

# DAIMLER TRUCK

Daimler Truck Holding AG

## **Rules of Procedure for the Supervisory Board and its committees**

(Status: January 2025)

Convenience translation, original German version is legally binding.

Solely for reasons of language simplicity, only the masculine form is used for individuals in these Rules of Procedure, which form should be understood to always include all gender identities.

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Rules of Procedure  
of the  
Supervisory Board  
of  
Daimler Truck Holding AG

January 2025

## **§ 1**

### **General Principles**

The Supervisory Board shall perform its duties in compliance with the provisions of statutory law, the Articles of Incorporation of Daimler Truck Holding AG (“Company”) and these Rules of Procedure. Its members will exercise their independent judgment in performing their duties.

## **§ 2**

### **Composition**

1. The Supervisory Board comprises 20 members. Its composition is in conformity with the applicable statutory provisions. The terms of office of the members may vary.
2. The members of the Supervisory Board should collectively be in possession of the information, skills and professional experience required to correctly perform their duties and shall be familiar with the industry in which Daimler Truck Group operates.

The Supervisory Board shall, in consideration of the statutory requirements and the recommendations of the German Corporate Governance Code, set an overall requirements profile for the entire body of the Supervisory Board, comprised of a competence profile and a diversity concept including specific objectives for its composition. The competence profile also includes expertise on sustainability issues relevant to the Company. The implementation status is disclosed in the form of a qualification matrix in the Declaration on Corporate Governance.

3. No member of the Supervisory Board shall exercise management body or other responsible functions, act in an advisory capacity for major competitors of the Company or be involved in a personal relationship with a major competitor.

To ensure independent advice and supervision of the Board of Management by the Supervisory Board, subject to the publication of a deviation in the Compliance Declaration pursuant to § 161 German Stock Corporation Act (AktG), more than half of the shareholder representatives on the Supervisory Board, including the Chairman of the Supervisory Board and the Chairman of the Audit Committee and Presidential and Remuneration Committee, should be independent from the Company and its Board of Management according to the assessment of the Supervisory Board within the meaning of the German Corporate Governance Code. The names of the shareholder representatives who are independent according to the assessment of the Supervisory Board will be published in the Declaration of Corporate Governance.

4. The members of the Supervisory Board shall ensure that they have sufficient time for the exercise of their mandate. If they are also a member of the management board of a listed company, they shall in general and, subject to the publication of a deviation in the Compliance Declaration pursuant to § 161 AktG, not exercise mandates on more than two other supervisory boards in non-group listed companies, including their Supervisory

Board mandate at Daimler Truck Holding AG, or comparable functions, as well as supervisory board chairmanships in listed companies. A member of the Supervisory Board who is not a member of the board of management of a listed company should in general, and subject to the publication of a deviation in the Compliance Declaration pursuant to § 161 AktG, exercise no more than a total of five supervisory board mandates in non-group listed companies or comparable functions, whereby a supervisory board chair shall count twice. For the purpose of the determination of the maximum number of mandates according to these Rules of Procedure, double mandates of Supervisory Board members in Daimler Truck Group as well as in other groups are taken into account only once.

5. The Supervisory Board shall not include more than two former members of the Board of Management of Daimler Truck Holding AG. After the end of their terms of office, members of the Board of Management may not become members of the Supervisory Board before the expiry of two years, unless their election is proposed by shareholders holding more than 25% of the voting rights of the Company.
6. Election proposals of the Supervisory Board to the Shareholders' Meeting shall take into consideration the specific targets with regard to the Board's composition, established pursuant to § 2 para. 2 sent. 2 of these Rules of Procedure, and must be aimed at fulfilling the overall requirements profile (including the competence profile) for the entire Board. In the election of Supervisory Board members for a full term of office, as a general rule, only candidates who are not older than 72 years of age at the time of their election are to be proposed. Furthermore, as a general rule, in nominating candidates for election as members of the Supervisory Board for a full term of office, only those candidates who have not already been in office for 12 years at the time of being elected are to be given consideration.
7. Each member of the Supervisory Board may resign from the Supervisory Board even without cause, by submitting four weeks' notice in writing to the Supervisory Board Chairman and the Board of Management. The notice period may be reduced by mutual agreement.

### **§ 3**

#### **Chairman and Deputy Chairman**

1. The Supervisory Board elects a Chairman and Deputy Chairman from among its members. During the election period, the oldest member of the Supervisory Board in terms of age takes the chair of the meeting.
2. The election is for the entire term of office of the elected member of the Supervisory Board. If the Chairman or his Deputy Chairman leaves the Board prior to the end of his

term of office, a successor shall be elected for the remainder of his term of office without undue delay.

3. The Chairman of the Supervisory Board, or if he is unable to attend his Deputy Chairman, coordinates the work in the Supervisory Board, chairs the Board meetings and represents the Supervisory Board externally. He issues the declarations of intent of the Supervisory Board and is responsible for correspondence on its behalf.

#### **§ 4**

#### **Convocation, Preparation and Chairing of Meetings**

1. The meetings of the Supervisory Board shall be held at the Company's registered office or at another venue to be stipulated in the invitation to the meeting. The Supervisory Board should hold at least one meeting in each quarter and must hold two meetings in each half of the calendar year.
2. The Chairman of the Supervisory Board, or if he is prevented his Deputy Chairman, shall convene meetings of the Supervisory Board in text form (e.g. in writing, by fax or via email) with a notice of at least two weeks. The invitation may also be given via a data room that is known and accessible to all members of the Supervisory Board. In cases which are deemed to be urgent, meetings may be convened with an abbreviated notice period of no less than three calendar days. The day of the convocation notice is included in the notice period for the convocation of meetings.
3. Following a Shareholders' Meeting in which shareholder representatives have been elected to the Supervisory Board, there will be a constituent meeting. A special convocation to this constituent meeting of the Supervisory Board is not required. If the purpose of this meeting is to only pass resolutions for the election of the Chairman of the Supervisory Board and his Deputy Chairman and to set up and appoint members to committees, it is not necessary to publish an agenda.
4. The invitation to the Supervisory Board meeting must include an agenda, which sets out the items on which resolutions are to be adopted. As a general rule, any preparatory documents shall be provided to the members of the Supervisory Board at least one week before the meeting. This period shall include the day of the document provision. Specific motions for resolutions must be submitted to the Supervisory Board members in due time in order to enable members of the Supervisory Board who are unable to attend to exercise their right to cast their vote in accordance with § 5 para. 3.
5. Items or motions that have not been included in the agenda or are not correctly communicated to the members of the Supervisory Board may only be voted on if none of the members present at the meeting object and members not present at the meeting are given the opportunity to object to the retrospectively passed resolution within an

appropriate period to be specified by the Chairman; the resolution only becomes effective if none of the members absent from the meeting raise any objection within such period.

