for more than twelve years – all criteria apply both to Supervisory Board members themselves and to their close family members). The shareholder representative side is expressly granted the right to consider a Supervisory Board member independent if one or even multiple indicators are met, although this assessment is to be explained in the Declaration on Corporate Governance.

The Supervisory Board has concluded that – with the exception of Renata Jungo Brüngger and Harald Wilhelm – all shareholder representatives in office as of December 31, 2023 are independent of Daimler Truck Holding AG and its Board of Management, including, in particular, the Chairman of the Supervisory Board, who is also Chairman of the Presidential and Remuneration Committee, and the Chairman of the Audit Committee.

Other than the two exceptions mentioned, when taking into account the indicators of the GCGC, none of the shareholder representatives has a personal or commercial relationship with Daimler Truck Holding AG or its Board of Management that could give rise to a material conflict of interest that is not merely temporary in nature. With regard to Renata Jungo Brüngger and Harald Wilhelm, it should be noted that both, as serving members of the Board of Management of Mercedes-Benz Group AG (i.e., in a responsible function of a company outside the Group), maintain a significant business relationship with the Company or a

company dependent on it due to the extensive contractual inter-relationships that exist between the two groups also since the spin-off became effective in December 2021. Against this background, neither is currently considered to be independent of the Company within the meaning of Recommendation C.7 GCGC.

As a result – with the exception of Renata Jungo Brüngger and Harald Wilhelm – all shareholder representatives of the Supervisory Board (thus 80%) were deemed to be independent, namely Joe Kaeser, Michael Brosnan, Jacques Esculier, Akihiro Eto, Laura Ipsen, John Krafcik, Martin H. Richenhagen and Marie Wieck. An assessment of the independence of the employee representatives of the Supervisory Board was not conducted, as only the independence of the shareholder representatives is to be assessed in accordance with the recommendations of the GCGC.

- **Time Effort:** Each candidate for membership of the Supervisory Board and each member of the Supervisory Board must be able to devote the expected amount of time required and be willing and able to commit to engage with the content and participate in the necessary training and continuing education. Prior to each nomination, the Supervisory Board ensures that the candidates in question can devote the time required for the office.
- **General maximum Number of Mandates:** As a general rule and subject to the disclosure of an exception in the Declaration of Compliance with the GCGC pursuant to Section 161 of the German Stock Corporation Act (AktG), a Supervisory Board member who is also a member of the board of management of a listed company shall not hold more than two supervisory board mandates in non-group listed companies or comparable functions (including their membership of the Supervisory Board of Daimler Truck Holding AG) and shall not chair the Supervisory Board of non-group listed companies. As a general rule and subject to the disclosure of an exception in the Declaration of Compliance with the GCGC pursuant to Section 161 of the German Stock Corporation Act (AktG), Supervisory Board members who are not also members of the board of management of a listed company shall not accept more than five supervisory board mandates of non-group listed companies or perform comparable functions (again including their Supervisory Board mandate of Daimler Truck

Holding AG), with the chair of one supervisory board being counted twice. Dual mandates of Supervisory Board members in other supervisory bodies of the same group are to be disregarded for the purposes of the calculation of the maximum number of mandates in accordance with the overall requirements profile. Due to having dual mandates within the same group, Renata Jungo Brüngger, Joe Kaeser, Harald Wilhelm, and Jörg Köhlinger therefore do not exceed the maximum number of mandates set out in the overall requirements profile. As of December 31, 2023, only Martin H. Richenhagen exceeded the maximum number of positions set out in the requirements profile. Nevertheless, the Supervisory Board is of the opinion that the overall requirements profile is met overall – since in the view of the Supervisory Board – there is no doubt that Martin H. Richenhagen was and is able to exercise all mandates appropriately, in particular as his many years of experience allow him to devote the appropriate amount of time. Changes in the mandates held by Martin H. Richenhagen that occurred and were communicated after the reporting date are recognized as part of the determination of the fulfillment of the requirements profile for the 2024 reporting year. With regard to Recommendations C.4 and C.5 of the GCGC, a deviation is explained and justified in the Declaration of Compliance with the GCGC.

- **General Limit for the Duration of Membership:** The overall requirements profile also includes a general limit for the duration of membership, according to which, as a general rule, only candidates who have been members of the Supervisory Board for no more than twelve years should be proposed for reelection to the Supervisory Board for a full term of office. The requirement is met for all current members of the Supervisory Board.



