

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 15, 2024, at 10:00 hours (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 2023 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"¹) 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 IV. 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 Chairman of the Board of Management can also be followed by other interested parties on the internet at <https://www.daimlertruck.com/agm-2024>.

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 Carl Benz-Arena, Mercedesstraße 73d, 70372 Stuttgart, 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.

¹ 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

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 2023 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 2023 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-2024>.

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, 2023, on February 29, 2024; 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 € 5,553,708,665.84 in the 2023 financial year.

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

Dividend distribution of € 1.90 per no-par value share entitled to dividends	€	1,530,038,378.30
Allocation to retained earnings	€	3,300,000,000.00
Profit carried forward	€	723,670,287.54
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Distributable profit	€	5,553,708,665.84

The dividend claim is due for payment on May 21, 2024.

The distribution amount stated takes into account the 805,283,357 no-par value shares entitled to dividend existing on December 31, 2023. At this time, the Company held 17,668,525 treasury shares, from which it has no rights pursuant to § 71b German Stock Corporation Act. 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. This resolution proposal will still provide for a dividend of € 1.90 per no-par value share entitled to dividends. The amount of 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 to be allocated to retained earnings will remain unchanged.

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

3. Resolution on the ratification of the Board of Management members' actions for the 2023 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 2023 financial year be ratified for that period.

3.1 Martin Daum

3.2 Jochen Goetz (deceased on August 5, 2023)

3.3 Karl Deppen

3.4 Dr. Andreas Gorbach

3.5 Jürgen Hartwig

3.6 John O'Leary

3.7 Karin Rådström

3.8 Stephan Unger

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 2023 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 2023 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 Raymond Curry (until October 15, 2023)

4.6 Jacques Esculier

4.7 Akihiro Eto

4.8 Laura Ipsen

4.9 Renata Jungo Brüngger

4.10 Carmen Klitzsch-Müller

4.11 Jörg Köhlinger

4.12 John Krafcik

4.13 Jörg Lorz

4.14 Andrea Reith

4.15 Prof. Dr. h.c. Martin H. Richenhagen

4.16 Andrea Seidel

4.17 Shintaro Suzuki (since October 16, 2023)

4.18 Marie Wieck

4.19 Harald Wilhelm

4.20 Roman Zitzelsberger

4.21 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 for the annual financial statements and the auditor for the consolidated financial statements

Based on the recommendation of the Audit Committee, the Supervisory Board proposes that KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, be appointed

- a) 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 2024 financial year, as well as
- b) as auditor for the audit review of interim financial reports for the 2025 financial year in the period up to the next Annual General Meeting in the 2025 financial year.

The Audit Committee declared in its recommendation that the latter is free from undue influence by third parties and that no clause of the kind specified in Art. 16(6) EU Statutory Audit Regulation (Regulation (EU) No. 537/2014 of the European Parliament and of the Council of April 16, 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC) has been imposed on it.

6. Resolution on the approval of the remuneration report for the 2023 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 printed after the Agenda in Section II and can be downloaded from the Company's website at <https://www.daimlertruck.com/agm-2024>.

The Board of Management and the Supervisory Board propose that the remuneration report of Daimler Truck Holding AG for the 2023 financial year, which has been prepared and audited in accordance with § 162 German Stock Corporation Act, be approved.

7. Resolution on the authorization to acquire and use treasury shares and to exclude subscription and tender rights as well as cancellation of the corresponding existing authorization

The Annual General Meeting last authorized the Board of Management to acquire and use treasury shares and to exclude subscription and tender rights on November 5, 2021. This authorization expires on October 31, 2026. It forms the basis for the share buyback program resolved by the Board of Management with the consent of the Supervisory Board on July 10, 2023, and has partly been used up by this current program.

It is therefore intended that the existing authorization be cancelled and replaced by a new authorization, which is to be effective until May 14, 2029. This is intended to enable the Company to acquire treasury shares in a volume of up to 10 % of the share capital and to use these shares for all legally permissible purposes or to redeem the shares. However, due to the treasury shares held by the Company (at the time the notice convening the Annual General Meeting is submitted to the Federal Gazette the treasury shares held by the Company amount to approx. 2.35 % of the share capital), full utilization of the authorization would require the treasury shares currently held to be redeemed (or otherwise used).