6. Representatives of the shareholders and of the employees will, where necessary, make separate preparations for the meetings of the Supervisory Board, if requested with the involvement of all or individual members of the Board of Management.
7. The Chairman of the Supervisory Board shall determine the language in which the meeting shall be held. If a member of the Supervisory Board is not familiar with the determined language, translation shall be made available to the member concerned.
8. The Chairman of the Supervisory Board, or if he is unable to attend permanently or temporarily his Deputy Chairman, chairs the meetings of the Supervisory Board and stipulates the order in which items are to be discussed and the method to be adopted for voting. If both the Chairman and Deputy Chairman of the Supervisory Board are unable to attend, a new meeting must be called. In urgent cases, however, the Supervisory Board may resolve with the approval of all members present at the meeting that the oldest member of the Supervisory Board in terms of age shall chair the meeting.
9. The Board of Management shall generally attend the meetings of the Supervisory Board; however, the Supervisory Board shall also meet regularly without the Board of Management. If the auditor is called upon to attend meetings of the Supervisory Board as an expert, the Board of Management shall not participate in such meeting unless the Supervisory Board deems its participation necessary. The Supervisory Board decides, at the proposal of the Chairman, or if the Chairman is prevented from doing so, at the proposal of the Deputy Chairman, on the admittance of further persons who can be consulted for deliberation on individual issues.
10. The Report of the Supervisory Board to the Shareholders' Meeting shall reference 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 of the Committees the individual members attended in each case.

## **§ 5**

### **Resolutions**

1. The Supervisory Board shall constitute a quorum if notices have been issued to all its members at their last known address and at least ten members of the Supervisory Board participate in the adoption of the resolution. Abstentions by members of the Supervisory Board are included in the determination regarding a quorum.
2. In justified exceptional cases, members of the Supervisory Board may, subject to the approval of the Chairman, take part in a meeting of the Supervisory Board or its

Committees also via a telephone or video conference or using any other similar customary means of telecommunication.

3. Members of the Supervisory Board who do not take part in the meeting or in the manner described in para. 2 may participate in a resolution of the Supervisory Board and its Committees by having their votes submitted to the person chairing the meeting before the vote in writing, by fax, e-mail or by means of any other similar customary means of telecommunication. This shall also apply to the casting vote of the Chairman.
4. If not all of the Supervisory Board members participate in the Supervisory Board meeting and if the absent Supervisory Board members do not cast their votes pursuant to para. 3, the adoption of resolutions shall be adjourned upon request from two or more Supervisory Board members participating in the meeting. In the event of postponement and if a special meeting of the Supervisory Board is not convened, the resolution shall be deferred to the next regular meeting. A repeated minority request for postponement shall not be permissible for the second resolution.

If the Chairman of the Supervisory Board is present at the meeting, or if one of the attending members is in possession of his vote submitted in accordance with para. 3, the preceding sub-clause shall not apply if the number of shareholder representatives and of employee representatives on the Supervisory Board who take part in the meeting or take part in the adoption of a resolution by submitting their vote in accordance with para. 3 is equals or if an imbalance is offset by the voting abstention of individual Supervisory Board members.

5. The Chairman, or if he is prevented from doing so the Deputy Chairman, may also arrange for the adoption of a resolution of the Supervisory Board to be carried out in writing, by telephone, by fax or e-mail or using other similar customary means of telecommunication – or by a combination of these communications media – if no member of the Supervisory Board objects to this procedure within an appropriate period of time to be determined by the Chairman. The details of this procedure shall be determined by the Chairman.
6. Resolutions shall be adopted by a simple majority of the votes cast, unless other forms of majority are required by law. Abstentions are not counted when determining the result of the vote. In the event that a vote results in a tie, any member of the Supervisory Board may demand a second vote. The Chairman, or if he is prevented from doing so the Deputy Chairman, decides when the vote is to be repeated. If the second vote also results in a tie, the Chairman of the Supervisory Board shall have a casting vote.
7. The Supervisory Board shall resolve on the exercise of the participation rights in subsidiaries subject to parity co-determination pursuant to § 32 German Co-Determination Act (MitbestG) as well as on proposals for the election of members of the Supervisory Board to the Annual Meeting exclusively with the votes of the shareholder representatives.
8. Any member of the Supervisory Board may demand that his vote be recorded in the minutes.



## **§ 6**

### **Confidentiality**

1. The members of the Supervisory Board shall maintain secrecy regarding confidential corporate information, especially trade or business secrets, being disclosed to the members of the Supervisory Board in their service on the Board; this obligation shall continue beyond the end of their office as members of the Supervisory Board. The members of the Supervisory Board are under a special obligation to maintain secrecy concerning confidential reports received and confidential deliberations. Upon termination of their mandate, all confidential documents must be returned to the Chairman of the Supervisory Board.
2. If, contrary to para. 1, a member of the Supervisory Board for a special reason intends to communicate information concerning, in particular, the content and events of Supervisory Board meetings or the content of Supervisory Board documents and resolutions to a third party, the member must first inform the Chairman of the Supervisory Board accordingly in order to resolve any differences of opinion regarding the obligation to secrecy.
3. The members of the Supervisory Board shall ensure that any employees they involve for assistance shall observe the obligation to secrecy in the same manner.