– Knowledge and experience

– **Supervisory Board-related knowledge and experience:** The Supervisory Board shall, as a whole, possess knowledge and experience in areas of particular relevance to the Company. At least three members of the Supervisory Board should have knowledge and experience in each of the following areas:

- Industry/Technology
- IT/Digitalization
- Human Resources/Organization
- Strategy/Transformation
- Finance/Capital Market.

In order to demonstrate knowledge and experience in the five areas mentioned above it is not necessary that the criteria for both topics are fulfilled; the proof of knowledge and experience with regard to one topic of an area is sufficient.

The composition should also take into account that there could be a requirement to acquire new competencies in the course of product, market and other developments.

As can be seen in detail from the qualification matrix, the Supervisory Board as a whole in its current composition meets the defined requirements for Supervisory Board-related knowledge and experience. At least three members of the Supervisory Board have relevant knowledge or experience in each of the listed areas. In the interest of a clear presentation, the following details given in respect of the members of the Supervisory Board who are mentioned by name should therefore be viewed as examples and are not necessarily exhaustive. [↗ C.02](#) [↗ C.03](#)

Industry/Technology

In the area of **Industry**, Jacques Esculier, Joe Kaeser, John Krafcik and Martin H. Richenhagen have proven knowledge and experience due to their extensive professional experience in industrial companies active in metal processing or in the automotive sector. In addition, the knowledge and extensive experience of the Works Council Chairmen and Chairwomen Michael Brecht, Bruno Buschbacher, Carmen Klitzsch-Müller, Jörg Lorz, Andrea Reith, Shintaro Suzuki (President of the Mitsubishi Worker's Union) and Thomas Zwick should be emphasized.

Jacques Esculier, Laura Ipsen, John Krafcik, Andrea Seidel, Shintaro Suzuki and Marie Wieck have a technical university degree. In addition, Michael Brecht, Bruno Buschbacher, Jörg Köhlinger, Jörg Lorz, Andrea Reith, Roman Zitzelsberger and Thomas Zwick have an appropriate professional training in the area of **Technology**.

IT/Digitalization

In the area of **IT/Digitalization**, the knowledge and experience of Laura Ipsen, Andrea Seidel and Marie Wieck are particularly noteworthy. This also applies to John Krafcik due to his role as Chief Executive Officer to Google LLCs autonomous driving project. Renata Jungo Brünnger has knowledge and experience in the area of **Digitalization** due to her areas of responsibility as member of the Board of Management at Mercedes-Benz Group AG (responsible in particular for data protection, data governance and legal tech).

Human Resources/Organization

Renata Jungo Brünnger, Joe Kaeser and Marie Wieck in particular possess sound knowledge and experience in the area of **Human Resources** due to their extensive previous professional experience which they contribute to the Nomination Committee of the Supervisory Board. In addition to the members of the Supervisory Board who serve as works council chairmen/chairwomen, Shintaro Suzuki and the IG Metall (German Metalworker's Union) representatives Jörg Köhlinger and Roman Zitzelsberger, have proven knowledge and experience.

In the area of **Organization**, the relevant knowledge and experience of all shareholder representatives as well as Michael Brecht,

Jörg Köhlinger and Roman Zitzelsberger due to their work in external supervisory bodies are particularly valuable for the work of the Supervisory Board.

Strategy/Transformation

In the area of **Strategy**, in addition to all shareholder representatives, Michael Brecht, Bruno Buschbacher, Carmen Klitzsch-Müller, Jörg Köhlinger, Andrea Seidel and Roman Zitzelsberger also have extensive knowledge and experience due to their former or current positions as Chief Executive Officers or Chief Financial Officers.

With regard to the **Transformation** of the Daimler Truck Group, the relevant experience of the employee representatives and on the shareholder side the experience of Renata Jungo Brünnger, Joe Kaeser, John Krafcik and Harald Wilhelm due to their board activities in other industrial groups with similar transformation challenges, should be emphasized.

Finance/Capital Market

With Michael Brecht, Michael Brosnan, Jacques Esculier, Akihiro Eto, Joe Kaeser, Jörg Köhlinger, Harald Wilhelm, Roman Zitzelsberger and Thomas Zwick, nine members of the Supervisory Board have training or professional experience in the area of **Finance**.

The area of **Capital Market** is well covered by Jacques Esculier, Joe Kaeser and Martin H. Richenhagen as they have served as chairmen of listed companies as well as by Michael Brosnan, Akihiro Eto, Renata Jungo Brünnger and Harald Wilhelm due to their current or previous (Board of Management) activities in listed companies.

