

DAIMLER TRUCK

Daimler Truck Holding AG

**Statement of Position by
Management**

Annual General Meeting
on June 21, 2023

Convenience translation.
The German text is legally binding.

Statement of Position by Management to Counter motions

The Board of Management and the Supervisory Board maintain their motions as presented to the Annual General Meeting and state their positions on the counter motions of the Dachverband der Kritischen Aktionärinnen und Aktionäre (Association of Ethical Shareholders), Cologne, as follows:

Item 3: Resolution on the ratification of the Board of Management members' actions in the 2022 financial year

Merger of Mitsubishi Fuso and Hino Motors

We believe that a merger of Mitsubishi Fuso and Hino would be an important step in accelerating development of advanced technologies in the transformation of our industry towards climate neutrality.

However, Daimler Truck as well as Hino take Hino's misconduct during engine certification very seriously. As part of the planned merger of Mitsubishi Fuso and Hino Motors, this will be analyzed in detail before the transaction is implemented and also evaluated from the point of view of Daimler Truck. As part of the due diligence, Daimler Truck will have appropriate experts analyze very closely whether Hino's compliance system has adequately addressed this issue and adjusted it accordingly so that such misconduct cannot repeat itself. From an economic point of view, it is important that we have agreed with Toyota and Hino that the risks arising from the misconduct in the past will not be borne by Daimler Truck and that the legally binding contracts will provide corresponding protection mechanisms in this respect.

Against this background, the selection of the cooperation partner was in any case carried out with due care.

Ensuring compliance with the obligations from the German Supply Chain Due Diligence Act, Commitment to Human Rights

At Daimler Truck, we are strongly committed to respecting and supporting human rights, and we also expect this from our business partners throughout the entire value chain. We reaffirm our commitment to human rights in our [Declaration of Principles on Social Responsibility and Human Rights at Daimler Truck](#). The Declaration of Principles complements our demands for respecting human rights in our [Daimler Truck Code of Conduct](#). We define our requirements for respecting and supporting human rights for our

business partners in our Daimler Truck [Business Partner Standards](#).

In order to meet due diligence obligations to respect and support human rights as a company, already at the end of 2021, following the spin-off from Mercedes-Benz Group, Daimler Truck set up a Human Rights Compliance Management System (Human Rights CMS) and continuously expanded it in accordance with the requirements of the German Supply Chain Due Diligence Act, which has been in force in Germany since 2023.

With our Human Rights CMS we implement the requirements of the German Supply Chain Due Diligence Act and ensure compliance with our human rights due diligence obligations. The Human Rights CMS relates to our Group companies and majority shareholdings as well as our value chain. It is based on requirements of internationally recognised standards such as the UN Guiding Principles for Business and Human Rights, which form the basis for regulatory requirements for business and human rights worldwide.

Risk-based supply chain due diligence, such as in the form of screening of direct suppliers and audits, are an integral part of the Human Rights CMS. We also demand that our business partners – in particular our direct suppliers – comply with the Daimler Truck Business Partner Standards and communicate them to their employees and their upstream value chain. We expect our business partners to assess whether these standards are being complied with and view their implementation as an important prerequisite for successful cooperation.

Chinese joint venture BFDA essential for strengthening market position in China

Daimler Truck is relying on two strategic pillars in the Chinese market: On the one hand, Daimler Truck sells imported Mercedes-Benz trucks for special applications such as concrete pumps. On the other hand, the Beijing Foton Daimler Automotive Co. Ltd. (BFDA) joint venture sells locally produced trucks of the Auman brand in China and recently also locally produced models of the Mercedes-Benz Actros.

The import business with low four-digit sales figures only amounts to less than 1% of the total Chinese market for heavy commercial vehicles. Therefore, in the overall context of Daimler Truck's worldwide sales (in 2022: 520,000 units, without BFDA), at present it is not possible to refer to it as a high level of dependency.

With the start of local production of Mercedes-Benz heavy-duty semitrailer tractors in China for China, BFDA expanded its portfolio in 2022, investing in the acquisition of a new plant and the preparation of new infrastructure and production lines. Sales of these

locally produced Mercedes-Benz Actros vehicles are still in the ramp-up phase. However, according to current forecasts, the importance will not lead to an extremely high dependence on the Chinese market in the overall context of the Company's global activities.

Relevance of Chinese battery technology for Daimler Truck

With regard to China's pioneering role in battery technology, a certain dependence in the automotive industry can currently be seen, as Chinese companies have secured patents, pre-products and raw materials. Daimler Truck concluded a global supply agreement for lithium-ion battery cell modules for electric series-production trucks with the Chinese manufacturer CATL in 2019. This global partnership was further expanded in 2021 with a supply agreement for batteries for the Mercedes-Benz eActros 600 from 2024, which will last beyond 2030.

In addition, Daimler Truck is assessing further options to ensure a diversified and localised supply of battery cells towards 2030, particularly with the significantly increasing demand for battery-electric vehicles in Europe and North America.

Hence, Daimler Truck is investing strategically in battery technology. In May 2022, Daimler Truck agreed on a strategic partnership and cooperation in battery technology through a shareholding by way of a capital increase of around ten percent in the German high-tech machine builder Manz AG from Reutlingen. The cooperation agreement with Manz includes the construction of a pilot line for battery cells and the assembly of batteries in the "InnoLab Battery" at the Mercedes-Benz Mannheim plant.

Climate-neutral freight transport only by 2050

As one of the leading manufacturers of commercial vehicles, it is our goal to develop sustainable and therefore future-proof transport solutions for goods and passenger transport and to put them on the road. Daimler Truck is clearly committed to the Paris Agreement and to decarbonization. The most important levers for this are our products, our production and our supply chains.