## **§ 7**

### **Conflicts of Interest**

1. Each member of the Supervisory Board shall be obliged to pursue the interests of the Company. When taking decisions, the members shall neither pursue personal interests nor exploit the Company's commercial opportunities for their own purposes, on behalf of any related natural persons or legal entities or on behalf of any other institution or association in which or on whose behalf they are acting.
2. All members of the Supervisory Board shall promptly disclose conflicts of interest to the Supervisory Board Chairman, particularly those that may arise due to any advisory role or responsible function, in particular board membership at customers, suppliers, or lenders of Daimler Truck Holding AG or its Group companies or at other third parties.
3. The Supervisory Board shall report any conflicts of interest that have arisen concerning members of the Supervisory Board, as well as the measures taken with regard to these conflicts, in its report to the Shareholders' Meeting.
4. In the event of material conflicts of interest, which are not only temporary in nature, arising in the person of a member of the Supervisory Board, the member in question must resign his mandate.
5. Each member of the Supervisory Board shall promptly inform the Supervisory Board and the Board of Management of any related companies, which are controlled by the

Supervisory Board member himself or a Close Family Member<sup>1</sup>, in whose joint management the Supervisory Board member or a Close Family Member is involved or on which the Supervisory Board member or a Close Family Member exert significant influence (related enterprise). A membership of the Supervisory Board member himself or one of his Close Family Members in the Board of Management or Supervisory Board of another company does not in itself give rise to a related enterprise.

Furthermore, each member of the Supervisory Board shall promptly inform the Supervisory Board and the Board of Management about any transactions between himself or a Close Family Member, on the one hand, and a company of the Daimler Truck Group with a company value in excess of EUR 1 million, on the other.

The conditions for transactions between a member of the Supervisory Board or one of his Close Family Members or an enterprise related to him, on the one hand, and a company of the Daimler Truck Group, on the other hand, must be conducted in conformity with accepted market and industry standards.

6. Any consultancy agreements or other contracts for service or work between a member of the Supervisory Board and Daimler Truck Holding AG or a Group company are subject to the approval of the Presidential and Remuneration Committee.

## **§ 8**

### **Tasks and Responsibilities of the Supervisory Board**

1. The Supervisory Board advises and monitors the Board of Management in its management of Daimler Truck Holding AG. In all decisions of fundamental importance the Supervisory Board must be involved as promptly as possible in order to enable it to exercise due influence on such decisions. In particular, the Board of Management shall coordinate the corporate strategy with the Supervisory Board. The Supervisory Board as a whole advises and monitors the Board of Management also with regard to sustainability issues and regularly deals in particular with sustainability aspects in the corporate strategy, corporate planning, the remuneration of the Board of Management and the sustainability reporting.
2. The Supervisory Board appoints and discharges the members of the Board of Management. It draws up, taking into account the statutory requirements and recommendations of the German Corporate Governance Code, an overall requirements profile, including a diversity concept for the Board of Management, which it endeavors to fulfill in its staffing decisions. As a general rule, completion of 62 years of age at the time

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<sup>1</sup> "Close Family Members" are family members who can be assumed to exercise influence on the person or be influenced by the latter in their transactions with the Company. This includes (i) offspring and spouses or life partners, (ii) offspring of the spouse of life partner and (iii) dependent relatives of the Supervisory Board member or his spouse or life partner.

of commencement of the (new) term of office shall serve as guidance for the last possible age-related appointment or reappointment of a member of the Board of Management.

3. Together with the Board of Management, the Supervisory Board ensures that a long-term succession planning is in existence. The Supervisory Board appoints one member of the Board of Management as Chairman of the Board of Management.
4. The first appointment of Members of the Board of Management shall be limited to a period of three years at the longest.
5. Reappointment before the end of one year prior to the end of the term of appointment with a concurrent rescission of the current appointment is only possible in special circumstances.
6. The prior approval of the Supervisory Board or one of its Committees is required for matters for which the law, the Articles of Incorporation or these Rules of Procedure call for a decision of the Supervisory Board or one of its Committees. The Supervisory Board furthermore determines which measures and transactions may only be conducted with its approval. The Supervisory Board has the right to amend and supplement this catalog at any time.
7. The Supervisory Board determines the information and reporting obligations of the Board of Management vis-à-vis the Supervisory Board. This does not affect the information and reporting duties of the Board of Management, which are regulated in the rules of procedure of the respective Supervisory Board Committee. The Supervisory Board has the right to amend and supplement the Board of Management's information and reporting duties at any time.
8. Reports of the Board of Management to the Supervisory Board shall be provided to the Supervisory Board in text form and as promptly as possible. Documents required for decision-making, particularly the annual financial statements, the consolidated financial statements, the management report for the Company and the Daimler Truck Group, including sustainability report together with non-financial statement of the Group and comparable reports, required to be issued by the Company on the basis of legal regulations, and the ESEF documents<sup>2</sup>, the audit report of the auditor, the profit appropriation proposal, and the Daimler Truck Business Planning, shall be made available to the members of the Supervisory Board as soon as possible, in general, at least one week before the respective meeting.
9. Irrespective of any delegation to the Audit Committee, the Supervisory Board has responsibility for the independent audit of the annual financial statement and consolidated financial statement, the management report for the Company and the Daimler Truck Group including sustainability report together with non-financial statement of the Group and comparable reports, required to be issued by the Company on the basis

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<sup>2</sup> Uniform electronic reporting format (European Single Electronic Format) in accordance with Article 3 of the delegated Regulation (EU) 2019/8152 in the respectively valid version, mandatory first-time application for the publication of the annual financial statements 2020.

of legal regulations, and the ESEF documents, as well as the profit appropriation proposal, and competence for the adoption of the annual financial statements and approval of the consolidated financial statements. The proposal of the Supervisory Board to the Shareholders' Meeting for the election of the auditor shall be based on the recommendation of the Audit Committee. Within the scope of its responsibility, the Supervisory Board may initiate voluntary audit services by an auditor.