– **Financial Expertise according to GCGC:** The Supervisory Board must have at least one member with special knowledge and experience in the application of accounting principles and internal control and risk management systems. At least one other member should have special knowledge and experience in auditing of financial statements. The expertise in accounting and auditing also includes sustainability reporting or its respective audits. With Michael Brosnan, Joe Kaeser and Harald Wilhelm the



Supervisory Board has three financial experts who, as a result of their current or previous activities at other (listed) companies and ongoing training, have special knowledge and experience in the application of accounting principles and internal control and risk management systems. Michael Brosnan also has professional expertise in the auditing of financial statements. The expertise of the three aforementioned members of the Supervisory Board in the areas of accounting or auditing also includes sustainability reporting or its respective audits.

- **Sustainability Expertise according to GCGC:** At least four members of the Supervisory Board should have expertise in sustainability issues relevant to the Company in the areas of Environment, Social and Governance (sustainability areas), whereby each sustainability area should be covered by at least one member of the Supervisory Board. Expertise in this context relates to the special knowledge and experience which is acquired in the course of professional training or continuing education or deepened by the further professional or other activity. A person has expertise in a sustainability area within the meaning of the overall requirements profile if they have knowledge or experience in at least one of the defined focus topics of a sustainability area. The sustainability areas and focus topics correspond to those described above in the overall requirements profile for the Board of Management.

Environment

With regard to the dispersal of sustainability expertise within the Supervisory Board, the knowledge and experience of Joe Kaeser and Bruno Buschbacher particularly in the Environment sustainability area is worth highlighting. Bruno Buschbacher has specific expertise with regard to the focus topic zero-emission products in the engine construction field, key for Daimler Truck, which primarily relates to the manufacture of emission-free and low-emission truck engines. Joe Kaeser has particular expertise in the focus topic CO₂-neutral production, which has special importance in the industrial context, with particular consideration of emission reduction, resource conservation and energy efficiency in production, thanks to his long professional career, his work on supervisory boards and in the public sector. The Supervisory Board includes three further members with expertise in the Environment

sustainability area. These are Michael Brecht (focus topic supply chains) and Roman Zitzelsberger and Thomas Zwick (each focus topic zero-emission products also with regard to resource consumption).

Social

The following eleven members of the Supervisory Board have relevant expertise in the Social sustainability area: Thanks to his many years of service at Waymo LLC, John Krafcik has special knowledge and experience with regard to the focus topic traffic safety in autonomous driving, an important research field for Daimler Truck. Renata Jungo Brüngger, Michael Brecht and Jörg Lorz each have expertise in the focus topic social responsibility (respect for human rights). The following members of the Supervisory Board have expertise in the focus topic creating the conditions to be a good employer: Jacques Esculier (wellbeing), Laura Ipsen (continuing education and diversity, equal opportunities & inclusion), Carmen Klitzsch-Müller (equal opportunities), Marie Wieck and Andrea Seidel (both diversity, equal opportunities & inclusion) as well as Shintaro Suzuki and Roman Zitzelsberger (each employee participation).

Governance

Owing to their professional careers, a large majority of Supervisory Board members have competences in the Governance sustainability area. In particular, worth highlighting is Marie Wieck's expertise in the focus topic responsible governance due to the increased consideration and anchoring of sustainability issues in corporate decisions as part of her professional and social commitment. The focus topic responsible governance is also covered by Laura Ipsen, Joe Kaeser and Renata Jungo Brüngger due to their particular expertise in the increased consideration and anchoring of sustainability issues in corporate decisions. Michael Brecht, Jörg Köhlinger and Roman Zitzelsberger also have expertise in the governance sustainability area, each focusing on co-determination issues, as do Renata Jungo Brüngger and Harald Wilhelm in the focus topic compliance and ESG-risk management. The focus topic transparent reporting is covered in particular by the two financial experts on the Audit Committee Michael Brosnan and Harald Wilhelm.