With our new trucks and buses, we are aiming to be CO₂-neutral in driving operations in Europe, USA and Japan by 2039 - and worldwide by 2050. This is also the basis for our dialogue with politics. In doing so, we rely on batteries and hydrogen - and are consistently driving the expansion of these technologies. By the end of 2023, we will have ten battery-electric trucks and buses in series production worldwide.

We have also made great progress on the subject of hydrogen: We are already intensively testing the first fuel cell truck prototypes of the Mercedes-Benz GenH2 Truck on public roads in Germany and Europe - and are developing it further. In addition, we have established a fuel cell joint venture with the Volvo Group to set up one of the largest series productions of fuel cell systems in Europe. Together with strong partners, we are promoting the expansion of a nationwide charging infrastructure for CO₂-neutral

transport - for both battery-electric and hydrogen-powered vehicles. Other next steps include: the eActros 600 long-distance truck with a range of 500 kilometres from 2024. We are also working on electrifying the entire bus portfolio for the European market by 2030 - we have been offering a fully electric city bus, the Mercedes-Benz eCitaro, since 2018. We are aiming to have an electrically powered intercity bus in our portfolio from 2025 and to offer touring coaches with hydrogen-based fuel cell drives from the end of the decade. In addition, as part of the funding project "ELCH", Electrified Coach, together with partners from science and practice, funded by the German Federal Ministry of Economics and Climate Protection (BMWK), we are also working on battery-powered touring coaches, which shall be brought on the market by the end of the decade.

We live sustainability not only in the development of new emission-free vehicles, but also in production. For this reason, we are working to make production as environmentally friendly as possible and to reduce CO₂ emissions and resource consumption. In 2022, we made our European locations balance sheet CO₂-neutral - in part by purchasing CO₂-free electricity from solar, wind and hydropower. We are aiming to do this in USA, Japan and India by 2025 - and worldwide by 2039. We are also committed to continuously reducing CO₂ emissions, increasing the use of renewable energies, increasing energy and water efficiency and reducing waste at the international production sites.

Daimler Truck driver assistance systems

Daimler Truck with a presence in all important markets is one of the leading commercial vehicle manufacturers in the field of driver assistance systems, including Sideguard Assist. Sideguard Assist was introduced on the European market in 2016 in the Mercedes-Benz Actros. Sideguard Assist is now available in many other markets and vehicle models of the Mercedes-Benz, Freightliner, Western Star, FUSO and Setra brands.

The expansion of the introduction of safety systems in other vehicle models and markets is being continuously promoted.

Item 4: Resolution on the ratification of the Supervisory Board members' actions in the 2022 financial year

Responsible business with military logistics trucks

Daimler Truck generally rejects any military aggression. However, with Russia's war of attack against Ukraine contrary to international law, our society has become more aware that our freedom must also be defended by military means if necessary.

Daimler Truck is therefore also engaged in producing military logistics vehicles derived from our series-production trucks. We deliver these trucks to our business partners in strict compliance with the applicable export control and sanction regulations. In this context, it must also be taken into account that the German Federal Government applies very strict standards when deciding on the issue of export permits. In this context,

Daimler Truck is supporting Ukraine with military logistics vehicles as part of the German Federal Government's military aid.

Also when dealing with trucks, components and parts that do not require an export permit, Daimler Truck always adheres to the political line of the German Federal Government. In our awareness of our corporate and social responsibility in dealings with foreign governments or government-related organizations, we also conduct our own critical reviews; in this context, we also reject individual deals that would be legally feasible.

Due to demand, the scope of this transaction remains very small in relation to the overall business and accounts for significantly less than 1% of Group sales, so we do not disclose this business separately in the annual report.

Item 8: Resolution on the authorization to hold a virtual General Meeting pursuant to § 118a German Stock Corporation Act and on a further amendment to the Articles of Incorporation in this context

At the Annual General Meeting on 21 June 2023, an authorization is requested on the basis of which it can be decided in 2024 and 2025 to hold the Annual General Meeting virtually. This request for authorization expressly does not constitute a prejudice as to how the general meetings will be held in each of these next two years. The new legal regulations ensure that shareholders can also exercise their shareholder rights in a comprehensive manner in the virtual format. In particular, shareholders have the opportunity to follow the Annual General Meeting in video and audio via the InvestorPortal, to hold speeches live via video communication and also to exercise their right to information and to make motions in this way. In this way, shareholders can engage in a genuine interactive exchange with us.

However, the legislator has implemented in the law only two ways of holding a virtual General Meeting: the General Meeting is always held virtually on the basis of a corresponding provision of the Articles of Incorporation, or the Board of Management is authorized to decide on this. A resolution of the Annual General Meeting on the format of a specific Annual General Meeting (e.g. the one in the coming financial year) is not provided for in the German stock corporation law, and such competence could not be provided for in the Articles of Incorporation due to the principle of formal stringency of the Articles of Incorporation applicable under the German stock corporation law. The same applies to the decision on a hybrid concept.

The proposal for a resolution submitted by the administration under item 8 of the agenda does not exhaust the maximum duration of the authorization of the Board of Management for a period of up to five years provided for by law. Nonetheless, the Company is creating the conditions to test the virtual General Meeting as a contemporary meeting format in the next two years and thus to convince the shareholders that there will be no restriction of shareholders' rights even if the virtual format is chosen, but that they can be exercised

in an absolutely equivalent manner. General Meetings held in presence are not excluded by this. Rather, for the duration of the authorization, the Board of Management will decide anew for each General Meeting, taking into account all circumstances, which meeting format best serves the interests of the shareholders and the safety of the persons and property involved.

Leinfelden-Echterdingen, June 2023

Daimler Truck Holding AG

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