10. In the interest of fulfilling its duties, the Supervisory Board is entitled to inspect the books and records and, in particular, examine the assets of the Company. To this end, it may also commission the services of individual Supervisory Board members or, for specific tasks, specialist experts.
11. Upon proposal of the Presidential and Remuneration Committee, the Supervisory Board approves the remuneration structure for the Board of Management pursuant to § 87a AktG and the adequate total remuneration of the individual members of the Board of Management in accordance with § 87 AktG. In doing so it observes the relevant recommendations of the German Corporate Governance Code, except where it declares a deviation pursuant to § 161 AktG. The Supervisory Board reviews the remuneration structure on a regular basis.
12. In the case of assumption of supervisory board mandates in non-group companies by members of the Board of Management, requiring the approval of the Presidential and Compensation Committee, the Supervisory Board decides whether and to what extent the remuneration for such mandates will be netted against the Board of Management remuneration.
13. The Chairman of the Supervisory Board shall maintain regular contact with the Board of Management, particularly with the Chairman of the Board of Management, between the meetings of the Supervisory Board, and shall discuss the development of business of the individual segments, the strategy, planning, risk situation and risk management, as well as any compliance issues of the Company, with the Board of Management. The Chairman of the Board of Management is obliged to inform the Chairman of the Supervisory Board immediately of extraordinary events which are of material importance for the assessment of the situation and the development, as well as the management of Daimler Truck Holding AG and the Daimler Truck Group. The Chairman of the Supervisory Board or a person authorized by him shall then inform the Supervisory Board, if necessary, calling an extraordinary meeting of the Supervisory Board.

If a notice is received by the whistleblower system "SpeakUp" of Daimler Truck Group concerning alleged regulatory violations by members of the Board of Management or the Supervisory Board of Daimler Truck Holding AG, the member of the Board of Management responsible for Compliance shall notify the Chairman of the Supervisory Board accordingly without delay. In the event that the responsible member of the Board of Management is personally affected, the Chief Legal & Compliance Officer shall inform the Chairman of the Supervisory Board. If the Chairman of the Supervisory Board is affected, the member of the Board of Management responsible for Compliance shall immediately inform the Deputy Chairman of the Supervisory Board. The Chairman or Deputy Chairman

of the Supervisory Board or a person authorized by him shall inform the members of the Supervisory Board of the matter and make a decision concerning the launch of an investigation and its modalities jointly with the Chairman of the Audit Committee. The Chairman or Deputy Chairman of the Supervisory Board shall inform the members of the Supervisory Board of the outcome of the investigation. If necessary, he may call an extraordinary meeting of the Supervisory Board for the purpose.

14. The Supervisory Board shall evaluate on a regular basis the efficiency with which the Supervisory Board and its Committees fulfill their duties.
15. In the performance of its duties, including the self-assessment pursuant to para. 14, the Supervisory Board is authorized to commission external advisors to an appropriate extent and to involve company employees in consultation with the Board of Management.

## **§ 9 Committees**

1. The Supervisory Board shall form a Mediation Committee pursuant to § 27 para. 3 MitbestG, a Presidential and Remuneration Committee, a Nomination Committee, an Audit Committee and other Committees, as required according to the specific circumstances of the Company. Except for the Nomination Committee, which will be comprised only of shareholder representatives, there shall be equal representation (parity) of shareholder and employee representatives among the members of the Committees.
2. The Committees shall perform the functions assigned to them on behalf and in representation of the full Supervisory Board to the extent legally permissible.
3. The respective Committee shall elect a member nominated by the shareholder representatives as Committee Chairman and another member nominated by the employee representatives as his Deputy Chairman, unless otherwise stipulated by law or the Rules of Procedure of the Committee.
4. The admittance in an advisory capacity of members of the Supervisory Board who are not members of the relevant Committee, and of all or individual members of the Board of Management, is decided by the Committee upon proposal from the Chairman of the Committee.
5. The Committee Chairmen report on the work of the Committees, at the latest, in the next meeting of the Supervisory Board following the respective Committee meeting. In case of urgent matters, the Committee Chairman shall promptly contact the Chairman of the Supervisory Board.
6. Meetings of the Committees are called by the respective Chairman or – if he is prevented from doing so – by his Deputy Chairman. All members have the right to request the Chairman in text form (e.g. in writing, per fax or via email) to convene a meeting of the

Committee, stating the reason for such request. Meetings should generally be called with a notice period of no less than three working days.

7. The Committees only constitute a quorum if at least the following number of members participate in the adoption of a resolution: (i) in the Mediation Committee all four members, (ii) in the Presidential and Remuneration Committee three members, (iii) in the Audit Committee four members, and (iv) in the Nomination Committee three members. Resolutions of the Committees are passed with a simple majority, unless otherwise stipulated by law or in the Articles of Incorporation. In addition, the provisions specified in § 5 para. 1 to 3 and para. 5 to 8 of these Rules of Procedure apply accordingly. § 5 para. 4 does not apply.
8. More specific regulations may be stipulated in the Rules of Procedure of the respective Committee, which shall be resolved by the Supervisory Board for the Committee.

## **§ 10 Minutes**

Minutes of the deliberations and resolutions of the Supervisory Board are to be prepared and signed by the Chairman. The minutes shall indicate the place and date of the meeting, those attending, the items on the agenda, the essential content of the deliberations and the resolutions adopted by the Supervisory Board. A copy of the minutes must be made available to all members of the Supervisory Board; the original will be kept at the Corporate Office at Daimler Truck AG.

## **§ 11 Validity**

These Rules of Procedure shall remain in force until the Supervisory Board resolves otherwise. In individual cases, the Supervisory Board may resolve by a simple majority to deviate from these Rules of Procedure.

Rules of Procedure  
of the  
Mediation Committee of the Supervisory Board  
of  
Daimler Truck Holding AG

**§ 1**  
**General Principles**

The Mediation Committee shall perform its duties in accordance with statutory requirements, the Articles of Incorporation of Daimler Truck Holding AG, the resolutions and Rules of Procedure of the Supervisory Board and these Rules of Procedure. Its members will exercise their independent judgment in performing their duties.

**§ 2**  
**Composition**

The Mediation Committee comprises the Chairman of the Supervisory Board and his Deputy Chairman, as well as one member elected with the majority of votes of the employee representatives of the Supervisory Board and one member elected with the majority of votes of the shareholder representatives of the Supervisory Board.

**§ 3**  
**Chairman**

The Mediation Committee is chaired by the Chairman of the Supervisory Board. The Deputy Chairman of the Supervisory Board is also acting Deputy Chairman of the Mediation Committee.

#### **§ 4**

##### **Tasks and Responsibilities of the Mediation Committee**

1. If the appointment of Board of Management members is not carried out by the Supervisory Board in accordance with § 31 para. 2 German Co-Determination Act (MitbestG), the Mediation Committee shall put forward a proposal for the appointment to the Supervisory Board within one month after the vote in which the prescribed majority was not reached for the appointment of Board of Management members. This proposal does not preclude further proposals.
2. § 4 para. 1 above applies accordingly to the revocation of appointments of members of the Board of Management.

