

# DAIMLER TRUCK

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## Daimler Truck Holding AG, Stuttgart

We hereby invite our shareholders to the

## virtual Annual General Meeting of Daimler Truck Holding AG

on Wednesday, May 6, 2026, at 10:00 a.m. (CEST).



Convenience translation.  
The German text is legally binding.

On the basis of § 11 (3) of the Articles of Incorporation of the Company, the Board of Management of Daimler Truck Holding AG has decided to hold the Annual General Meeting on the 2025 financial year as a

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

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

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

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

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

<https://www.daimlertruck.com/agm-2026>

Voting rights may only be exercised by shareholders or their proxies by absentee voting or by granting power of attorney and issuing instructions to the proxies appointed by the Company. The venue of the Annual General Meeting within the meaning of the German Stock Corporation Act (Aktiengesetz) is the administrative headquarters of the Company at Fasanenweg 10, 70771 Leinfelden-Echterdingen, Germany. Physical presence at the venue of the General Meeting of shareholders or their proxies (with the exception of the proxies appointed by the Company) is excluded.

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

## I. Agenda

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### 1. Presentation of the adopted annual financial statements of Daimler Truck Holding AG, the approved consolidated financial statements, the combined management report for Daimler Truck Holding AG and the Group as well as the report of the Supervisory Board for the 2025 financial year

The aforementioned documents also contain the explanatory report on the information required pursuant to §§ 289a, 315a of the German Commercial Code (*Handelsgesetzbuch* – HGB). They are contained in the 2025 Annual Report, along with the non-financial statement for the Company and the Group and the declaration on corporate governance, but excluding the annual financial statements of Daimler Truck Holding AG. The annual report and the annual financial statements of Daimler Truck Holding AG are available at <https://www.daimlertruck.com/agm-2026>.

The Supervisory Board approved the annual financial statements and the consolidated financial statements prepared by the Board of Management for the year ended December 31, 2025, on March 11, 2026; the annual financial statements are thus adopted. Therefore, in accordance with statutory provisions, no adoption of a resolution by the General Meeting is intended with regard to Agenda Item 1.

### 2. Resolution on the appropriation of distributable profit

Daimler Truck Holding AG generated distributable profit in the amount of € 4,406,045,629.93 in the 2025 financial year.

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

Dividend distribution in the amount of € 1.90 per no-par value share entitled to dividends	€	1,454,640,758.10
Allocation to retained earnings	€	2,000,000,000.00
Profit carried forward	€	951,404,871.83
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Distributable profit	€	4,406,045,629.93

The dividend claim is due for payment on May 11, 2026.

The distribution amount stated takes into account the 765,600,399 no-par value shares entitled to dividend existing at the time of preparation of the annual financial statements. As of that point in time, the Company held no treasury shares.

As the number of shares entitled to dividends will change by the date of the Annual General Meeting due to the ongoing share buyback program, a resolution proposal that is amended accordingly will be put to the vote at the Annual General Meeting, which is expected to be available from May 5, 2026, on the Company's website at <https://www.daimlertruck.com/agm-2026>. This resolution proposal will still provide for a

dividend of € 1.90 per no-par value share entitled to dividends. The amount for the total dividend payout will be reduced according to the changed number of no-par value shares entitled to dividends. The amount of the profit carried forward will be increased accordingly. The amount allocated to retained earnings will remain unchanged.

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

### **3. Resolution on the ratification of the Board of Management members' actions for the 2025 financial year**

The Board of Management and the Supervisory Board propose that the actions of the members of the Board of Management specified below who were in office in the 2025 financial year be ratified for that period.

3.1 Karin Rådström

3.2 Karl Deppen

3.3 Dr. Andreas Gorbach

3.4 Jürgen Hartwig

3.5 John O'Leary

3.6 Achim Puchert

3.7 Eva Scherer

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

### **4. Resolution on the ratification of the Supervisory Board members' actions for the 2025 financial year**

The Board of Management and the Supervisory Board propose that the actions of the members of the Supervisory Board specified below who were in office in the 2025 financial year be ratified for that period.

4.1 Joe Kaeser

4.2 Michael Brecht

4.3 Michael Brosnan

4.4 Bruno Buschbacher

4.5 Jacques Esculier (until September 30, 2025)

4.6 Akihiro Eto

4.7 Jan Gurander (since October 1, 2025)

- 4.8 Laura Ipsen
- 4.9 Renata Jungo Brüngger
- 4.10 Carmen Klitzsch-Müller
- 4.11 Jörg Köhlinger
- 4.12 John Krafcik (until May 27, 2025)
- 4.13 Jörg Lorz
- 4.14 Andrea Reith (until June 30, 2025)
- 4.15 Barbara Resch
- 4.16 Prof. Dr. h.c. Martin H. Richenhagen
- 4.17 Udo Roth (since July 1, 2025)
- 4.18 Andrea Seidel
- 4.19 Kurt Sievers (since May 27, 2025)
- 4.20 Shintaro Suzuki
- 4.21 Marie Wieck
- 4.22 Harald Wilhelm
- 4.23 Thomas Zwick

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

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

Pursuant to Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC (EU Regulation on Statutory Audit), Daimler Truck Holding AG is obliged to change the auditing firm in regular intervals. Due to the formal approach to be applied from January 1, 2027, at the latest with regard to the recognition of the period of service of the current auditor in the Group of the former Daimler AG (now: Mercedes-Benz Group AG), the auditor must be rotated for the 2027 financial year at the latest.

In view of the preparatory measures required for the change of the auditor at a globally active company such as Daimler Truck Holding AG and in the interest of creating legal and planning certainty, a resolution on the appointment of the new auditor for the annual financial statements, the auditor for the consolidated financial statements and the auditor for the review

of interim financial reports for the 2027 financial year in the period before and after the 2027 Annual General Meeting is to be adopted already at this 2026 Annual General Meeting.

Against this backdrop, in addition to the appointment of the auditor for the 2026 financial year, a resolution proposal for the appointment of the auditor for the 2027 financial year will also be submitted at this year's Annual General Meeting. In addition, resolutions are proposed on the (precautionary) appointment of an auditor for the (group) sustainability declaration for the 2026 and 2027 financial years.

It is intended that the General Meeting will vote by way of separate ballot on Agenda Items 5.1, 5.2, 5.3 and 5.4.

### **5.1 Appointment of the auditor of the annual financial statements and the auditor of the consolidated financial statements as well as the auditor for the audit review of interim financial reports for the 2026 financial year**

Based on the recommendation of the Audit Committee, the Supervisory Board proposes that KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, be appointed as auditor of the annual financial statements, auditor of the consolidated financial statements and auditor for the audit review of interim financial reports for the 2026 financial year.

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

### **5.2 Appointment of the auditor of the (group) sustainability declaration for the 2026 financial year**

Based on the recommendation of the Audit Committee, the Supervisory Board proposes that KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, be appointed as auditor of the (group) sustainability declaration for the 2026 financial year.

The appointment of KPMG AG Wirtschaftsprüfungsgesellschaft as the auditor of the (group) sustainability declaration by the Annual General Meeting is made against the background of Directive (EU) 2022/2464 of the European Parliament and of the Council of December 14, 2022 amending Regulation (EU) No. 537/2014 and Directives 2004/109/EC, 2006/43/EC and 2013/34/EU with regard to corporate sustainability reporting (CSRD) as amended by Directive (EU) 2025/794, the transposition of which into national law is pending, with effect from the entry into force of the German law implementing the CSRD and in the event that the German legislator, in implementing Art. 37 of Directive 2006/43/EC as amended by the CSRD, should provide for an explicit election of the auditor of the sustainability declaration by the Annual General Meeting.

### **5.3 Appointment of the auditor of the annual financial statements and the auditor of the consolidated financial statements as well as the auditor for the audit review of interim financial reports for the 2027 financial year**

With regard to the rotation of the auditor required for the 2027 financial year, the Audit Committee conducted a comprehensive selection process in accordance with Article 16 of the EU Statutory Audit Regulation. Supported by an internal group of experts set up by the Audit

Committee, the Audit Committee conducted a detailed, multi-stage process to select a suitable auditor based on the criteria it had defined.

On the basis of this selection process, the Audit Committee recommended PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, and BDO AG Wirtschaftsprüfungsgesellschaft, Berlin, to the Supervisory Board in accordance with Article 16(2) of the EU Statutory Audit Regulation as auditors of the annual financial statements, auditors of the consolidated financial statements and auditors for the review of interim financial reports for the 2027 financial year and communicated a reasoned preference in favour of PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main. The Audit Committee has further declared that its recommendation is free from undue influence by third parties and that no clause of the kind referred to in Article 16(6) of the EU Statutory Audit Regulation has been imposed on it.

Against this background, the Supervisory Board – based on the recommendation and preference of the Audit Committee – proposes that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, be appointed as auditor of the annual financial statements and of the consolidated financial statements for the 2027 financial year and as auditor for the audit review of interim financial reports for the 2027 financial year.

