

# DAIMLER TRUCK

Daimler Truck Holding AG

## **Countermotions and election proposals from shareholders**

Annual General Meeting  
on May 27, 2025



Covenience translation.  
The German text is legally binding.

## **Counter motions and election proposals from shareholders**

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Last updated on May 13, 2025

Below you will find all the shareholders' counter motions and election proposals to be made available as defined in Sections 126, 127 of the German Stock Corporation Act (Aktiengesetz) on the Items of the Agenda for the Annual General Meeting of Daimler Truck Holding AG to be held on May 27, 2025. The motions and reasoning reflect the views of the authors as communicated to us. Statements and hyperlinks to third-party websites have also been placed on the Internet unchanged and without verification by us, insofar as they are to be made accessible. Daimler Truck Holding AG assumes no responsibility for this content, nor does Daimler Truck Holding AG adopt these statements, websites and their content as its own.

### **Dear Shareholders,**

Shareholder proposals that must be made available in accordance with Sections 126 or 127 of the German Stock Corporation Act (Aktiengesetz) shall, in accordance with Section 126 Subsection 4 of the German Stock Corporation Act (Aktiengesetz), be deemed to have been made at the time of publication.

A counter motion or election proposal received before May 12, 2025 (24:00 hours (CEST)) and to be made available in accordance with Sections 126, 127 of the German Stock Corporation Act (Aktiengesetz) shall be deemed to have been made at the time of publication. If the shareholder making the motion or submitting the election proposal is not duly authorized and registered for the General Meeting, the motion need not be dealt with at the meeting. The right of the chairman of the General Meeting to determine that vote shall first be passed on the management proposals remains unaffected.

In the following, you will find the counter motions and election proposals to be made available to us in due time, as well as any other shareholder motions made available by us, in the chronological order in which they were received. We have marked motions that do not consist solely of a rejection of a management proposal **with a capital letter**.

If you wish to support or reject motions marked in this way in the event of a separate vote at the General Meeting, please vote with the respective motion. Please note that voting on shareholder proposals is only possible via the password-protected InvestorPortal for shareholders. As the motion may not be put to the vote if the respective management proposal achieves the required majority, please do not fail to vote also by marking a cross on the relevant Item of the Agenda.

Counter motions that consist solely of a rejection of the management proposals are **not marked with a letter**. You can support these motions by voting "No" on the respective Item of the Agenda or by issuing the corresponding voting instructions.

**Mr. Matthias Lang, Berlin, has submitted the following  
countermotion:**

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Countermotion for the Annual General Meeting of Daimler Truck Holding AG  
on May 27, 2025

**A With regard to Agenda Item 8: Resolution on an amendment to the Articles  
of Incorporation to extend the authorization to hold a virtual Annual General  
Meeting in accordance with § 118a German Stock Corporation Act**

Dear Sir or Madam,

As an alternative to the management's proposal on agenda item 8:

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

I submit the following countermotion:

§ 11 (3) of the Articles of Association of Daimler Truck Holding AG shall be amended to  
read as follows:

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

Rationale:

A purely virtual event was a sensible measure for being able to hold General Meetings  
during the Covid-19 pandemic. Fortunately, the exceptional situation is over. Society has  
returned to normal life, with people being physically present. General Meetings should  
also return to their normal mode.

Best regards,

Matthias Lang | Berlin | Shareholder number: [REDACTED]

**The Dachverband der Kritischen Aktionärinnen und Aktionäre e.V. (Association of Ethical Shareholders), Cologne, has submitted the following countermotions:**

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Counter motions for the Annual General Meeting of Daimler Truck Holding AG on May 27, 2025

**With regard to Agenda Item 3: Resolution on the ratification of the Board of Management members' actions**

The Dachverband der Kritischen Aktionärinnen und Aktionäre (Association of Ethical Shareholders) proposes to refuse the ratification of the Board of Management members' actions.

Rationale:

The Board of Management continues to fail to honor its responsibility for safety and sustainability. Still, Daimler Truck equips customers who violate human rights or support autocratic systems.

*A defense company that does not want to be one*

Daimler Truck is a member of the Bundesverband der deutschen Sicherheits- und Verteidigungsindustrie (BDSV) (German Association of the German Security and Defense Industry). At the IDEX 2025 armament trade fair in Abu Dhabi, Mercedes-Benz Special Trucks, a division of Daimler Truck, showcased a section of its military vehicles and buzzed with vehicles “which are particularly designed for robust use in high heat and dusty, sandy areas.” A protected driver’s cab ex works has been part of the enterprise’s portfolio since 2024. Mercedes-Benz Special Trucks also refers to the option of weapon holders on the vehicles on its website.