#### **§ 5**

##### **Additional Provisions**

Otherwise, the current version of the Rules of Procedure of the Supervisory Board shall apply accordingly, in particular, the regulations regarding resolutions, confidentiality, conflicts of interest and minutes.

#### **§ 6**

##### **Validity**

These Rules of Procedure shall remain in force until such time as the Supervisory Board resolves otherwise. In individual cases, the Supervisory Board may resolve by a simple majority to permit deviations from the Rules of Procedure of the Mediation Committee, unless prevented by mandatory legal requirements.



Rules of Procedure  
of the  
Presidential and Remuneration Committee  
of the Supervisory Board  
of  
Daimler Truck Holding AG

**§ 1**  
**General Principles**

The Presidential and Remuneration Committee shall perform its duties in accordance with statutory requirements, the Articles of Incorporation of Daimler Truck Holding AG, the resolutions and Rules of Procedure of the Supervisory Board and these Rules of Procedure. Its members will exercise their independent judgment in performing their duties.

**§ 2**  
**Composition**

The Presidential and Remuneration Committee comprises the Chairman of the Supervisory Board, his Deputy Chairman and two other members who are elected by a majority vote.

**§ 3**  
**Chairman and Deputy Chairman**

The Presidential and Remuneration Committee is chaired by the Chairman of the Supervisory Board. The Deputy Chairman of the Supervisory Board is also the Deputy Chairman of the Presidential and Remuneration Committees.

## **§ 4**

### **Tasks and Responsibilities of the Presidential and Remuneration Committee**

The Presidential and Remuneration Committee is chaired by the Chairman of the Supervisory Board. The Deputy Chairman of the Supervisory Board is also the Deputy Chairman of the Presidential and Remuneration Committees.

#### **1. Tasks**

The Presidential and Remuneration Committee advises and supports the Chairman and Deputy Chairman of the Supervisory Board in their duties in the Supervisory Board, and within its area of competence also prepares for the meetings of the Supervisory Board.

#### **2. Corporate Governance**

The Presidential and Remuneration Committee advises and decides on issues relating to corporate governance and issues recommendations on such issues to the extent Supervisory Board approval is required.

#### **3. Declarations of Approval**

The Presidential and Remuneration Committee decides whether to grant statutory approvals in line with § 89 German Stock Corporation Act (AktG) (granting of loans to members of the Board of Management), § 114 AktG (contracts with members of the Supervisory Board) and § 115 AktG (granting of loans to members of the Supervisory Board), where they go beyond this, on approvals pursuant to § 4 para. 6 of the Rules of Procedure of the Board of Management as well as to approve the conclusion of a D&O insurance agreement in lieu of the Supervisory Board.

#### **4. Appointment of Members of the Board of Management as well as filling further positions**

The Presidential and Remuneration Committee shall make recommendations to the Supervisory Board on the appointment or reappointment of members of the Board of Management, the appointment of the Board of Management as well as the filling of positions by the Board of Management that require an approval by the Supervisory Board. The same applies to discharges of members of the Board of Management.

In its recommendations for the appointment or reappointment of members of the Board of Management, the Presidential and Remuneration Committee shall give consideration to the overall requirements profile set by the Supervisory Board, including the diversity concept for the Board of Management.

#### **5. Contractual Issues**

Subject to § 4 para. 6 of these Rules of Procedure, the Presidential and Remuneration Committee shall negotiate and decide on service contracts and other contractual issues concerning the Board of Management that have no direct or indirect relevance to the remuneration of the Board of Management and shall conclude contracts with the Board

of Management on behalf of the Supervisory Board, provided that the Supervisory Board has not resolved otherwise.

6. Remuneration of the Board of Management

The Presidential and Remuneration Committee shall submit proposals to the Supervisory Board on the structure of the remuneration system for the Board of Management pursuant to § 87a AktG and for the adequate total remuneration of the individual Members of the Board of Management within the meaning of § 87 AktG. In doing so it observes the respective recommendations of the German Corporate Governance Code, to the extent no deviation is declared pursuant to § 161 AktG.

7. Mandates and Secondary Activities of the Members of the Board of Management

The Presidential and Remuneration Committee shall decide on the issuance of prior approvals for secondary activities of the members of the Board of Management and shall report such approvals to the Supervisory Board in an ongoing and timely manner. Once a year it shall present an overall list of the sideline activities of each member of the Board of Management the Supervisory Board for its acknowledgement.

The members of the Board of Management shall take over Board of Management or Supervisory Board mandates and/or other administrative or honorary offices outside the Daimler Truck Group only to a limited extent. As a rule, the aforesaid activities should serve the interests of the Company and must not detract from the duties as a member of the Board of Management.

8. Amendments of the Articles of Incorporation

The Presidential and Remuneration Committee decides on amendments of the Articles of Incorporation which relate only to the wording.

9. External Advice

The Presidential and Remuneration Committee is authorized to utilize the services of external advisors to an appropriate extent in the exercise of its duties and to involve company employees in consultation with the Board of Management.

## **§ 5 Additional Provisions**

The current version of the Rules of Procedure of the Supervisory Board applies accordingly, in particular, the regulations regarding resolutions, confidentiality, conflicts of interest and minutes.

**§ 6**  
**Validity**

These Rules of Procedure shall remain in force until the Supervisory Board resolves otherwise. In individual cases, the Supervisory Board may resolve by a simple majority to permit deviations from the Rules of Procedure of the Presidential and Remuneration Committee.

Rules of Procedure  
of the  
Audit Committee of the Supervisory Board  
of  
Daimler Truck Holding AG

**§ 1**  
**General Principles**

The Audit Committee shall perform its duties in accordance with statutory requirements, the Articles of Incorporation of Daimler Truck Holding AG, the resolutions and Rules of Procedure of the Supervisory Board and these Rules of Procedure. Its members will exercise their independent judgment in performing their duties.