#### **5.4 Appointment of the auditor of the (group) sustainability declaration for the 2027 financial year**

Based on the recommendation of the Audit Committee, the Supervisory Board proposes that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, be appointed as auditor of the (group) sustainability declaration for the 2027 financial year.

The appointment of PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, as the auditor of the (group) sustainability declaration by the Annual General Meeting is made against the background of the CSRD as amended by Directive (EU) 2025/794, the transposition of which into national law is still pending, with effect from the entry into force of the German law transposing the CSRD and in the event that the German legislator, in implementing Art. 37 of Directive 2006/43/EC, as amended by the CSRD, should provide for an explicit election of the auditor of the sustainability declaration by the Annual General Meeting.

#### **6. Resolution on elections to the Supervisory Board**

The term of office of the shareholder representatives Michael Brosnan, Akihiro Eto, Laura Ipsen, Renata Jungo Brüngger, Joe Kaeser, Martin H. Richenhagen, Marie Wieck and Harald Wilhelm elected by the 2022 Annual General Meeting ends upon the close of the 2026 Annual General Meeting. New elections of shareholder representatives to the Supervisory Board by the Annual General Meeting are therefore required.

Two shareholder representatives on the Supervisory Board are currently appointed by the court. Following the resignation of John Krafcik, Kurt Sievers was appointed as a shareholder representative upon application of the Board of Management by order of the Stuttgart Local Court on May 19, 2025 with effect from the close of the Annual General Meeting on May 27, 2025. Following the resignation of Jacques Esculier, Jan Gurander was also appointed as a

shareholder representative upon application by the Board of Management by order of the Stuttgart Local Court on September 25, 2025 with effect from October 1, 2025. The office of the court-appointed Supervisory Board members expires – without further actions being required – as soon as the defect is remedied in accordance with § 104 (6) of the German Stock Corporation Act – as is the case with the new election proposed here.

Pursuant to §§ 96 (1), 101 (1) German Stock Corporation Act and § 7 (1) sent. 1 no. 3 German Co-Determination Act, the Supervisory Board is composed of ten members each of the shareholders and the employees, and pursuant to § 96 (2) sent. 1 German Stock Corporation Act of at least 30 percent women (i.e. at least six) and at least 30 percent men (i.e. at least six). Since the comprehensive fulfilment with regard to the election by the Annual General Meeting was not objected to, the gender quota must be fulfilled overall in the upcoming Supervisory Board elections.

At the time of publication of this convening notice, the Supervisory Board comprises a total of six women, three of whom are shareholder representatives and three of whom are employee representatives, who – like all employee representatives on the Supervisory Board (apart from court appointments) – are appointed until the close of the Annual General Meeting 2027. The minimum quota requirement is therefore fulfilled. At least three women must be elected as shareholder representatives in order to fulfil this requirement in the future. The election proposals below take this into account.

In addition, in accordance with § 100 (5) German Stock Corporation Act, at least one member of the Supervisory Board must have expertise in the field of accounting and at least one other member of the Supervisory Board must have expertise in the field of auditing. The Supervisory Board currently includes Harald Wilhelm and Michael Brosnan, two members with financial expertise within the meaning of § 100 (5) of the German Stock Corporation Act. The election proposals below also take this requirement into account by proposing the re-election of Harald Wilhelm and Michael Brosnan.

Other than that, the election proposals below are based on the recommendation of the Nomination Committee of the Supervisory Board and aim to fulfil the requirements profile drawn up by the Supervisory Board, including the profile of skills and expertise and the diversity concept, for the entire Board. The requirements profile and the status of implementation as at December 31, 2025, are published in the Declaration on Corporate Governance, which is available online as a separate document at

<https://www.daimlertruck.com/en/company/corporate-governance/declarations-reports>

and as part of the Annual Report at

<https://www.daimlertruck.com/en/investors/reports/financial-reports>.

The following special circumstance must be taken into account in connection with the election of shareholder representatives to the Supervisory Board:

On the basis of the deconsolidation agreement concluded with the Company on August 6, 2021 (Annex 28 to the spin-off and hive-down agreement between Daimler AG (now: Mercedes-Benz Group AG) and Daimler Truck Holding AG dated August 6, 2021) (hereinafter "Deconsolidation Agreement"), Mercedes-Benz Group AG and Mercedes-Benz Verwaltungsgesellschaft für Grundbesitz mbH (formerly: Daimler Verwaltungsgesellschaft für Grundbesitz mbH) have the right to jointly propose eight of the Supervisory Board members of Daimler Truck Holding AG

to be elected by the shareholders pursuant to § 101 (1) German Stock Corporation Act in conjunction with § 7 (1) sent. 1 no. 3 German Co-Determination Act.

Against the background of this right to make proposals, the Company's Supervisory Board, in particular its Nomination Committee, considered its future composition at an early stage as part of its succession planning and submitted its ideas in this regard to Mercedes-Benz Group AG and Mercedes-Benz Verwaltungsgesellschaft für Grundbesitz mbH.

Mercedes-Benz Group AG and Mercedes-Benz Verwaltungsgesellschaft für Grundbesitz mbH then informed Daimler Truck Holding AG in writing on February 13, 2026, that they would jointly propose the following persons for the election proposal to be submitted by the Supervisory Board of Daimler Truck Holding AG to the Annual General Meeting: Joe Kaeser, Harald Wilhelm, Britta Seeger, Michael Brosnan, Kurt Sievers, Wayne Eyre, Claudia Nemat and Vipin Sondhi. Mercedes-Benz Group AG and Mercedes-Benz Verwaltungsgesellschaft für Grundbesitz mbH will only exercise their voting rights with regard to these candidates, in accordance with the obligation in the Deconsolidation Agreement.

Daimler Truck Holding AG has published the election proposals received from Mercedes-Benz Group AG and Mercedes-Benz Verwaltungsgesellschaft für Grundbesitz mbH and information on the voting behaviour of Mercedes-Benz Group AG and Mercedes-Benz Verwaltungsgesellschaft für Grundbesitz mbH in connection with the election of Supervisory Board members of Daimler Truck Holding AG on its website <https://www.daimlertruck.com/agm-2026> on February 16, 2026, and will keep these election proposals and information on the voting behaviour available there at least until the close of the Annual General Meeting at which the election resolutions are adopted.

In implementation of the provisions of the Deconsolidation Agreement, the Supervisory Board of Daimler Truck Holding AG then resolved at its meeting on March 11, 2026, based on the recommendation of the Nomination Committee, to endorse the joint election proposals of Mercedes-Benz Group AG and Mercedes-Benz Verwaltungsgesellschaft für Grundbesitz mbH and to propose the following two additional candidates for election at the Annual General Meeting of Daimler Truck Holding AG on May 6, 2026: Jan Gurander and Marie Wieck. With regard to these two candidates, Mercedes-Benz Group AG and Mercedes-Benz Verwaltungsgesellschaft für Grundbesitz mbH will not exercise their voting rights, in accordance with the provisions in the Deconsolidation Agreement.

The proposed candidates are to be elected for terms of office of varying length, approximately two, three and four years, respectively, i.e. for a term of office until the close of the Annual General Meeting that resolves on the ratification of actions for the first, second or third financial year following the beginning of the term of office; the financial year in which the term of office commences is not included. The term of office is therefore shorter than the statutory maximum term of five years, also for Supervisory Board members who are to be appointed for the longer period. This is intended to meet the expectations of institutional investors, in particular, and the requirements of modern corporate governance. In addition, staggered terms of office (staggered board) help maintain continuity in the performance of the Supervisory Board's tasks even in the event of changes to the Supervisory Board, while at the same time facilitating a flexible and timely response to changing demands regarding the Supervisory Board members.

The Supervisory Board proposes to elect

- 6.1 Michael Brosnan, Osterville, Massachusetts, USA, former Chief Financial Officer of Fresenius Medical Care AG & Co. KGaA;
- 6.2 General (Ret'd) Wayne Eyre, Ontario, Canada, former Chief of the Defence Staff of the Canadian Armed Forces
- 6.3 Jan Gurander, Kungshamn, Sweden, former Chief Financial Officer and Deputy Chief Executive Officer of AB Volvo;
- 6.4 Joe Kaeser, Munich, Germany, Chairman of the Supervisory Board of Siemens Energy AG and of Daimler Truck Holding AG;
- 6.5 Claudia Nemat, Düsseldorf, Germany, former member of the Board of Management of Deutsche Telekom AG;
- 6.6 Britta Seeger, Stuttgart, Germany, Member of the Board of Management of Mercedes-Benz Group AG (listed) and Mercedes-Benz AG
- 6.7 Kurt Sievers, Hamburg, Germany, former President, CEO and Executive Director at NXP Semiconductors N.V.;
- 6.8 Vipin Sondhi, New-Delhi, India, former Managing Director & Chief Executive Officer of Ashok Leyland;
- 6.9 Marie Wieck, Cold Spring, New York, USA, Partner at Ethos Capital (former General Manager of IBM Blockchain);
- 6.10 Harald Wilhelm, Stuttgart, Germany, Member of the Board of Management of Mercedes-Benz Group AG (listed) and of Mercedes-Benz AG;

as members of the Supervisory Board representing the shareholders with effect from the close of the 2026 Annual General Meeting; more specifically

- Michael Brosnan and Vipin Sondhi until the close of the General Meeting adopting a resolution on the ratification of the Board members' actions for the first financial year after the commencement of the term of office;
- Wayne Eyre and Marie Wieck until the close of the General Meeting adopting a resolution on the ratification of the Board members' actions for the second financial year after the commencement of the term of office;
- Jan Gurander, Joe Kaeser, Claudia Nemat, Britta Seeger, Kurt Sievers and Harald Wilhelm until the close of the General Meeting adopting a resolution on the ratification of the Board members' actions for the third financial year after the commencement of the term of office.