Proposals by the Supervisory Board for the election of shareholder representatives by the General Meeting, for which the Nomination Committee submits recommendations, are to take into account the aspects outlined above and aim to satisfy the overall requirements profile for the Supervisory Board as a whole. The Nomination Committee is to draw up a shortlist of proposed members on the basis of a target profile, taking into account the specific qualification requirements and the aforementioned criteria, hold structured discussions with these proposed members, and in the process also obtain assurance that the proposed member has sufficient time to be able to exercise the mandate with due care. The Nomination Committee then recommends a candidate to the Supervisory Board for its approval and includes an explanation of its recommendation. Resolutions of the Supervisory Board regarding proposals for candidates for election to the General Meeting shall always be governed by the Company's interests in consideration of all circumstances in each individual case.



Qualification matrix for the Supervisory Board

The implementation status of the overall requirements profile for the Supervisory Board as of December 31, 2023 can also be found in the qualification matrix for shareholder representatives and the qualification matrix for employee representatives shown below:

C.02

Qualification matrix reflects implementation status of the overall requirements profile – shareholder representatives

As of 12/2023	Kaeser	Brosnan	Esculier	Eto	Ipsen	Jungo Brügger	Krafcik	Richenhagen	Wieck	Wilhelm	
Personal Data	Joined Supervisory Board in	2021	2021	2021	2021	2021	2021	2021	2021	2021	
	Year of Birth	1957	1955	1959	1960	1964	1961	1961	1952	1960	
	Nationality	German	US-American	French	Japanese	US-American	Swiss	US-American	US-American/ German	US-American	German
	Educational/Professional Background	Business Administration	Business Administration	MBA/ Aerospace	Law/ Automotive	International Relations/ Management	Law/ Automotive	Technical Engineering/ Business Administration	Business Administration/ Agriculture	MBA/Information Technology	Business Administration
Diversity	Gender ¹	male	male	male	male	female	female	male	male	female	male
	General Age Limit	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
	Generation Mix			✓	✓	✓	✓	✓	✓	✓	✓
	Internationality		✓	✓	✓	✓	✓	✓	✓	✓	
Personal Suitability	Independence ²	✓	✓	✓	✓	✓	✓	✓	✓	✓	
	Time Effort	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
	No Overboarding ³	✓ ⁵	✓	✓	✓	✓	✓ ⁵	✓	✓	✓	✓ ⁵
	General Limit for Duration of Membership ²	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Supervisory Board-related Knowledge and Experience	Industry	✓		✓			✓	✓	✓		✓
	Technology			✓		✓	✓		✓		✓
	IT					✓	✓		✓		✓
	Digitalization					✓	✓	✓	✓		✓
	Human Resources	✓		✓		✓	✓		✓		✓
	Organization	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
	Strategy	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
	Transformation	✓	✓	✓		✓	✓	✓	✓	✓	✓
	Finance	✓	✓	✓	✓						✓
	Capital Market	✓	✓	✓	✓	✓		✓	✓		✓
Financial Expertise according to GCGC	Accounting	✓	✓								✓
	Audit		✓								
Sustainability Expertise according to GCGC	Environment ⁴	✓									
	Social ⁴			✓		✓	✓	✓	✓	✓	
	Governance ⁴	✓	✓			✓	✓		✓		✓

1 Requirements of the German Stock Corporation Act (AktG) regarding Gender Quota met.

2 According to German Corporate Governance Code (GCGC).

3 Group mandates only counted once according to requirements profile.

4 Expertise regarding sustainability issues relevant to Daimler Truck.

5 Fulfillment of requirements profile however Overboarding in accordance with GCGC.

**C.03****Qualification matrix reflects implementation status of the overall requirements profile – employee representatives**

As of 12/2023

	Brecht	Buschbacher	Klitzsch-Müller	Köhlinger	Lorz	Reith	Seidel	Suzuki	Zitzelsberger	Zwick	
Personal Data	Joined Supervisory Board in	2021	2021	2021	2021	2021	2021	2022	2023	2021	2021
	Year of Birth	1965	1978	1970	1963	1972	1984	1979	1969	1966	1966
	Nationality	German	German	German	German	German	German	Swiss	Japanese	German	German
	Educational/Professional Background	General Management/ Automotive Technician	Industrial Mechanics/ Business Administration	Business Administration	Industrial Clerk/ Akademie der Arbeit	General Management	Social Economics	Business Informatics/ Information Technology	Engineering	General Management	Business Administration
Diversity	Gender ¹	male	male	female	male	male	female	female	male	male	male
	General Age Limit	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
	Generation Mix	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
	Internationality						✓	✓			
Personal Suitability	Independence ²	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
	Time Effort	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
	No Overboarding ³	✓	✓	✓	✓ ⁵	✓	✓	✓	✓	✓	✓
	General Limit for Duration of Membership ²	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Supervisory Board-related Knowledge and Experience	Industry	✓	✓	✓		✓	✓		✓	✓	✓
	Technology	✓	✓		✓	✓	✓	✓	✓	✓	✓
	IT						✓				
	Digitalization						✓				
	Human Resources	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
	Organization	✓			✓					✓	
	Strategy	✓	✓	✓	✓			✓		✓	
	Transformation	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
	Finance	✓			✓					✓	✓
	Capital Market										
Financial Expertise according to GCGC	Accounting										
	Audit										
Sustainability Expertise according to GCGC	Environment ⁴	✓	✓							✓	✓
	Social ⁴	✓		✓		✓		✓	✓	✓	
	Governance ⁴	✓			✓					✓	