**§ 2**  
**Composition and Chair**

1. The Audit Committee consists of six members who are elected by a majority vote.
2. The members of the Audit Committee elect a Chairman from their midst. The Chairman of the Supervisory Board is not active as Chairman of the Audit Committee.
3. The members of the Audit Committee taken together shall be familiar with the industry in which the Company operates. At least one member of the Audit Committee must have expertise in the area of accounting and at least one other member of the Audit Committee must have expertise in the area of auditing. The expertise in the field of accounting shall consist of special knowledge and experience in the application of accounting principles and internal control and risk management systems, and the expertise in the field of auditing shall consist of special knowledge and experience in the auditing of financial statements. Accounting and auditing also include sustainability reporting and its audit and assurance. The Chairman of the Audit Committee shall have appropriate expertise in

at least one of the two areas and, subject to the publication of a deviation in the Compliance Declaration pursuant to § 161 German Stock Corporation Act (AktG), be independent.

### **§ 3**

#### **External Participants in Audit Committee Meetings**

1. Unless otherwise resolved by the Audit Committee in individual cases, the external auditor shall attend the meetings of the Audit Committee.
2. Furthermore, the Audit Committee meetings may also be generally attended by the Board of Management or individual Board members and further internal or external experts in other individual cases.
3. The Audit Committee can meet without the Board of Management, if needed. If the auditor is called upon to attend meetings of the Audit Committee as an expert, the Board of Management shall not participate in such meeting unless the Audit Committee deems its participation necessary.

### **§ 4**

#### **Tasks and Responsibilities of the Audit Committee**

1. Accounting including sustainability reporting
  - 1.1 The Audit Committee supervises the accounting and the accounting process as well as the sustainability reporting and can provide the Supervisory Board with recommendations or suggestions for ensuring the integrity of this process.

The Audit Committee is responsible for the preliminary examination of the annual financial statements and consolidated financial statements and the management reports including sustainability report together with non-financial statement of the Group and comparable reports, required to be issued by the Company on the basis of legal regulations as well as ESEF documents<sup>3</sup>. The Audit Committee receives the audit reports on the annual and consolidated financial statements, which must be submitted at the latest together with the auditor's opinion, and shall discuss these with the annual auditor and the Board of Management.
  - 1.2 The Audit Committee prepares the decisions of the Supervisory Board concerning the approval of the annual financial statements and the endorsement of the consolidated financial statements, the compliance with the ESEF requirements, as

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<sup>3</sup> Uniform electronic reporting format (European Single Electronic Format) in accordance with Article 3 of the delegated Regulation (EU) 2019/8152 in the respectively valid version, mandatory first-time application for the publication of the annual financial statements 2020.

well as the Board of Management resolution for the appropriation of profit, and submits corresponding recommendations to the Supervisory Board.

1.3 The Audit Committee shall discuss half-year and quarterly financial reports, as well as the auditor's reports on review engagements, with the Board of Management and the annual auditor.

1.4 The Audit Committee discusses significant changes in the auditing and accounting methods.

## 2. Annual Audit

### 2.1 Selection and Engagement of the Annual Auditor

2.1.1 The Audit Committee prepares the Supervisory Board proposal to the Shareholders' Meeting of the Shareholders for the appointment of the annual auditor and the auditor for the audit review of interim financial reports (referred to as "annual auditor" in these Rules of Procedure) and submits a corresponding recommendation to the Supervisory Board.

2.1.2 Apart from the proposal for the renewal of an existing audit mandate within the maximum legally permissible term, the recommendation of the Audit Committee must be justified and include at least two suggestions for the mandate. The Audit Committee shall state its preference for one of the two proposed choices with a disclosure of the reasons. The Audit Committee is responsible for issuing the recommendation in accordance with the selection process designed in conformity with the legal regulations.

The Audit Committee shall state in its recommendation that it is free of undue influence by third parties and that its ability to make a selection was not limited by any illegitimate agreement between Daimler Truck Holding AG and any third party.

2.1.3 The Audit Committee is authorized to engage the annual auditor appointed by the Shareholders' Meeting of the Shareholders on behalf of the Supervisory Board for the audit of the annual financial statements and consolidated financial statements and the management reports of the Company and the Daimler Truck Group, as well as for the audit review of the interim reports, to determine the audit focus areas and to agree the audit fees with the annual auditor. The Chairman of the Audit Committee can be authorized to sign the auditor's engagement alone by the Audit Committee.

## 2.2 Independence of the Annual Audit

2.2.1 Before submitting the proposal for the appointment of the annual auditor, the Audit Committee shall examine the specific suitability, qualification and independence of the auditor on an annual basis. To this end, before proposing a candidate, the Audit Committee shall obtain a written declaration from the prospective annual auditor affirming

- that the annual auditor, audit partners and members of the upper management level, as well as the management staff conducting the annual audit are independent of the audited company;
- whether and, if any, which business, financial, personal or other such relationships exist between the annual auditor and its executive bodies and audit managers, on the one hand, and the entities of the Daimler Truck Group and their Board members, on the other, that could give rise to concern regarding partiality;
- which scope of other services were rendered for the Daimler Truck Group during the last financial year or are contractually agreed for the financial year under audit upon the submission of the declaration of independence;
- that no prohibited non-auditing services were performed in the financial year under audit;
- that the external audit partners responsible for the audit of the annual financial statements and consolidated financial statements of Daimler Truck Holding AG in the respective financial year have not yet performed audit services for a period of five years (internal rotation).

2.2.2 The Audit Committee shall discuss with the annual auditors the dangers to its independence, as well as the protective measures required to be taken by the auditor for the mitigation of these dangers.

## 2.3 Performance of Non-Auditing Services

The Audit Committee shall ensure that no prohibited non-auditing services were performed, that it approves in advance the performance of all admissible non-auditing services by the annual auditor and that the total fees for these non-auditing services do not exceed 70 % of the average of audit fees paid in the last three financial years for annual audits, including annual audits at subsidiaries.

The Audit Committee shall approve the performance of the admissible non-auditing services by the annual auditor after an appropriate evaluation of the dangers for the independence of the annual auditor by issuing a so-called Daimler Truck



Services Catalog, which is examined and confirmed or adapted by the Audit Committee each year.

The Audit Committee can delegate its approval power for assigning individual admissible non-auditing services to professionally competent managers of the Company up to an order volume of EUR 1 million on the basis of the catalog, which is approved in advance.

All admissible non-auditing services with an order volume of more than EUR 1 million require the individual approval of the Audit Committee, which must be obtained in advance. The Chairman of the Audit Committee can be authorized by the Audit Committee to issue these individual approvals.