The financial year in which the term of office commences is not included in the count.

It is intended that the elections will be conducted by way of separate ballot.

Please note also that, if elected, Joe Kaeser is to be proposed again as a candidate for Chairman of the Supervisory Board.

In the opinion of the Supervisory Board, all proposed candidates – with the exception of Britta Seeger and Harald Wilhelm – are independent within the meaning of the German Corporate Governance Code and have no personal or business relationship with Daimler Truck Holding AG or its group companies, the executive bodies of Daimler Truck Holding AG or a shareholder with a material interest in Daimler Truck Holding AG, the disclosure of which is recommended in Recommendation C.13 of the German Corporate Governance Code ("GCGC").

With regard to Britta Seeger and Harald Wilhelm, the Supervisory Board is of the opinion that both, as acting 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 material business relationship with the Company or a company dependent on it due to the contractual links that still exist between the two company groups also in the fifth year after the spin-off took effect. Against this background, they cannot currently be regarded as independent of the Company within the meaning of recommendation C.7 GCGC. In contrast, the question of independence from a controlling shareholder within the meaning of Recommendation C.9 GCGC does not arise, because Mercedes-Benz Group AG is not a controlling shareholder within the meaning of the GCGC due to the Deconsolidation Agreement concluded with Daimler Truck Holding AG.

In addition, the Supervisory Board has satisfied itself with regard to the proposed candidates that they are able to devote the expected amount of time required for the office.

Further information on the candidates proposed for election, including information on memberships in other statutory supervisory boards and comparable supervisory bodies, is provided at the end of this agenda under Section II. and is available on the Company's website at <https://www.daimlertruck.com/agm-2026>.

## **7. Resolution on amendments to the Articles of Incorporation regarding corporate governance and the remuneration of the Supervisory Board as well as amendment to the remuneration system of the Supervisory Board**

The Supervisory Board shall have the option of appointing a member of the Supervisory Board as Lead Independent Director. This option is intended to exist, in particular, in the event that the Chairman of the Supervisory Board is no longer considered independent according to the guidelines of some proxy advisors. The Lead Independent Director is a member of the Supervisory Board who fulfils the independence criteria of investors and proxy advisors, acts as an additional independent point of contact for investors on corporate governance issues and has clearly defined rights and duties within the Supervisory Board based on the provisions in the rules of procedure for the Supervisory Board.

For this, minor amendments to the Articles of Incorporation are required, which are proposed under this Agenda Item (see items a) and b) below).

In connection with the option to appoint a Lead Independent Director, the provisions governing the remuneration of the Deputy Chairman of the Supervisory Board are also to be amended (see item c)).

In addition, the Presidential and Remuneration Committee is to be renamed the "Presidential Committee". Any amendment of the responsibilities of the former Presidential and Remuneration Committee will be resolved separately by the Supervisory Board. Furthermore,

the remuneration both of the chair and for the membership of the Presidential and Remuneration Committee shall be reduced (see item d) below with respect to these two amendments). The amendment of the remuneration of the members of the Presidential Committee is to apply with effect from the 2027 financial year (see item e) below).

With regard to the amendments to the Articles of Incorporation relating to the remuneration of the Supervisory Board, a corresponding amendment to the remuneration system for the Supervisory Board, most recently approved by the Annual General Meeting 2025, is finally proposed under item f).

Against this background, Board of Management and Supervisory Board propose that the following be resolved:

a) § 8 (3) of the Articles of Incorporation of the Company is revised as follows:

“The Supervisory Board elects a Chairman and a Deputy Chairman (First Deputy Chairman) according to Section 27 of the German Co-Determination Act (Mitbestimmungsgesetz – MitbestG) from among its members. The Supervisory Board is entitled to elect further Deputy Chairmen with a simple majority to whose election Section 27 of the Co-Determination Act is likewise not applicable. If the Supervisory Board appoints a Lead Independent Director from among its members, the Supervisory Board may also elect him as further Deputy Chairman. The Deputy Chairmen, beginning with the First Deputy Chairman, only have the rights and duties of the Chairman in the event that the latter is unavailable.”

b) § 14 (1) of the Articles of Incorporation of the Company is revised as follows:

“The Chairman of the Supervisory Board shall preside as Chairman of the General Meeting; in his absence or if he is unavailable, the General Meeting shall be chaired by the Lead Independent Director, if one has been elected; otherwise by a member of the Supervisory Board appointed by the Chairman or, failing such appointments, the member elected by the shareholders’ representatives on the Supervisory Board in accordance with Section 27, Subsection 3 of the German Co-Determination Act (*Mitbestimmungsgesetz*). If none of the aforementioned is present or none agrees to chair the General Meeting, the Chairman of the General Meeting shall be elected by the Supervisory Board.”

c) § 10 (2) of the Company's Articles of Incorporation is revised as follows, whereby the regulation shall apply from the date of registration of the amendment to the Articles of Incorporation in the commercial register, already for the current financial year:

“In deviation from paragraph (1), the basic remuneration for the Chairman of the Supervisory Board shall amount to EUR 360,000.00; in deviation from paragraph (1), for the First Deputy Chairman EUR 240,000.00. If a Lead Independent Director is also elected as a further Deputy Chairman of the Supervisory Board, the remuneration shall amount to EUR 180,000.00 in deviation from paragraph (1).”

d) § 10 (3) sentence 1 of the Articles of Incorporation is revised as follows:

“Members of a committee of the Supervisory Board shall receive the following additional remuneration for each full financial year:

- the Chairman of the Audit Committee is to receive an additional EUR 150,000.00, and each other member of the Audit Committee shall receive an additional EUR 70,000.00;
- the Chairman of the Presidential Committee shall receive an additional EUR 60,000.00, and each other member of the Presidential Committee shall receive an additional EUR 30,000.00;
- the Chairman of other committees shall receive an additional EUR 50,000.00, and each other member of other committees of the Supervisory Board shall receive an additional EUR 30,000.00.”

e) § 10 (9) of the Articles of Incorporation is revised as follows:

“The provisions in this Article 10 shall be applied for the first time for the financial year beginning on January 1, 2026, with the exception set out in sentence 2; with regard to the remuneration of the members of the Supervisory Board for financial years before this point in time, the provisions of the Articles of Incorporation in the version of November 6, 2024, shall apply. The provision in Article 10 (3) sentence 1, concerning the remuneration of the members of the Presidential Committee shall apply for the first time for the financial year beginning on January 1, 2027; for the remuneration of the members of the Presidential Committee for earlier financial years, the provisions of the Articles of Incorporation dated December 3, 2025, shall apply.”

f) To the extent that the amendments under items c) to e) affect the remuneration of the members of the Supervisory Board, the remuneration system for the Supervisory Board shall be amended accordingly, as made available on the Company’s website at <https://www.daimlertruck.com/agm-2026>.

Currently, § 8 (3), § 10 (2), (3) sentence 1, (9) and § 14 (1) of the Articles of Incorporation read as follows:

*§ 8 (3) of the Articles of Incorporation:*

“The Supervisory Board elects a Chairman and a Deputy Chairman from among its members. The Deputy Chairman only has the rights and duties of the Chairman in the event that the latter is unavailable.”

*§ 10 (2) of the Articles of Incorporation:*

“In deviation from paragraph (1), the basic remuneration for the Chairman of the Supervisory Board shall amount to EUR 360,000.00; in deviation from paragraph (1), for the Deputy Chairman of the Supervisory Board it shall amount to EUR 240,000.00.”

*§ 10 (3) of the Articles of Incorporation:*

- “Members of a committee of the Supervisory Board shall receive the following additional remuneration for each full financial year: the Chairman of the Audit Committee shall receive an additional EUR 150,000.00, and each other member of the Audit Committee shall receive an additional EUR 70,000.00;

- the Chairman of the Presidential and Remuneration Committee shall receive an additional EUR 80,000.00, and each other member of the Presidential and Remuneration Committee shall receive an additional EUR 50,000.00;
- the Chairman of other committees shall receive an additional EUR 50,000.00, and each other member of other committees of the Supervisory Board shall receive an additional EUR 30,000.00.”