Nevertheless, the words “military” and “defense” only appear once in the Daimler Truck Annual Report – when the expansion of the defense portfolio is announced. After all, Daimler Truck wants to expand the business with military vehicles, but does not want to be considered an armament company: “Daimler Truck is not an armament company and does not want to become one,” says a Daimler spokesperson (see [https://www.rheinpfalz.de/lokal/kreis-germersheim\\_artikel,-daimler-truck-wir-sind-kein-r%C3%BCstungsbetrieb-\\_arid,5744414.html](https://www.rheinpfalz.de/lokal/kreis-germersheim_artikel,-daimler-truck-wir-sind-kein-r%C3%BCstungsbetrieb-_arid,5744414.html)).

*Military vehicles for autocrats*

Despite the Group’s eye washing, one thing is clear: Daimler Truck sells military vehicles, profits from them and wants to further increase this profit. The presence at IDEX 2025 in the United Arab Emirates underlines that the Group is not afraid to supply autocrats and crisis regions.

A request from the Dachverband der Kritischen Aktionärinnen und Aktionäre (Association of Ethical Shareholders) at the last Annual General Meeting revealed that Daimler Truck exported military vehicles to more than 20 countries in 2023 – including Algeria, Egypt, Turkey, the United Arab Emirates, Qatar and Saudi Arabia. Around 70 percent of sales of military vehicles were made up of so-called third countries, i.e. countries outside the EU, NATO or equivalent countries.

A look at the example of Algeria shows the briskness: in the country, shelter seekers are regularly arrested, transported to remote border areas in overcrowded military trucks and deported under inhumane conditions. Reportedly, Daimler vehicles are also used specifically for tracing and blocking off refugees (see <https://www.medico.de/blog/diskret-und-brutal-20044>).

It is unacceptable that German military technology is part of this practice of violence. Daimler must no longer sweep the business with military vehicles under the carpet.

#### *Climate protection: Risky focus on hydrogen*

A look at Daimler Truck's climate footprint makes it clear: We need to move away from the combustion engine quickly. The emissions that will arise from the use of the vehicles sold in 2024 alone (Scope 3.11) amount to almost 370 million tons of CO<sub>2</sub>, which is the climate-damaging level of entire developed countries.

The Board of Management continues to also rely on the fuel cell, although purely battery-electric drives (BEVs) appear to be more technologically advanced, can already be operated economically in many segments today and, above all, represent the most promising option for climate protection in heavy-duty transport. The latter is also the interim result of a currently ongoing research project by the German Institute for Economic Research (DIW Berlin) and the Technical University of Dresden under the direction of the Institute for Energy and Environmental Research Heidelberg (ifeu Institute) (see [https://www.diw.de/de/diw\\_01.c.927179.de/batterieelektrische\\_lkw\\_sind\\_die\\_zukunft\\_des\\_klimafreundlichen\\_strassengueterverkehrs.html](https://www.diw.de/de/diw_01.c.927179.de/batterieelektrische_lkw_sind_die_zukunft_des_klimafreundlichen_strassengueterverkehrs.html))

There are considerable doubts about the timely market maturity of fuel cell technology compared to BEV for a large part of the relevant transport applications, particularly in distribution and regional transport. Four of the five members of the German council of economic experts conclude that battery-electric trucks have the greatest potential to make heavy-duty transport climate-neutral.

The focus on hydrogen carries the risk of falling behind technologically and commercially in the important market for emission-free trucks, should BEV technology become established faster and more widely than anticipated by the Board of Management. The profitability of fuel cell trucks and the development of the necessary tank infrastructure for “green” hydrogen are highly dependent on state subsidies and a massive but still uncertain infrastructure development. The use of “green” hydrogen, which will remain

foreseeably expensive, should be directed to those economic sectors where there are simply no realistic alternatives.

**With regard to Agenda Item 8: Resolution on the amendment to the Articles of Incorporation to extend the authorization to hold a virtual Annual General Meeting in accordance with § 118a German Stock Corporation Act**

The Dachverband der Kritischen Aktionärinnen und Aktionäre (Association of Ethical Shareholders) proposes to reject the resolution proposal of the Supervisory Board and the Board of Management, to extend the authorization of the Board of Management to hold a virtual General Meeting.

Rationale:

Our rationale for rejecting this Board of Management authorization remains unchanged even after two years of experience with virtual general meetings: The format and way of holding a general meeting concerns fundamental shareholder rights. Therefore, the General Meeting – and not the Board of Management – should decide on the conditions and format of future general meetings.

The General Meeting should be able to decide whether a hybrid format should be implemented as an additional option that combines the advantages of a face-to-face general meeting with those of a purely virtual event.

The greatest problem is generally the declining interest on the part of shareholders in general meetings, if they only take place virtually. Many people do not turn on their computers at all, this is also a vote with the feet about this format.

We therefore criticize the decision of the Board of Management and Supervisory Board to hold this year's Annual General Meeting purely virtually.

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