

# DAIMLER TRUCK

Daimler Truck Holding AG

## **Remuneration system for the members of the Supervisory Board of Daimler Truck Holding AG**

Annual General Meeting  
on May 27, 2025



Covenience translation.  
The German text is legally binding.

The remuneration system for Supervisory Board members fulfils the legal requirements and complies with the recommendations and suggestions of the German Corporate Governance Code. The remuneration of the members of the Supervisory Board is to be balanced overall and appropriate to the tasks and the situation of the company, also taking into account the remuneration provisions of other large German listed companies.

At the same time, adequate and appropriate remuneration makes an important contribution in competition to attract qualified individuals for membership on the Supervisory Board and thus ensure the best possible supervision and advice for the Board of Management. This in turn is a prerequisite for the successful implementation of the business strategy and the long-term success of the company.

In accordance with the suggestion of the German Corporate Governance Code, the members of the Supervisory Board receive function-related fixed remuneration without variable components in order to strengthen their independence in the performance of their supervisory and advisory duties and in personnel and remuneration decisions. This is because, particularly in economically strained situations in which variable remuneration components are generally reduced, there is a need for more intensive supervision and advising of the Board of Management, accompanied by an increased workload and increased liability risk for Supervisory Board members.

The German Corporate Governance Code recommends that the higher time commitment of the Chair and the Deputy Chair of the Supervisory Board as well as of the chair and the members of committees be taken into account in an appropriate manner for the remuneration of the members of the Supervisory Board.

With effect from January 1, 2026, members of the Supervisory Board are to receive a fixed basic remuneration for each full financial year in the amount of EUR 160,000.00 for each individual member. In deviation therefrom, EUR 360,000.00 are to be paid for the chairmanship of the Supervisory Board and EUR 240,000.00 for the deputy chairmanship of the Supervisory Board.

For membership in a committee of the Supervisory Board, additional remuneration is to be granted for each full financial year as follows:

- » the Chairman of the Audit Committee is to receive an additional EUR 150,000.00, and each other member of the Audit Committee is to receive an additional EUR 70,000.00;
- » the Chairman of the Presidential and Remuneration Committee is to receive an additional EUR 80,000.00, and each other member of the Presidential and Remuneration Committee is to receive an additional EUR 50,000.00;
- » the Chairman of other committees is to receive an additional EUR 50,000.00, and each other member of other committees of the Supervisory Board is to receive an additional EUR 30,000.00;

The additional remuneration for the chairmanship of all committees (and not just for the chairmanship of the Audit Committee, as was previously the case) was introduced in light of the increasing demands placed on committee work and the role of the chairpersons, as well as in view of the market comparison carried out.

Functions on committees are only to be taken into account for a maximum of three committees; if a member of the Supervisory Board has functions in more than this maximum number of Supervisory Board committees, the three highest-paid committee functions are relevant. Functions on committees are only to be remunerated for a financial year if the relevant committee has held at least one meeting in discharge of its duties during that period.

The members of the Supervisory Board and its committees are to receive an attendance fee of EUR 1,500.00 for each meeting of the Supervisory Board and its committees that they attend as members. Attendance by telephone or via a video conference or any other similar customary means of telecommunication is to be considered as attendance of a meeting. The attendance fee is only to be paid once for multiple meetings of the Supervisory Board and/or its committees on one calendar day.

The remuneration and the attendance fee are payable within two months of the end of each financial year.

If any members of the Supervisory Board resign from the Supervisory Board during a financial year, or if they are appointed during a financial year, they are to receive the remuneration on a pro rata temporis basis. If a member of the Supervisory Board resigns from a function for which there is additional remuneration or assumes such a function during the year, the previous sentence is to apply mutatis mutandis in respect of the remuneration for the relevant function. Pro rata remuneration for functions on committees requires that the relevant committee has held at least one meeting in discharge of its duties during the respective part of the financial year.

In addition to the function-related fixed remuneration and the attendance fee, the members of the Supervisory Board are to be reimbursed for their expenses and any VAT payable on their Supervisory Board remuneration. The members of the Supervisory Board are to be covered by insurance against pecuniary damage, taken out by and in the interest of the Company in an appropriate amount for corporate bodies and certain senior executives, to the extent such insurance coverage exists. The insurance premiums are paid by the company.

The Supervisory Board regularly reviews the appropriateness of the remuneration system and the individual remuneration provisions. Independent external remuneration advisers can be consulted for the review.

At least every four years and in the event of proposals to amend the remuneration regime, the Annual General Meeting adopts a resolution on the remuneration of the Supervisory Board members. The Annual General Meeting can confirm the existing system of

Supervisory Board remuneration or adopt a resolution to change the system by amending the Articles of Incorporation. In accordance with the statutory governance system, such resolution proposals are submitted to the Annual General Meeting by the Board of Management and the Supervisory Board in order to facilitate mutual control between the two corporate bodies. The Annual General Meeting is responsible for deciding on the structure of the remuneration system and the amount of remuneration.

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