The report of the Board of Management pursuant to § 186 (4) sentence 2 German Stock Corporation Act on the authorization to acquire and use treasury shares and the exclusion of subscription and tender rights is printed after the Agenda in Section III and can be downloaded from the Company's website at <https://www.daimlertruck.com/agm-2024>. The report is presented together with the report on Agenda Item 8.

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

a) Cancellation of the existing authorization

The authorization of the Board of Management to acquire and use treasury shares and to exclude subscription rights resolved by the Extraordinary General Meeting on November 5, 2021 (Roll of deeds no. 3491/2021 S of notary public Dr. Stephan Sünner, Stuttgart) under Agenda Item 7 is cancelled to the extent it has not yet been used with effect of the time the new authorization proposed below under b) to f) of this Agenda Item 7 takes effect.

b) New authorization to acquire treasury shares

The Board of Management is authorized, with the consent of the Supervisory Board, in the period until May 14, 2029, to acquire treasury shares for any permissible purpose in an extent of up to 10 % of the share capital existing at the time of the adoption of the resolution by the General Meeting or – if this value is lower – of the share capital existing at the time of the exercise of this authorization. The shares acquired on the basis of this authorization, together with other treasury shares held by the Company or attributable to it pursuant to §§ 71a et seqq. German Stock Corporation Act, may at no time exceed 10 % of the Company's share capital.

c) Method of acquisition; exclusion of the right to tender

The shares of Daimler Truck Holding AG ("Daimler Truck Holding Shares") may be acquired on the stock exchange or by means of a public purchase offer addressed to all shareholders of the Company. Public purchase offers may also be made by means of an invitation to tender.

aa) To the extent that the acquisition of the Daimler Truck Holding Shares is conducted through the stock exchange, the consideration per Daimler Truck Holding Share (not including ancillary acquisition costs) paid by the Company may not exceed by more than 10 % or fall short by more than 20 % of the share price determined in the opening auction in Xetra trading (or a functionally comparable successor system to the Xetra system) at the Frankfurt/Main Stock Exchange on the trading day.

bb) If Daimler Truck Holding Shares are acquired by way of a public purchase offer to all shareholders, the purchase price offered or the limits of the purchase price range offered per Daimler Truck Holding Share (not including ancillary acquisition costs) may not exceed by more than 10 % or fall short by more than 20 % of the arithmetic

mean of the closing auction prices in Xetra trading (or a functionally comparable successor system to the Xetra system) on the Frankfurt/Main Stock Exchange on the last three trading days prior to the date of the decision of the Board of Management on the offer or on the acceptance of offers from shareholders.

If, after the publication of a purchase offer or the publication of an invitation to tender offers, price movements occur which may be significant for the success of the purchase offer, the offer may be adjusted during the offer period or until acceptance, respectively. In this case, the 10 % limit and the 20 % limit, respectively, for exceeding or falling short of the purchase price refer to the relevant closing auction price on the last stock exchange trading day before the final decision of the Board of Management on the adjustment.

cc) The Board of Management determines the details of the relevant acquisition structure. If the number of Daimler Truck Holding Shares tendered or offered to the Company for purchase exceeds the total volume intended for purchase, the purchase may be made in proportion to the number of Daimler Truck Holding Shares tendered or offered per shareholder; in addition, preferential treatment or acceptance of small numbers of up to 100 Daimler Truck Holding Shares tendered or offered per shareholder and rounding in accordance with commercial principles may be provided for. Any further right of shareholders to tender shares is excluded in this respect.

d) Utilization of treasury shares

The Board of Management is authorized to use treasury shares that are or have been acquired on the basis of this authorization or an earlier authorization pursuant to § 71(1) sentence 1 no. 8 German Stock Corporation Act, in addition to a sale via the stock exchange or an offer to all shareholders in proportion to their shareholdings, for all other legally permissible purposes, in particular for the following purposes:

aa) With the consent of the Supervisory Board, the treasury shares may be offered and transferred against consideration in kind, in particular in connection with mergers or the (also indirect) acquisition of companies, establishments, parts of companies, participating interests in companies or other assets or claims to the acquisition of assets, including receivables from the Company or its affiliated undertakings within the meaning of §§ 15 et seqq. German Stock Corporation Act.