1 Requirements of the German Stock Corporation Act (AktG) regarding Gender Quota met.

2 According to German Corporate Governance Code (GCGC).

3 Group mandates only counted once according to requirements profile.

4 Expertise regarding sustainability issues relevant to Daimler Truck.

5 Fulfillment of requirements profile however Overboarding in accordance with GCGC.



Managers' transactions

Members of the Board of Management and of the Supervisory Board are legally required pursuant to Article 19 Regulation (EU) No. 596/2014 of the European Parliament and of the Council of April 16, 2014 on market abuse (Market Abuse Regulation) to disclose transactions conducted for their own account involving shares or debt instruments of Daimler Truck Holding AG, related derivatives or other related financial instruments, insofar as the total amount of the transactions conducted by the member or related persons reaches or exceeds the sum of €20,000 within a single calendar year. The transactions disclosed to Daimler Truck Holding AG are duly published.

Shareholders and General Meeting

The shareholders exercise their membership rights, in particular their voting rights, at the Company's General Meeting. With the exception of own shares held by the Company (treasury shares), from which the Company does not derive any rights, each share of Daimler Truck Holding AG entitles the holder to one vote. At the General Meeting, shareholders regularly take decisions on, among other things, the appropriation of distributable profits, the election of the external auditor, the discharge of the members of the Board of Management and the Supervisory Board, the approval of the annual remuneration report, and the election of shareholder representatives, which is regularly carried out as an individual election. The remuneration system for the Board of Management and the remuneration of members of the Supervisory Board must be submitted to the General Meeting every four years at least. Amendments to the Articles of Incorporation and certain capital measures are also decided upon at the General Meeting and implemented by the Board of Management, and where necessary with the Supervisory Board's approval. By resolution of the Annual General Meeting on June 21, 2023 the Board of Management has been authorized via amendment to the Articles of Incorporation 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 August 31, 2025.

Shareholders who are entered in the Company's shareholder register on the day of the General Meeting and who have registered in good time prior to the General Meeting in accordance with the provision in the convocation will be permitted to attend the General Meeting and can exercise their voting rights. The details, in particular of registration and the freeze on changes in the shareholder register required for technical reasons prior to the General Meeting and the options for exercising voting rights (by proxy, e.g., Company proxies bound by instructions and possibly by postal vote), are published together with the convocation to the General Meeting in the German Federal Gazette (Bundesanzeiger).

Shareholders can submit motions on resolutions proposed by the Board of Management and the Supervisory Board and challenge the resolutions made at the General Meeting. The reports, documents and

information required by law for the General Meeting, including the Annual Report, are available at www.daimlertruck.com/en/investors/financial-calendar/annual-general-meetings, as is the agenda for the General Meeting and any counter motions or election proposals from shareholders and other documents and information on the General Meeting.

As part of our comprehensive investor relations activities we maintain close contact with our shareholders. We provide shareholders, financial analysts, shareholder associations, the media and interested members of the public with extensive and regular information on the status of the Company and inform them immediately of any significant business changes. The Chairman of the Supervisory Board is also regularly prepared, within reasonable limits, to hold discussions with investors on issues relating specifically to the Supervisory Board.

We make extensive use of the Company's website for our investor relations work, in addition to other communication channels. All material information published in the 2023 financial year, including annual, quarterly and interim reports, capital market releases, voting rights notifications according to the German Securities Trading Act (Wertpapierhandelsgesetz or WpHG), presentations and audio recordings from analyst and investor events and conference calls, as well as the financial calendar, are available at www.daimlertruck.com/en/investors. In any case, the dates of the General Meeting, the Annual Results Conference and the analysts' conferences are announced well in advance in the financial calendar.