At least once per year, the Board of Management shall report to the Audit Committee on the non-auditing services performed in the preceding financial year and the compliance with the fee limit for permitted non-auditing services of the annual auditor.

In case of an assignment of admissible non-auditing services by the Supervisory Board, the provisions of 2.1.1, 2.1.2, 2.1.3 and 2.4.2 shall apply accordingly.

## 2.4 Quality of the Annual Audit

2.4.1 The Audit Committee shall discuss with the auditor the audit risk assessment, the audit strategy and audit planning, and the audit results. The Chairman of the Audit Committee shall regularly discuss the progress of the audit with the auditor and report thereon to the Committee.

2.4.2 The Audit Committee shall monitor the activities of the annual auditor in the framework of the annual audit and the audit review of interim financial reports and shall obligate the annual auditor to inform the Audit Committee without delay regarding

- possible grounds for exclusion or bias that arise during the audit or audit review, and
- all findings and incidents significant to the duties of the Supervisory Board and the Audit Committee, in particular suspected irregularities in the accounting that arise during the annual audit or audit review.

2.4.3 The Audit Committee shall discuss together with the annual auditor and

- all critical accounting policies and practices;
- all substantial weaknesses of the internal control and risk management with reference to the accounting processes that may be reported by the annual auditor;

- any alternative accounting treatments of financial information within accounting regulations related to material items that have been discussed between the annual auditor and Management;
- consequences of applying these alternative accounting options:
- significant written communication with the Board of Management, such as an overview of unadjusted differences of opinion between the Board of Management and the annual auditor; the annual auditor has to make these documents available to the Audit Committee prior to the meeting. Information on significant differences of opinion between the Board of Management and the annual auditors is also to be provided in those cases when the underlying issues were not recorded in writing.

2.4.4 In the framework of the audit of the annual financial statements and consolidated financial statements the external auditor undertakes to inform the Audit Committee of, and record in the audit report, any facts discovered during the audit that indicate any inaccuracy in the declaration submitted by the Board of Management and Supervisory Board concerning the German Corporate Governance Code.

2.4.5 The Audit Committee implements a monitoring process aimed at ensuring compliance with the legal requirements concerning the internal and external rotation of the annual auditors, prohibited non-auditing services and the legal limitation of the fee for permitted non-auditing services of the annual auditor.

2.4.6 The Audit Committee evaluates the quality of the annual audit on a regular basis.

### 3. Monitoring the Appropriateness and Effectiveness of the Internal Control and Risk Management System, Audit System and Compliance Management

3.1 The Audit Committee shall at least annually discuss with the Board of Management the appropriateness, effectiveness and functionality of the internal control and risk management system, the corporate audit system and the compliance management and meaningful adjustments. The Audit Committee gets reports from the Board of Management on measures for the elimination of potential system deficiencies or weaknesses and for the implementation of meaningful adjustments. Once per year, the Audit Committee approves the annual audit plan from Corporate Audit and the Audit Charter, gets regular reports on significant findings and, if possible, on the measures taken, and can also commission specific requests from Corporate Audit.

3.2 The establishment of procedures for handling of complaints concerning the accounting, internal control systems or the audit as well as procedures concerning the confidential and anonymous forwarding of reports from employees

of the Daimler Truck Group or third parties, especially with regard to doubtful accounting and audit operations and assignment of an office responsible for such reports (whistleblower system “SpeakUp”) require the prior approval of the Audit Committee.

4. Related-Party Transactions

Transactions between the Company and parties related to the Company within the meaning of § 111b AktG require the prior written approval of the Audit Committee, unless a reservation of approval of the entire Supervisory Board or another Committee is justified under the law or by determination of the Supervisory Board.

The Audit Committee evaluates the internal processes for transactions in the ordinary course of business pursuant to § 111a para. 2 AktG, and at market-conformant conditions, on a regular basis.

5. Preparation of the Report of the Supervisory Board

The report of the Supervisory Board to the Shareholders’ Meeting on the result of the audit of the annual financial statements, the audit of the consolidated financial statements, and the management reports of the Company and the Daimler Truck Group, as well as the type and scope of the audit of the Company during the year shall be prepared by the Audit Committee.

6. Group internal capital measures

The Audit Committee discusses and makes recommendations to the Supervisory Board regarding group internal capital measures if they are subject to an approval by the Supervisory Board.

7. Reporting Obligation to the Supervisory Board

At the latest at the next Supervisory Board Meeting following the Audit Committee Meeting, the Chairman of the Audit Committee shall present a report on the work of the Audit Committee.

8. External Advice

The Audit Committee is entitled in the interests of fulfilling its duties to seek external advice to an appropriate extent after informing the Chairman of the Supervisory Board and to involve company employees in consultation with the Board of Management.

## **§ 5**

### **Obligation to Request and Receive Reports**

For the performance of its duties the Audit Committee shall obtain information from the Board of Management on a regular basis, at least once every quarter concerning the development of

business and most important key figures of the Daimler Truck Group and the segments, as well as further reports, such as in particular reports on ongoing legal disputes and the report of the whistleblower system “SpeakUp”.

The report of the whistleblower system “SpeakUp” shall present all new cases, cases, which are in the process of being investigated or have been suspended for procedural reasons, or closed cases, including the measures authorized under labor law, which meet the following criteria:

1. The allegation that raises concern on a corporate-level because it concerns a significant risk to the company, including its employees and other persons is directed against affected parties who are members of management level 1 or higher or against members of the Board of Management or the Supervisory Board of controlled companies of Daimler Truck Holding AG, which are included in the consolidated financial statements (including as affected parties management level 2 and 3).