bb) With the consent of the Supervisory Board, the treasury shares may be disposed of in a manner other than through the stock exchange or by way of an offer to all shareholders, provided that the Shares are disposed of against cash payment at a price not significantly falling short of the stock market price of the shares of the Company with the same features at the point in time of the disposal. The computational part in the share capital attributable to the treasury shares used in this way may not exceed 10 % of the Company's share capital at the time of the adoption of the resolution by the General Meeting or – if this value is lower – at the time this authorization is exercised. In this limit, such shares are to be included that were issued during the term of this acquisition authorization until the time of its

exercise in application, either direct or *mutatis mutandis*, of § 186 (3) sentence 4 German Stock Corporation Act. Furthermore, such shares are to be included that were issued or granted or still are to be issued or granted on the basis of a convertible bond/option bond issued during the term of this acquisition authorization with the exclusion of subscription rights in accordance with § 186 (3) sentence 4 German Stock Corporation Act.

- cc) The treasury shares may be used to fulfill or secure acquisition rights or acquisition obligations in respect of shares in the Company, in particular arising from or in connection with convertible/option bonds issued by the Company or an undertaking affiliated with the Company within the meaning of §§ 15 et seqq. German Stock Corporation Act. In addition, the Board of Management is authorized to exclude the subscription right in order to grant subscription rights to the holders or creditors of conversion/option rights to shares in the Company or corresponding conversion/option obligations in order to compensate for dilution to the extent to which they would be entitled after exercising these rights or fulfilling these obligations, and to use treasury shares to satisfy such subscription rights.
- dd) The treasury shares may be issued directly or indirectly to employees of the Company or undertakings affiliated with it within the meaning of §§ 15 et seqq. German Stock Corporation Act, to members of the corporate bodies of undertakings affiliated with the Company or to third parties who transfer the beneficial ownership and/or the economic proceeds from the shares to these persons, or may be used to meet obligations arising from securities loans/securities borrowings entered into for the acquisition of these shares for one of these purposes. In particular, they may be offered, promised or transferred to the aforementioned persons for a consideration or without consideration, with the proviso that the employment relationship or relationship as a member of a corporate body must exist at the time of the offer, promise or transfer.
- ee) In addition, the treasury shares may be redeemed, without such redemption or its implementation requiring an additional resolution by the General Meeting. The redemption may be conducted by way of a capital reduction or without capital reduction by adjustment of the pro-rata amount of the other shares in the share capital. In the latter case, the Board of Management is authorized to adjust the number of shares in the Articles of Incorporation.

e) Exclusion of subscription rights

The shareholders' subscription rights in respect of treasury shares acquired by the Company are excluded to the extent that such shares are used in accordance with the authorizations set out in lit. d) aa) to dd) above. Finally, in the case of a public offer to acquire treasury shares, the subscription right for fractional amounts may be excluded.

The aggregate amount of treasury shares used subject to an exclusion of shareholders' subscription rights during the term of this authorization may not account for more than a computational part of 10 % of the share capital at the time of the adoption of the

resolution by the General Meeting or – if this value is lower – at the time this authorization is exercised. If, during the term of this authorization and until it is exercised, other authorizations to issue shares in the Company or to issue rights that enable or oblige the holder to subscribe to shares in the Company are exercised and the subscription right is excluded in this context, this is to be included in the aforementioned 10 % limit.

f) Exercise of the authorization by Group companies

The authorizations contained in this resolution may each be exercised independently of one another, on one or more occasions, individually or jointly, in whole or in part, including by undertakings affiliated with the Company within the meaning of §§ 15 et seqq. German Stock Corporation Act or by third parties acting for the account of the Company or its affiliated undertakings.

8. Resolution on the authorization for the use of derivatives in the course of the acquisition of treasury shares as well as for the exclusion of subscription and tender rights

By way of supplement to the authorization for the acquisition of treasury shares pursuant to § 71 (1) no. 8 German Stock Corporation Act proposed under Item 7 of this Agenda, an authorization is to be granted to acquire treasury shares also by using derivatives and to enter into corresponding derivatives transactions.