§ 10 (9) of the Articles of Incorporation:

“The provisions in this Article 10 shall be applied for the first time for the financial year beginning on January 1, 2026, with the exception set out in the second sentence; with regard to the remuneration of the members of the Supervisory Board for financial years before this point in time, the provisions of the Articles of Incorporation in the version of November 6, 2024, shall apply.”

§ 14 (1) of the Articles of Incorporation:

“The Chairman of the Supervisory Board shall preside as Chairman of the General Meeting; in his absence or if he is unavailable, the General Meeting shall be chaired by a member of the Supervisory Board appointed by the Chairman or, failing such appointment, the member elected by the shareholders’ representatives on the Supervisory Board in accordance with Section 27, Subsection 3 of the German Co-Determination Act (Mitbestimmungsgesetz). If none of the aforementioned is present or none agrees to chair the General Meeting, the Chairman of the General Meeting shall be elected by the Supervisory Board.”

## **8. Resolution on the approval of the remuneration report for the 2025 financial year prepared and audited in accordance with § 162 German Stock Corporation Act**

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

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

The remuneration report is available on the Company's website at <https://www.daimlertruck.com/agm-2026> in accordance with § 124a sentence 1 no. 4 German Stock Corporation Act.

The Board of Management and the Supervisory Board propose that the remuneration report of Daimler Truck Holding AG for the 2025 financial year, which has been prepared and audited in accordance with § 162 German Stock Corporation Act, be approved.

## 9. Adoption of a resolution on the approval of the remuneration system for the members of the Board of Management

The Annual General Meeting of Daimler Truck Holding AG last had the opportunity to pass a resolution on the approval of the remuneration system for the members of the Board of Management on June 21, 2023. The remuneration system was approved with a majority of 96.62% of votes cast.

In the 2025 financial year, the Supervisory Board and its Presidential and Remuneration Committee conducted a thorough review of the remuneration system. This review considered the newly aligned corporate strategy “Stronger 2030”, legal requirements, recommendations from external remuneration consultants, feedback from investors and proxy advisors, current market practice among DAX40 companies, and employee remuneration.

Based on this, the Supervisory Board resolved on March 11, 2026, to further develop the remuneration system in certain areas while retaining the fundamental structure and principles of the previously approved system. In line with the revised corporate strategy, the key adjustments aim to simplify the system (Simpler.) and strengthen the link to financial and strategic targets to foster performance-based remuneration and ownership culture (Faster. Stronger.). In essence, the adjustments include the following points:

- To further strengthen the alignment of interests between shareholders and the Board of Management and to promote a share ownership culture within the company, the structure of the long-term variable remuneration is modified. Board of Management members will henceforth receive the long-term variable remuneration no longer in the form of virtual shares but in the form of real Daimler Truck Holding AG shares. In addition, Stock Ownership Guidelines remain in place, regulating the holding obligations regarding the company's shares. In this context, the long-term variable remuneration is renamed from Virtual Share-based Equity Plan to Stock Based Compensation (SBC).
- As the financial performance criterion in the SBC, the relative share price performance including dividends (Total Shareholder Return) is applied, as it particularly reflects the interests of the shareholders.
- For short-term variable remuneration (Annual Bonus), the focus will no longer be solely on an absolute financial performance criterion but moving forward will also include a relative financial performance criterion. Therefore, the metric “EBIT” will be replaced by “Adjusted Return on Sales (Adjusted ROS).” Adjusted ROS represents the ratio of adjusted EBIT to revenue and enables a more thorough assessment of profitability, as it eliminates special effects and thus reflects operational performance more accurately.
- In both variable remuneration components (Annual Bonus and SBC), it is henceforth possible to complement the financial performance criteria with strategic performance criteria derived from the business strategy with a weighting of 10% to 25% in the Annual Bonus and up to 25% in the SBC compared to the financial performance criteria. Strategic performance criteria may be financial or non-financial in nature. The Supervisory Board will include at least one non-financial performance criterion related to environmental, social, or governance (ESG) within the Annual Bonus with a weighting of 10% to 25% compared to the financial performance criteria.

- Furthermore, the Supervisory Board can henceforth take into account the individual performance of the Board of Management members by applying an individual performance factor when determining the payout from the Annual Bonus.
- Finally, the maximum remuneration for the Chief Executive Officer (CEO, Vorstandsvorsitzende/r) is adjusted to better align with market norms and Daimler Truck's position within the DAX40. Although the company ranks 16th by size, the previous €10 million cap sat below the DAX median. Also, the spread between the CEO cap and caps for other Board members (~€6 million) was more compressed than common market practice. Increasing the CEO cap to €12 million restores adequate differentiation. In addition, the change takes into account that, because the commercial vehicles industry is highly cyclical and the remuneration has large variable components with no lower limit, remuneration can fall sharply in weak years. A higher maximum remuneration allows strong-year performance to offset those downturns more fairly. The adjustment of the maximum remuneration only has an effect in exceptional years with significantly above expectation results.

The revised remuneration system for the members of the Board of Management ("Remuneration System 2027+") is submitted to the Annual General Meeting for approval in accordance with Section 120a (1) of the German Stock Corporation Act. Subject to approval by the Annual General Meeting, it will apply from January 1, 2027, to all current members of the Board of Management as well as to all new and reappointments.

The Remuneration System 2027+ is available on the Company's website at <https://www.daimlertruck.com/agm-2026> in accordance with § 124a sentence 1 no. 4 German Stock Corporation Act.

Based on the recommendation of the Presidential and Remuneration Committee, the Supervisory Board proposes that the Remuneration System 2027+ for the members of the Board of Management of Daimler Truck Holding AG be approved.

**10. Resolution on the cancellation of the Authorized Capital 2021 pursuant to § 4 (3) of the Articles of Incorporation with the simultaneous creation of new authorized capital in exchange for cash and/or non-cash contributions with the authorization to exclude subscription rights and on the corresponding amendment to the Articles of Incorporation**

The Board of Management was authorized by the extraordinary General Meeting of November 5th, 2021, to increase the Company's share capital with the consent of the Supervisory Board in the period until October 31, 2026, by a total of up to €329,180,752.00, in one lump sum or by separate partial amounts at different times, by issuing new registered no-par value shares in exchange for cash and/or non-cash contributions (Authorized Capital 2021). This authorization has not been used so far.

As the current authorization expires in autumn 2026, the Authorized Capital 2021 is to be cancelled and replaced by a new authorized capital in order to ensure that the Company continues to have the necessary flexibility to cover any future financing requirements. The new authorized capital is essentially intended to continue the options associated with the previous

authorized capital in accordance with § 4 (3) of the Articles of Incorporation, but with an adjusted volume.

The Board of Management's report on the options for excluding subscription rights when using the Authorized Capital 2026 in accordance with § 203 (1) and (2) in conjunction with § 186 (4) sentence 2 German Stock Corporation Act is available on the Company's website at <https://www.daimlertruck.com/agm-2026>.

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

a) Cancellation of the existing authorization in the Articles of Incorporation

Upon registration of the amendment to the Articles of Incorporation proposed below under lit. b), the authorization of the Board of Management under § 4 (3) of the Articles of Incorporation of the Company to increase the Company's share capital with the consent of the Supervisory Board in the period until October 31, 2026, by a total of up to EUR 329,180,752.00, in one lump sum or by separate partial amounts at different times, by issuing new registered no-par value shares in exchange for cash and/or non-cash contributions (Authorized Capital 2021), as well as § 4 (3) of the Articles of Incorporation, are cancelled.

b) Creation of a new Authorized Capital and amendment of the Articles of Incorporation

The Board of Management is authorized to increase the Company's share capital with the consent of the Supervisory Board in the period until May 5, 2031, by a total of up to €306,240,159, in one lump sum or by separate partial amounts at different times, by issuing new registered no-par value shares in exchange for cash and/or non-cash contributions (Authorized Capital 2026). The new shares are generally to be offered to the shareholders for subscription (also in the way of indirect subscription pursuant to § 186 (5) sentence 1 German Stock Corporation Act). The Board of Management is, however, authorized to exclude the subscription right with the consent of the Supervisory Board, subject to certain conditions. For this purpose, § 4 (3) of the Articles of Incorporation of the Company is revised as follows:

“The Board of Management is authorized to increase the Company's share capital with the consent of the Supervisory Board in the period until May 5, 2031, by a total of up to €306,240,159, in one lump sum or by separate partial amounts at different times, by issuing new registered no-par value shares in exchange for cash and/or non-cash contributions (Authorized Capital 2026). The new shares are generally to be offered to the shareholders for subscription (also in the way of indirect subscription pursuant to Section 186, Subsection 5, Sentence 1 German Stock Corporation Act (*Aktiengesetz*)). The Board of Management is, however, authorized to exclude the shareholders' statutory subscription right with the consent of the Supervisory Board in the following cases:

- (a) to exclude fractional amounts from the subscription right;
- (b) in the case of capital increases in exchange for non-cash contributions for the purpose of the acquisition (also indirectly) of companies, parts of companies, participating interests in companies or other assets or claims to the acquisition of assets, including receivables from the Company or its group companies;

- (c) to the extent necessary to grant holders of bonds with conversion or option rights/conversion or option obligations that were or will be issued by the Company or its direct or indirect subsidiaries a right to subscribe for new registered no-par value shares of the Company in the amount to which they would be entitled as shareholders after exercising the conversion or option rights/after fulfillment of the conversion or option obligations;
- (d) in the case of capital increases in exchange for cash contributions, if the issue price of the new shares is not significantly lower than the stock market price of the shares already listed and the arithmetic portion of the shares issued with the exclusion of subscription rights pursuant to Section 186, Subsection 3, Sentence 4 German Stock Corporation Act (*Aktiengesetz*) in the share capital does not exceed 10% of the share capital in total – either at the time when this authorization takes effect or when it is exercised. This limit of 10% of the Company’s share capital is to include shares (i) that are issued or disposed of during the term of this authorization with the exclusion of subscription rights in application, directly or mutatis mutandis, of Section 186, Subsection 3, Sentence 4 German Stock Corporation Act (*Aktiengesetz*), and (ii) that are issued or may be or have to be issued to honor bonds with conversion or option rights/conversion or option obligations if the bonds are issued with the exclusion of the shareholders’ subscription right after this authorization takes effect in application, mutatis mutandis, of Section 186, Subsection 3, Sentence 4 German Stock Corporation Act (*Aktiengesetz*).

The arithmetic portion of the sum of shares issued under this authorization with an exclusion of the shareholders’ subscription right in exchange for cash and/or non-cash contributions in the share capital must not exceed 10% in total of the share capital at the time when this authorization takes effect (not including the issuance of shares subject to an exclusion of subscription rights for fractional amounts). This limit is to include shares (i) that are issued or disposed of during the term of this authorization with the exclusion of subscription rights in application, directly or mutatis mutandis, of Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (*Aktiengesetz*), and (ii) that are issued or may be or have to be issued to honor bonds with conversion or option rights/conversion or option obligations if the bonds are issued with the exclusion of the shareholders’ subscription right after this authorization takes effect pursuant to Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (*Aktiengesetz*). Such inclusion is not to apply, and the original authorization volume will be available again, as soon as a subsequent Annual General Meeting again authorizes the Board of Management to issue or dispose of shares or bonds with conversion or option rights or obligations subject to an exclusion of shareholders' subscription rights.

The Board of Management is authorized to stipulate, with the consent of the Supervisory Board, the further details of the implementation of capital increases out of the Authorized Capital 2026.“

## II. Information on the candidates proposed for election to the Supervisory Board (Agenda Item 6)

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### 1. Michael Brosnan, Boston, Massachusetts, USA



Former CFO of Fresenius Medical Care AG & Co. KGaA

Nationality: US-American

Michael Brosnan was born in 1955 in Worcester, United States. He holds a bachelor's degree in Business Administration from Northeastern University in Boston, USA.

Michael Brosnan began his career in 1978 at KPMG LLP, where he worked in the assurance and accounting practice for 16 years and was admitted as a partner in 1988. He subsequently held senior finance leadership roles in consumer and industrial companies. In 1998, he joined Fresenius Medical Care AG & Co. KGaA in the United States, where he assumed various senior finance positions. In 2003, he was appointed CFO for the North America business. In 2010, he relocated to Germany and was appointed to the Management Board, serving as CFO responsible for the company's global business. He ended his operational career in 2019.

Based on his education and professional background, Michael Brosnan has developed comprehensive expertise, especially in the areas of Finance & Accounting, Capital Market,

and Strategy & Organization. In addition, within the meaning of the German Corporate Governance Code and the German Stock Corporation Act, he has expertise in the fields of accounting (incl. sustainability reporting) and auditing (incl. the audit of sustainability reporting).

Michael Brosnan is a member of the following other legally mandatory supervisory boards and comparable supervisory bodies of commercial enterprises:

- **Daimler Truck AG** (group mandate, not listed)

Michael Brosnan is also proposed for re-election to the Supervisory Board of Daimler Truck AG (group mandate, not listed).

Michael Brosnan was first elected to the Supervisory Board of Daimler Truck Holding AG in 2021. He is Chairman of the Audit Committee.

The Supervisory Board considers Michael Brosnan to be independent within the meaning of sections C.6 and C.7 of the German Corporate Governance Code.

## 2. General (Retired) Wayne Eyre, Ontario, Canada



Former Chief of the Defence Staff of the Canadian Armed Forces

Nationality: Canadian

Wayne Eyre was born in 1966 in Wadena, Canada. He holds a Bachelor of Science as well as three master's degrees and completed several advanced military leadership and staff training programs.

Wayne Eyre served for more than 40 years in the Canadian Armed Forces. Over the course of his career, he held numerous national and international leadership and command positions, including roles within the Canadian Armed Forces, NATO, and the United Nations. His deployments included assignments in Europe, Afghanistan, and the Asia-Pacific region. In February 2021, he was appointed Chief of the Defence Staff, Canada's highest military rank. In this role, he was responsible for the military leadership of the Canadian Armed Forces and served as a military advisor to the Prime Minister and Cabinet until concluding his active military career in July 2024.

Since leaving active service, Wayne Eyre has been active as an author, speaker, advisor, and educator. He is a Senior Fellow and Visiting Professor at the Graduate School of Public and International Affairs at the University of Ottawa.

Based on his education and professional background, Wayne Eyre has developed comprehensive expertise, especially in the areas of Industry & Markets, HR & Leadership, and Strategy & Organization.

Wayne Eyre is also proposed for election to the Supervisory Board of Daimler Truck AG (group mandate, not listed).

The Supervisory Board considers Wayne Eyre to be independent within the meaning of sections C.6 and C.7 of the German Corporate Governance Code.

### 3. Jan Gurander, Kungshamn, Sweden



Former CFO and Deputy CEO of AB Volvo

Nationality: Swedish

Jan Gurander was born in 1961 in Mjölby, Sweden. He studied at the Stockholm School of Economics, where he graduated with a Master of Science degree.

Jan Gurander began his career as a portfolio manager at Robur and moved to Investor AB in 1990, working in the Treasury function. In 1995, he joined Scania AB, initially as Head of Treasury, and from 1998 as Senior Vice President and Finance Director. In 2000, he moved to AB Volvo as President of the Business Unit Finance, before returning to Scania from 2001 to 2006 as Group Vice President and CFO. Between 2008 and 2011, he served as a member of the Board of Management of MAN Diesel SE and MAN Diesel & Turbo SE. In 2011, he was appointed CFO of Volvo Car Group and also served an interim period as CEO. From 2014 to 2022, he held various senior leadership positions at AB Volvo, including serving as CFO until 2018, CEO for six months, and Deputy CEO until 2022.

Based on his education and professional background, Jan Gurander has developed comprehensive expertise, especially in the

areas of Finance & Accounting, Capital Market, and Industry & Markets. In addition, within the meaning of the German Corporate Governance Code and the German Stock Corporation Act, he has expertise in the field of accounting (incl. sustainability reporting).

Jan Gurander is a member of the following other legally mandatory supervisory boards and comparable supervisory bodies of commercial enterprises:

- **Essity AB** (Chairman, listed)
- **Smögenlax Aquaculture AB** (Chairman, not listed)
- **MW Group** (not listed)
- **Daimler Truck AG** (group mandate, not listed)

Jan Gurander is also proposed for election to the Supervisory Board of Daimler Truck AG (group mandate, not listed).

Jan Gurander was judicially appointed to the Supervisory Board of Daimler Truck Holding AG by the Stuttgart District Court, effective October 1, 2025.

The Supervisory Board considers Jan Gurander to be independent within the meaning of sections C.6 and C.7 of the German Corporate Governance Code.

#### 4. Joe Kaeser, Munich, Germany



Chairman of the Supervisory Board of Siemens Energy AG and of Daimler Truck Holding AG

Nationality: German

Joe Kaeser was born in 1957 in Arnbruck, Germany. He holds a degree in Business Administration from the Ostbayerische Technische Hochschule Regensburg.

Joe Kaeser has more than 40 years of experience with Siemens AG, during which he held numerous senior leadership positions in the areas of finance and strategy, both in Germany and internationally. He began his career at Siemens in 1980 in the field of components and semiconductors, with assignments including Malaysia and the United States. From 1999 to 2006, he held senior finance leadership roles and the position as Chief Strategy Officer. In 2006, he was appointed CFO of Siemens AG and from 2013 to 2021 served as President and CEO of the company.