Corporate-relevant violations are, in particular:

- Injury to physical and mental well-being as well as cases of sexual harassment, discrimination, racism,
- Severe violations of internationally recognized human rights which do not fall under either the two aforementioned case groups (e.g., severe disregard for the freedom of association and unionization, or violation of the right to safe and healthy work conditions due to severe disregard for occupational safety standards),
- Severe violations of the integrity of the whistleblower system “SpeakUp”, e.g. serious violations against the whistleblowers’ anonymity, serious violation against the reporting requirement,
- Corruption and money laundering offenses,
- Blatant, deliberate, or systematic breaches of anti-trust law,
- fraud, theft, breach of trust and other enrichment offenses of a significant magnitude or value (reference value: EUR 100,000),

- violations of accounting and bookkeeping regulations with impact on annual financial statements,
  - serious violations in connection with technical specifications and/or technical security,
  - violations of regulations to environmental offenses, violations of environment regulations with a significant risk of fines, and/or non-compliance with product-related environmental regulations,
  - violations of export control regulations, breach of sanctions,
  - rule violations, which are highly likely to serious damage to the Company's reputation,
  - severe violations of applicable agreements at the detriment of employees,
  - other conduct that could lead to high risks for the Company, e.g. rule violations associated with high damages (reference value: EUR 100,000),
- or

2. the allegation is directed against affected parties below management level 1 and relates to cases of active corruption and money laundering as well as blatant, deliberate or systematic breaches of anti-trust law, as well as violations of export control regulations and breach of sanctions.

Members of the Board of Management or Supervisory Board of Daimler Truck Holding AG shall be subject to a separate procedure (cf. RoP Supervisory Board § 8 para. 13).

In addition to the reports required according to § 4 para. 3.1 of these Rules of Procedure, the Audit Committee shall also request information from the Board of Management as promptly as possible regarding:

- a. significant off-balance sheet transactions and other material financial arrangements and transactions which do not appear in the regular reports;
- b. all significant deficiencies and material weaknesses in the design and operation of the accounting process and the internal control system, as well as the risk management system and the internal audit system, particularly severe deficiencies

and substantial weaknesses that could adversely affect the ability of Daimler Truck Holding AG to record, process, summarize and report financial data;

- c. any infringement of the law (in particular fraud/embezzlement/breach of trust), independent of materiality, committed by employees who have a significant role in the internal controls and management systems, including the respective measures which have been taken;
- d. any other illegal acts and substantial risks known to the Board of Management.
- e. allegation associated with a high risk for the Company, including the employees, is directed against affected parties who are members of management level 1 or higher or against members of the Board of Management or the Supervisory Board of controlled companies of Daimler Truck Holding AG, which are included in the consolidated financial statements (including as affected parties management level 2 and 3).

In addition, each member of the Audit Committee may, via the Chairman of the Committee, obtain information directly from the heads of those corporate departments of the Company who are responsible within the Company for tasks relating to the Audit Committee. The Chairman of the Committee shall inform all members of the Audit Committee of the information obtained. If such information is obtained, the Board of Management shall be informed thereof without delay.

## **§ 6**

### **Additional Provisions**

The current version of the Rules of Procedure of the Supervisory Board applies accordingly, particularly the regulations regarding resolutions, confidentiality, conflicts of interest and minutes.

## **§ 7**

### **Validity**

These Rules of Procedure shall remain in force until the Supervisory Board resolves otherwise. In individual cases, the Supervisory Board may resolve by a simple majority to permit deviations from the Rules of Procedure of the Audit Committee.

Rules of Procedure  
of the  
Nomination Committee of the Supervisory Board  
of  
Daimler Truck Holding AG

**§ 1**  
**General Principles**

The Nomination Committee shall perform its duties in accordance with statutory requirements, the Articles of Incorporation of Daimler Truck Holding AG, the resolutions and Rules of Procedure of the Supervisory Board and these Rules of Procedure. Its members will exercise their independent judgment in performing their duties.

**§ 2**  
**Composition**

The Nomination Committee is comprised of the Supervisory Board Chairman and at least two other members, who represent the shareholders in the Supervisory Board and are elected with the majority of votes cast by the members of the Supervisory Board representing the shareholders.

**§ 3**  
**Chairman**

The Nomination Committee is chaired by the Chairman of the Supervisory Board.

## **§ 4**

### **Tasks and Responsibilities of the Nomination Committee**

1. The Nomination Committee recommends candidates as future members of the Supervisory Board. The Supervisory Board then proposes these candidates for election to that Board at the Shareholders' Meeting.
2. Prior to making a recommendation on the election of a candidate or candidates to the Supervisory Board, the Nomination Committee defines the requirements for the specific vacant mandate.
3. In its recommendation of candidates, the Supervisory Board shall observe the statutory requirements and shall consider, subject to the publication of a deviation in the Compliance Declaration pursuant to § 161 German Stock Corporation Act (AktG), the recommendations of the German Corporate Government Code as well as the specific objectives the Supervisory Board sets for its composition. It shall aim at rounding off the overall requirements profile with the diversity concept and competence profile for the entire body of the Supervisory Board.
4. The Nomination Committee shall investigate the candidates' personal and business relationships with the companies of the Daimler Truck Group and the management organs of Daimler Truck Holding AG, as well as the candidates' direct or indirect relationships with shareholders of more than 10% participating interest in Daimler Truck Holding AG.
5. The Nomination Committee shall not recommend to the Supervisory Board any candidates, who exercise top management or other responsible functions or performs advisory duties at a major competitor of Daimler Truck Holding AG or its Group companies, have a personal relationship with a major competitor or are subject to another conflict of interest that is not only temporary in nature.
6. The Nomination Committee should as a rule and subject to the publication of a deviations in the Compliance Declaration pursuant to § 161 AktG, not recommend to the Supervisory Board any candidate, who (i) is a member of the Board of Management of a listed company and already exercises two supervisory board mandates in listed companies or comparable functions or (ii) is not a member of a management board of a listed company, but already has five supervisory board mandates at non-group listed companies or exercises similar functions, whereby a supervisory board chair is counted twice.
7. The Nomination Committee shall inform the Supervisory Board of the defined specialist requirements, the suitability of the proposed candidate and the manner, in which the aims stated in Item § 4 para. 3 are taken into account in the search for candidates.

The Nomination Committee can make use of external consultants to an appropriate extent for the fulfillment of its tasks and involve company employees in consultation with the Board of Management.



**§ 5**  
**Additional Provisions**

Otherwise, the current version of the Rules of Procedure of the Supervisory Board applies accordingly, in particular, the regulations regarding resolutions, confidentiality, conflicts of interest and minutes.

**§ 6**  
**Validity**

These Rules of Procedure shall remain in force until the Supervisory Board resolves otherwise. In individual cases, the Supervisory Board may resolve by a simple majority to permit deviations from the Rules of Procedure of the Nomination Committee.

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