The report of the Board of Management pursuant to § 186 (4) sentence 2 German Stock Corporation Act on the authorization to use derivatives in connection with the acquisition of treasury shares and the exclusion of subscription and tender rights is printed after the Agenda in Section III and can be downloaded from the Company's website at <https://www.daimlertruck.com/agm-2024>. The report is presented together with the report on Agenda Item 7.

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

In addition to the authorization proposed under Agenda Item 7 to acquire treasury shares in accordance with § 71 (1) no. 8 German Stock Corporation Act, the acquisition of shares in Daimler Truck Holding AG (Daimler Truck Holding Shares) may also be carried out, in addition to the methods described there, using derivatives or derivatives may be used in which the Company undertakes to acquire treasury shares.

a) Use of derivatives

Options may be sold that obligate the Company to purchase Daimler Truck Holding Shares upon exercise of the option ("Put Options"). In addition, options may be acquired and exercised that give the Company the right to acquire Daimler Truck Holding Shares upon exercise of the option ("Call Options"). In addition, forward purchase contracts for Daimler Truck Holding Shares may be concluded where there are more than two stock exchange trading days between the conclusion of the purchase contract and the delivery

of the acquired shares. Finally, Daimler Truck Holding Shares may be acquired using a combination of these derivative instruments (hereinafter, all such arrangements are referred to as "Derivatives").

The use of Derivatives in the course of the acquisition of treasury shares requires the consent of the Supervisory Board. Such consent may be granted generally, in relation to a specific period of time or for a specific volume.

The Derivative transactions are to be concluded with an independent credit institution or undertakings operating pursuant to § 53 (1) sentence 1 or § 53b (1) or (7) German Banking Act (*Kreditwesengesetz*) or a syndicate of such credit institutions or undertakings.

In this regard, the acquisition of treasury shares using Derivatives is limited to shares in an amount of no more than 5 % of the share capital existing at the time of the adoption of the resolution by the General Meeting or – if this value is lower – the share capital existing at the time of the exercise of this authorization. This limit applies in addition to the limits relating to the share capital set out in lit. b) of Agenda Item 7. Treasury shares acquired using Derivatives are to be included in these limits. The term of a Derivative may not be more than 18 months and has to be chosen in such manner that the acquisition of the shares in exercise of the Derivative does occur after May 14, 2029.

The terms and conditions of the Derivatives must ensure that the Derivatives are only satisfied with shares acquired in compliance with the principle of equal treatment of shareholders. An acquisition via the stock exchange meets this requirement.

The purchase price per Daimler Truck Holding Share agreed in the respective Derivative which is payable upon exercise of Put Options or Call Options or in fulfillment of a forward purchase may not exceed by more than 10 % the average auction closing price of a Daimler Truck Holding Share in Xetra trading (or a functionally comparable successor system to the Xetra system) at the Frankfurt Stock Exchange on the last three exchange trading days before the conclusion of the relevant Derivative transaction, or fall short of it by more than 20 % (in each case not including ancillary acquisition costs, but taking into account the option premium received or paid, respectively).

The purchase price to be paid by the Company for Derivatives may not be significantly higher, and the sale price received by the Company for Derivatives may not be significantly lower, than the theoretical market value of the respective Derivative determined in accordance with recognized financial mathematical methods, the determination of which must take into account, among other things, the agreed Exercise Price.

b) Exclusion of the right to tender

If Derivatives are used in compliance with the above provisions, any claim of the shareholders to conclude such Derivative transactions with the Company is excluded in application, *mutatis mutandis*, of § 186 (3) sentence 4 German Stock Corporation Act.

Shareholders also have no right to conclude Derivative transactions if, in the case of an intended acquisition of treasury shares using Derivatives, a preferential offer is provided for the conclusion of Derivative transactions relating to smaller numbers of shares.

Shareholders have a right to tender their Daimler Truck Holding Shares to the Company only to the extent that the Company is obligated to purchase the shares from them under Derivative transactions concluded. Any further right to tender is excluded.

c) Utilization of treasury shares

With regard to the utilization of treasury shares that were acquired using Derivatives, the provisions stipulated under Agenda Item 7, lit. d) and e), apply *mutatis mutandis*.

d) Utilization of the authorization by Group companies

The authorizations contained in this resolution may each be exercised independently of one another, on one or more occasions, individually or jointly, in whole or in part, including by undertakings affiliated with the Company within the meaning of §§ 15 et seqq. German Stock Corporation Act or by third parties acting for the account of the Company or its affiliated undertakings.

e) Effective date of the authorization

The authorization will only take effect if the general authorization to acquire and use treasury shares proposed under Agenda Item 7 also takes effect.