Based on his education and professional background, Joe Kaeser has developed comprehensive expertise, especially in the areas of Industry & Markets, Business Transformation, and Finance & Accounting. In addition, within the meaning of the German Corporate Governance Code and the German Stock Corporation Act, he has expertise in the field of accounting (incl. sustainability reporting).

Joe Kaeser is a member of the following other legally mandatory supervisory boards and comparable supervisory bodies of commercial enterprises:

- **Siemens Energy AG** (Chairman, listed)
- **Siemens Energy Management GmbH** (Chairman, further mandate in the Siemens Energy Group, not listed)
- **Linde plc** (listed)
- **Daimler Truck AG** (Chairman, group mandate, not listed)

He is also proposed for re-election to the Supervisory Board of Daimler Truck AG (group mandate, not listed).

Joe Kaeser holds memberships in economic and non-economic areas and is, among others, member of the Board of Trustees of the World Economic Forum.

He was first elected to the Supervisory Board of Daimler Truck Holding AG in 2021 and currently serves as its Chairman. He is also Chairman of the Presidential and Remuneration Committee, the Nomination Committee, and the Mediation Committee.

The Supervisory Board considers Joe Kaeser to be independent within the meaning of sections C.6 and C.7 of the German Corporate Governance Code.

## 5. Claudia Nemat, Düsseldorf, Germany



Former Member of the Board of Management of Deutsche Telekom AG

Nationality: German

Claudia Nemat was born in 1968 in Bensberg, Germany. She studied mathematics and physics at the University of Cologne and completed her studies in 1994 with a Master of Science (Diplom) in Theoretical Physics.

Claudia Nemat began her professional career in 1994 at McKinsey & Company, where she worked for more than 17 years, most recently as Senior Partner and Co-Leader of the global Technology Sector. In 2011, she was appointed to the Board of Management of Deutsche Telekom AG, where she initially held responsibility for the European business. From 2017 to 2025, she served as Board Member for Technology and Innovation. In addition, she was a member of the Supervisory Board of Lanxess AG from 2013 to 2016 and a member of the Board of Directors of Airbus SE as well as a member of the Supervisory Board of Airbus Defence and Space from 2016 to 2025.

Based on her education and professional background, Claudia Nemat has developed comprehensive expertise, especially in the areas of Technology, Digital Transformation, and Business Transformation.

Claudia Nemat is a member of the following other legally mandatory supervisory boards and comparable supervisory bodies of commercial enterprises:

- **ABB Ltd.** (listed)

Claudia Nemat is also proposed for election to the Supervisory Board of Daimler Truck AG (group mandate, not listed).

Claudia Nemat holds memberships in economic and non-economic areas and is, among others, Chairperson of the Quantum Advisory Council at IQM Quantum Computers.

The Supervisory Board considers Claudia Nemat to be independent within the meaning of sections C.6 and C.7 of the German Corporate Governance Code.

## 6. Britta Seeger, Stuttgart, Germany



Member of the Board of Management of Mercedes-Benz Group AG and of Mercedes-Benz AG

Nationality: German

Britta Seeger was born in 1969 in Bonn, Germany. After completing her secondary education, she joined the former Daimler-Benz AG in 1989 and completed a degree in Business Administration at the Baden-Württemberg Cooperative State University Stuttgart, graduating as a Diplom-Betriebswirtin (BA).

Britta Seeger has more than 35 years of experience within the Daimler and Mercedes-Benz Group. Following her entry into the company, she held numerous leadership positions in marketing, sales, and after-sales. From 2013 to 2015, she served as President & CEO of Daimler Trucks Korea and Mercedes-Benz Korea Ltd., followed by her role as President & CEO of Mercedes-Benz Türk A.Ş. from 2015 to 2017. In 2017, she was appointed to the Board of Management of Mercedes-Benz Group AG (former Daimler AG), where she was responsible for global sales and marketing until February 2025. Since May 2025, she serves as Board Member for Human Resources and Labor Director of Mercedes-Benz Group AG.

Based on her education and professional background, Britta Seeger has developed

comprehensive expertise, especially in the areas of Industry & Markets, HR & Leadership, and Strategy & Organization.

Britta Seeger is a member of the following other legally mandatory supervisory boards and comparable supervisory bodies of commercial enterprises:

- **Deutsche Lufthansa AG** (listed)
- **Mercedes-AMG GmbH** (further mandate in the Mercedes-Benz Group, not listed)
- **Mercedes-Benz U.S. International Inc.** (further mandate in the Mercedes-Benz Group, not listed)

Britta Seeger holds memberships in economic and non-economic areas and is, among others, a member of the Supervisory Board of the European School of Management and Technology GmbH, Chair of the Board of the Hans Martin Schleyer Foundation, as well as a member of the Board and the Executive Board of Südwestmetall Baden-Württemberg e.V.

Britta Seeger is also proposed for election to the Supervisory Board of Daimler Truck AG (group mandate, not listed).

The Supervisory Board considers Britta Seeger to be not independent within the meaning of sections C.6 and C.7 of the German Corporate Governance Code.

## 7. Kurt Sievers, Hamburg, Germany



Former President, CEO and Executive Director at NXP Semiconductors N.V.

Nationality: German

Kurt Sievers was born in 1969 in Augsburg, Germany. He holds a Master of Science degree in Physics and Computer Science from the University of Augsburg, Germany.

In 1995, Kurt Sievers joined Philips, where he progressed through a series of leadership roles, including responsibilities in product definition and development, marketing and sales, strategy, and general management across various market segments. As Head of the Automotive business, he became a member of the executive management of NXP Semiconductors – formerly a division of Philips Electronics – in 2009. In this capacity, he was directly involved in NXP’s initial public offering on Nasdaq in New York in 2010 and in the strategic acquisition of Freescale Semiconductor in 2016. From 2018 to 2025, Kurt Sievers served as President of NXP, a S&P 500 company, with responsibility for all business units. In addition, from 2020 to 2025, he was CEO of NXP and served as an Executive Director on NXP’s Board of Directors.

Based on his education and professional background, Kurt Sievers has developed comprehensive expertise, especially in the

areas of Technology, Digital Transformation, and Business Transformation.

Kurt Sievers is a member of the following other legally mandatory supervisory boards and comparable supervisory bodies of commercial enterprises:

- **Capgemini SE** (listed)
- **Daimler Truck AG** (group mandate, not listed)

Kurt Sievers is also proposed for election to the Supervisory Board of Daimler Truck AG (group mandate, not listed).

Kurt Sievers holds memberships in economic and non-economic areas; among others, he chaired the European Semiconductor Industry Association and served as member of the Board of the German National Electrical and Electronics Industry Association and the Global Semiconductor Alliance.

Kurt Sievers was judicially appointed to the Supervisory Board of Daimler Truck Holding AG by the Stuttgart District Court, effective May 27, 2025.

The Supervisory Board considers Kurt Sievers to be independent within the meaning of sections C.6 and C.7 of the German Corporate Governance Code.

## 8. Vipin Sondhi, New Delhi, India



Former Managing Director & CEO of Ashok Leyland

Nationality: Indian

Vipin Sondhi was born in 1960 in New Delhi, India. He holds a Bachelor of Technology in Mechanical Engineering from the Indian Institute of Technology (IIT), Delhi, as well as a postgraduate degree in Management from the Indian Institute of Management, Ahmedabad. He is also a recipient of an Honorary Doctorate of Science (Honoris Causa) from IIT Jodhpur.

Vipin Sondhi has 37 years of experience in the manufacturing industry, including 21 years as Managing Director (MD) & CEO. He began his professional career in 1984 with the Escorts Group, followed by positions at Shriram Honda Power Equipment and Tata Iron & Steel Company. From 1993 to 2005, he worked at Tecumseh India, serving as MD & CEO from 2000 to 2005. He then served as MD & CEO of JCB India from 2006 to 2019. In 2019, he joined Ashok Leyland as MD & CEO, where he ended his operational career in 2021.

Based on his education and professional background, Vipin Sondhi has developed comprehensive expertise, especially in the areas of Industry & Markets, Technology, and Business Transformation.

Vipin Sondhi is a member of the following other legally mandatory supervisory boards and comparable supervisory bodies of commercial enterprises:

- **Triveni Turbine Ltd.** (listed)
- **Blue Star Ltd.** (listed)
- **DCM Shriram Ltd.** (listed)
- until April 2026: **Imperial Auto Industries** (Chairman, not listed)

Vipin Sondhi is also proposed for election to the Supervisory Board of Daimler Truck AG (group mandate, not listed).

Vipin Sondhi holds memberships in economic and non-economic areas and is, among others, Chairperson of the National Board for Quality Promotion of the Quality Council of India.

The Supervisory Board considers Vipin Sondhi to be independent within the meaning of sections C.6 and C.7 of the German Corporate Governance Code.

## 9. Marie Wieck, Cold Spring, New York, USA



Partner at Ethos Capital

Nationality: US-American

Marie Wieck was born in 1960 in New York, United States. She holds a Bachelor of Science and Engineering from The Cooper Union, USA, a master's degree in Computer Science from Columbia University, USA, and a Master of Business Administration from New York University, USA.

Marie Wieck is a Partner at Ethos Capital, a private equity investment firm, and previously served as General Manager of IBM Blockchain. She joined IBM in 1983 and held various technical and senior leadership roles across hardware, software, services, and cloud. Since 2010, she served as General Manager in several IBM business units, including WebSphere, MobileFirst, Middleware, Hybrid Cloud, and Blockchain. From 2018 to 2021, she was a member of the Supervisory Board of Daimler AG.

Based on her education and professional background, Marie Wieck has developed comprehensive expertise, especially in the areas of Technology, Digital Transformation, and Business Transformation.

Marie Wieck is a member of the following other legally mandatory supervisory boards and comparable supervisory bodies of commercial enterprises:

- **Intapp Inc.** (listed)
- **Daimler Truck AG** (group mandate, not listed)

Marie Wieck is also proposed for re-election to the Supervisory Board of Daimler Truck AG (group mandate, not listed).

Marie Wieck holds memberships in economic and non-economic areas and is, among others, member of the Technical Advisory Committee of Lutron Electronics Co. Inc., trustee of the Meta Oversight Board and founder of Moroquain LLC.

Marie Wieck was first elected to the Supervisory Board of Daimler Truck Holding AG in 2021. She is member of the Presidential and Remuneration Committee, the Nomination Committee, and the Mediation Committee.

The Supervisory Board considers Marie Wieck to be independent within the meaning of sections C.6 and C.7 of the German Corporate Governance Code.

## 10. Harald Wilhelm, Stuttgart, Germany



Member of the Board of Management of Mercedes-Benz Group AG and of Mercedes-Benz AG

Nationality: German

Harald Wilhelm was born in 1966 in Munich, Germany. After completing his secondary education in 1985, he studied Business Administration at Ludwig Maximilians University in Munich, where he graduated in 1991 with a master's degree in Business Administration.

Harald Wilhelm joined Deutsche Aerospace AG in 1991 as a business economist. From 2000 onwards, he held various positions within the finance organization of the Airbus Group, and from June 2012 served concurrently as CFO of both the Airbus Group and the Commercial Aircraft division. Since April 2019, Harald Wilhelm has been a member of the Board of Management of Mercedes-Benz Group AG, and since May 2019 he has been responsible for the areas of Finance and Controlling.

Based on his education and professional background, Harald Wilhelm has developed comprehensive expertise, especially in the areas of Finance & Accounting, Capital Market, and Industry & Markets. In addition, within the meaning of the German Corporate Governance Code and the German Stock Corporation Act, he has expertise in the field of accounting (incl. sustainability reporting).

Harald Wilhelm is a member of the following other legally mandatory supervisory boards and comparable supervisory bodies of commercial enterprises:

- **Mercedes-AMG GmbH** (further mandate in the Mercedes-Benz Group, not listed)
- **smart Automobile Co., Ltd.** (non-controlled shareholding of Mercedes-Benz Group, not listed)
- **smart Mobility Pte. Ltd.** (non-controlled shareholding of Mercedes-Benz Group, not listed)
- **smart Mobility International Pte. Ltd.** (non-controlled shareholding of Mercedes-Benz Group, not listed)
- **Daimler Truck AG** (group mandate, not listed)

Harald Wilhelm is also proposed for re-election to the Supervisory Board of Daimler Truck AG (group mandate, not listed).

Harald Wilhelm was first elected to the Supervisory Board of Daimler Truck Holding AG in 2021. He is member of the Audit Committee.

The Supervisory Board considers Harald Wilhelm to be not independent within the meaning of sections C.6 and C.7 of the German Corporate Governance Code.

### **III. Additional information**

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#### **1. Total number of shares and voting rights**

At the time of convening of the General Meeting, the Company's share capital is divided into 765,600,399 no-par value registered shares. Each no-par value share confers one vote; the total number of voting rights is therefore 765,600,399. At the time the notice convening the Annual General Meeting is sent to the Federal Gazette, the Company holds no treasury shares.

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

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

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

Shareholders and their proxies can follow the entire General Meeting live in video and audio from 10:00 hours (CEST) on Wednesday, May 6, 2026, by using the InvestorPortal at

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

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

<https://www.daimlertruck.com/agm-2026>

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

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

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

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

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

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

Shareholders can access the InvestorPortal online by entering their shareholder number and their corresponding individual access number (PIN), which can be found in the documents sent. If shareholders have registered for the invitation to the Annual General Meeting to be sent electronically with a self-assigned access password, this self-assigned access password must be used instead of the individual access number.

Shareholders who are entered in the share register only after the beginning of April 14, 2026, will not receive any invitation documents and thus no access data for the InvestorPortal without request in accordance with statutory regulations. However, they may request the invitation documents with the required shareholder number and the corresponding individual access number (PIN) via the registration address specified in Section III.5.1.

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

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

### **5.1 Registration**

Shareholders are entitled, themselves or through proxies, to exercise their shareholder rights if they are registered as shareholders in the Company's share register on the day of the General Meeting and have registered for the General Meeting in good time. Registration must be received by the Company no later than 24:00 hours (CEST) on April 29, 2026.

Shareholders registered with the share register must register electronically via the password-protected InvestorPortal at the following Internet address

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

or in text form in German or English with Daimler Truck Holding AG at the following address

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

In accordance with § 67c German Stock Corporation Act in conjunction with Directive (EU) 2017/828 of the European Parliament and of the Council of May 17, 2017 and Implementing Regulation (EU) 2018/1212, information regarding registration for the Annual General Meeting, the granting of power of attorney and instructions to proxies appointed by the Company and the authorization of third parties may also be transmitted to the Company via intermediaries

(e.g. credit institutions) in ISO 20022 format (e.g. via SWIFT, CMDHDEMMXXX). This requires authorization via the SWIFT Relationship Management Application (RMA).

With regard to access to the InvestorPortal, shareholders should refer to the relevant information in Section III.4.

Already during registration shareholders can choose whether they

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

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

Intermediaries, shareholders' associations, proxy advisors and persons offering on a professional basis to exercise voting rights for shareholders at the General Meeting, may only exercise voting rights for shares not belonging to them, but for which they are registered with the share register as the holder, on the basis of an authorization by the shareholder.

The notice of convening of the virtual Annual General Meeting to be held on May 6, 2026, with the information pursuant to § 125 (5) German Stock Corporation Act in conjunction with Implementing Regulation (EU) 2018/1212 is sent by regular mail to all shareholders registered in the share register who have not yet agreed to have it sent by email. Shareholders who have expressly agreed to have the General Meeting documentation sent by e-mail or who have not objected to this within a reasonable period will receive the notice of the convening of the virtual Annual General Meeting by e-mail with a link to the convening notice, as well as another link to the InvestorPortal to the e-mail address they have designated for this purpose.

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

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

Orders for changes in the share register that are received by the Company after the closing date for registration in the period from 00:00 hours (CEST) on April 30, 2026, up to and including 24:00 hours (CEST) on May 6, 2026, will only be processed and taken into account with effect after the General Meeting on May 6, 2026. Accordingly, the technically relevant date regarding the number of shares held (referred to as Technical Record Date) is April 29, 2026, 24:00 hours (CEST). Acquirers of shares whose applications for changes of record of ownership are not received by the Company in due time may not exercise participation rights and voting

rights from these shares in the General Meeting, unless they are granted proxies or authorized to exercise rights in this respect.

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

### **6.1 Absentee voting (including by way of electronic communication)**

Shareholders who are registered as shareholders in the share register on the day of the General Meeting can cast their votes by absentee voting without attending the General Meeting. Only those registered shareholders who have registered in good time are entitled to exercise their voting rights by absentee voting (see above in Section III.5). Proxies, including authorized intermediaries (e.g. credit institutions), shareholders' associations, proxy advisors and persons offering on a professional basis to exercise voting rights for shareholders at the Annual General Meeting, may also utilize absentee voting.

Via the InvestorPortal at

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

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

Until 24:00 hours (CEST) on May 5, 2026 (with the date and time of receipt being decisive), absentee votes may also be sent to the Company in text form at the mail address or e-mail address specified for registration in Section III.5 above. Shareholders not using the InvestorPortal to cast their absentee votes are requested to use the reply form available at

<https://www.daimlertruck.com/agm-2026>

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

### **6.2 Voting by proxies appointed by the Company**

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

Via the InvestorPortal at

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

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

Until 24:00 hours (CEST) on May 5, 2026 (with the date and time of receipt being decisive), powers of attorney and voting instructions to the proxies appointed by the Company may also be sent in text form to the mail address or e-mail address specified for registration in Section III.5 above. Shareholders not using the InvestorPortal to issue powers of attorney and

voting instructions to the proxies appointed by the Company are requested to use the reply form available at

<https://www.daimlertruck.com/agm-2026>

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

Please note that the proxies appointed by the Company do not accept instructions on procedural motions or instructions to speak or ask questions, to submit motions or to file objections to resolutions of the General Meeting.

Proxies, including authorized intermediaries (e.g. credit institutions), shareholders' associations, proxy advisors and persons offering on a professional basis to exercise voting rights for shareholders at the General Meeting, may also be represented by the proxies appointed by the Company in exercising voting rights in accordance with their instructions, subject to any provisions to the contrary on the part of the person represented.

### **6.3 Authorization of a third party**

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

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

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

or in text form if neither an intermediary (e.g. a credit institution), nor a shareholders' association, a proxy advisor or a person offering on a professional basis to exercise voting rights for shareholders at the General Meeting are authorized. Shareholders must use the InvestorPortal or send their power of attorney and, if applicable, instructions to the mail address or e-mail address specified for registration in Section III.5 above. In case of dispatch by letter or e-mail, the reply form available at

<https://www.daimlertruck.com/agm-2026>

must be used, if possible. Use of the InvestorPortal or return of the reply form also constitutes proof of authorization vis-à-vis Daimler Truck Holding AG. If a power of attorney is granted or proof of authorization is provided to the Company by mail or e-mail, the declaration must be received by the Company by 24:00 hours (CEST) on May 5, 2026 (with the date and time of receipt being decisive).

Instructions on revoking or changing powers of attorney granted to third parties are provided in Section III.6.4 below.

§ 135 (1) to (7) German Stock Corporation Act apply to the authorization of intermediaries (e.g. credit institutions). In particular, the declaration of power of attorney must be recorded by the proxy in a verifiable manner; it must also be complete and may only contain declarations associated with the exercise of voting rights. Intermediaries may provide their own regulations on the procedure for their authorization. The same applies to shareholders' associations, proxy advisors and persons offering on a professional basis to exercise voting rights for shareholders at the General Meeting, unless the person wishing to exercise the voting right is the legal representative, spouse or life partner of the shareholder or is related to the shareholder by blood or marriage up to the fourth degree. In such cases, shareholders should consult with the intended proxy on the form of the power of attorney.

Proxies (with the exception of the proxies appointed by the Company) cannot physically attend the General Meeting. They may only exercise voting rights for shareholders they represent by absentee voting or by granting (sub-)powers of attorney and instructions to the proxies appointed by the Company. The above information applies accordingly in this respect.

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

Via the InvestorPortal at

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

absentee votes or powers of attorney and instructions to the proxies appointed by the Company, as well as any changes thereto or revocations thereof, may be submitted until the point in time determined by the Chairman of the meeting in the course of the voting process. The exact point in time will be announced by the Chairman of the meeting in due time.

Until 24:00 hours (CEST) on May 5, 2026 (with the date and time of receipt being decisive), absentee votes or powers of attorney and instructions to the proxies appointed by the Company as well as changes thereto or revocations thereof may be sent in text form to the mail address or e-mail address specified for registration in Section III.5 above. This also applies to powers of attorney and/or instructions transmitted in the ISO 20022 format by intermediaries in accordance with § 67c German Stock Corporation Act. After this point in time, revocations or changes will only be possible via the InvestorPortal. The same applies to the granting, revoking or changing of powers of attorney granted to third parties.

#### **6.5 Additional information on exercising voting rights**

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

- (1) electronically via the InvestorPortal,
- (2) pursuant to § 67c (1) and (2) sentence 3 German Stock Corporation Act in connection with Art. 2 (1) and (3) and Art. 9 (4) of Implementing Regulation (EU) 2018/1212,
- (3) by e-mail, and
- (4) by letter.

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

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

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

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

## **7. Further information on shareholder rights**

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

Shareholders whose combined shareholdings amount to not less than one twentieth of the share capital of Daimler Truck Holding AG or represent a pro rata amount of € 500,000.00 (the latter corresponding to 500,000 shares) may request that items be put on the Agenda and announced.

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

Any new item for the Agenda has to be accompanied by a stating of reasons or a resolution proposal. The motion must be addressed to the Board of Management of Daimler Truck Holding AG in writing and must be received by the Company no later than 24:00 hours (CEST) on April 5, 2026. Please send such motions to the following address:

Daimler Truck Holding AG  
Board of Management  
HPC: DTS22  
Fasanenweg 10  
70771 Leinfelden-Echterdingen, Germany

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

<https://www.daimlertruck.com/agm-2026>

and communicated to the shareholders.

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

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

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

or by e-mail to: [hv@daimlertruck.com](mailto:hv@daimlertruck.com)

We will publish counter-motions and election proposals from shareholders that pursuant to §§ 126 (1) - (3), 127 German Stock Corporation Act are required to be made accessible, including the name of the shareholder as well as the reasons to be made accessible and, if applicable, the content to be supplemented in accordance with § 127 sentence 4 German Stock Corporation Act, without undue delay upon their receipt on the Internet at

<https://www.daimlertruck.com/agm-2026>

In this respect, only such counter-motions and election proposals relating to the items on the Agenda will be considered which are received by the Company addressed as specified above no later than 24:00 hours (CEST) on April 21, 2026. Any comments by the management will also be published at the same internet address.

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

Pursuant to §§ 126 (4) and 127 sentence 1 German Stock Corporation Act, the counter-motions and election proposals published in this way are deemed to have been made at the time of publication. If the shareholder making the motion or submitting the election proposal

is not duly authorized and registered for the General Meeting, the motion need not be dealt with at the meeting.

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

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

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

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

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

prior to the General Meeting.

The following additional requirements apply to such statements:

- » Statements must be submitted in text form exclusively via the InvestorPortal no later than 24:00 hours (CEST) on April 30, 2026 (with the date and time of receipt being decisive).
- » The statements must not exceed 10,000 characters (including spaces).

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

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

We will publish the statements to be made accessible for the shareholders who are registered in the share register and have duly registered to participate in the General Meeting, or their proxies, no later than 24:00 hours (CEST) on May 1, 2026 on the InvestorPortal at

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

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

It should be noted that motions to supplement the Agenda, motions, counter-motions or election proposals, information requests or objections contained in a statement submitted prior

to the General Meeting will be disregarded. Such motions etc. are to be submitted or made or declared exclusively by the means separately indicated in this convening notice.

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

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

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

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

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

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

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

<https://www.daimlertruck.com/agm-2026>

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

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

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

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

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

The Chairman of the meeting may also impose reasonable time limits on the shareholders' right to ask questions and speak in accordance with § 14 (3) of the Articles of Incorporation of the Company (cf. in this respect already in more detail Section III.7.4).

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

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

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

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

#### **7.7 Further information**

At the internet address

<https://www.daimlertruck.com/agm-2026>

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

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

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

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

<https://www.daimlertruck.com/agm-2026>

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

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

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

## **9. UTC times**

All specified times are stated in the relevant time standard for Germany, Central European Summer Time (CEST). In relation to coordinated universal time (UTC), this means UTC = CEST minus two hours.

## **10. Information on data protection**

When shareholders and/or their proxies register for the virtual General Meeting, issue a power of attorney for voting, exercise their shareholder rights, use the InvestorPortal, or follow the audio-visual broadcast of the virtual General Meeting, we process personal data about shareholders and/or their proxy or proxies (e.g., surname and given name, date of birth, address, e-mail address, telephone number, number of shares, type of share ownership, and personal access data for using the InvestorPortal). This is done to enable shareholders or their proxies to exercise and pursue their rights in connection with the virtual General Meeting. We also process their personal data to maintain the share register and to fulfill our legal obligations in connection with holding the virtual General Meeting.

The

Daimler Truck Holding AG  
Fasanenweg 10  
70771 Leinfelden-Echterdingen, Germany  
E-Mail: [contact@daimlertruck.com](mailto:contact@daimlertruck.com)  
Phone: +49 711 8485-0

processes such data as the data controller under data protection law in accordance with the provisions of data protection law, in particular those of the EU General Data Protection Regulation (GDPR).

To the extent that we use service providers to conduct the virtual General Meeting, they process the personal data only on our behalf and are otherwise obliged to maintain confidentiality.

Where the legal requirements are met, every data subject has the right of access, rectification, restriction, erasure and, as appropriate, objection regarding the processing of their personal data at any time, as well as the right to data transmission and the right to lodge a complaint with a supervisory authority.

More information about the handling of personal data and rights under the GDPR is available on the internet at

<https://www.daimlertruck.com/agm-2026>

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

Leinfelden-Echterdingen, in March 2026

**Daimler Truck Holding AG**

Board of Management

Daimler Truck Holding AG  
Fasanenweg 10  
70771 Leinfelden-Echterdingen  
Germany  
[www.daimlertruck.com](http://www.daimlertruck.com)