II. Remuneration Report (regarding Item 6 on the Agenda)

1. Preamble

The remuneration report was jointly approved by the Supervisory Board and Board of Management of Daimler Truck Holding AG (DTHAG) in accordance with the requirements of § 162 of the German Stock Corporation Act (*Aktiengesetz - AktG*) and the recommendations of the German Corporate Governance Code (GCGC) in its version dated April 28, 2022 (published on June 27, 2022 in the *Bundesanzeiger*) and explains the main principles of the remuneration system for the Board of Management and Supervisory Board of Daimler Truck Holding AG as well as the remuneration granted and owed to the individual members for the period from January 1, 2023 to December 31, 2023 (hereinafter “reporting period” or “financial year 2023”).

2. Review of the past financial year

The year 2023 was a good and successful financial year for Daimler Truck. Further information about our milestones from the financial year 2023 can be found in the Annual Report 2023 on our company website:

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

3. Structure of remuneration to the Board of Management

The Supervisory Board has determined the remuneration for all members of the Board of Management for the financial year 2023 in accordance with the “Remuneration System 2023+”, which was presented to the Annual General Meeting on June 21, 2023 in accordance with § 120a (1) AktG and which was approved by 96.62 % of the votes cast. The remuneration granted and owed for the financial year 2023 is in line with the approved remuneration system with regard to the fixed remuneration components and the annual bonus. In addition, the remuneration system valid until December 31, 2022 applies in relation to the deferral. The PPSP tranche 2019 was awarded by Daimler AG (now: Mercedes-Benz Group AG) and comes from the remuneration system in force at the time.

The remuneration report for the financial year 2022 was approved by the Annual General Meeting on June 21, 2023 with an approval rate of 96.00 %.

3.1 Principles of remuneration

The remuneration system for the members of the Board of Management consists of fixed non-performance-related and variable performance-related remuneration components based on qualified and ambitious performance criteria, which together result in the overall remuneration of the Board of Management.

The fixed non-performance-related remuneration consists of the base salary, fringe benefits and the retirement benefit commitments of each member of the Board of Management.

The variable performance-related remuneration is in turn divided into a short-term variable remuneration (annual bonus) and a long-term variable remuneration (Virtual Share-based Equity Plan (VSEP)).

For the variable remuneration, performance criteria and targets are defined in advance by the Supervisory Board, which are derived from the strategy. It is not possible to subsequently change the performance criteria and targets. The degree of target achievement determines the amount of the actual payout to the members of the Board of Management. Outstanding performances are rewarded accordingly, while missed targets reduce the variable remuneration down to zero. Due to the generally higher weighting of the variable long-term remuneration components, the targets defined for the variable long-term remuneration components provide a higher incentive than the relevant targets for the short-term variable remuneration.

When determining the total remuneration of the individual members of the Board of Management, the situation of the Company as well as members' respective areas of activity and responsibility are taken into account. This is done in accordance with legal requirements and with a clear focus on the competition.

In the opinion of the Supervisory Board, a balanced combination of fixed (non-performance-related) and variable (performance-related) remuneration components based on adequate and ambitious performance criteria and targets, provides the Board of Management with an incentive to implement the corporate strategy and to ensure the sustained success of the Group, considering relevant competitors for the measurement of relative performance.

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Remuneration guidelines

The remuneration system in its entirety makes a significant contribution to promoting the business strategy.

The remuneration system and the performance criteria of its variable components incentivize a long-term and sustainable development of the Company.

The remuneration system makes an important contribution to linking the interests of shareholders, customers, employees and other stakeholders.

The performance of the members of the Board of Management is appropriately taken into account through adequately and ambitiously set performance criteria within the variable remuneration components (pay for performance).

When measuring the performance of the Board of Management, relevant competitors are taken into account in all variable remuneration components in order to additionally implement a relative performance measurement and thereby create incentives for outperformance.

The Supervisory Board ensures that the remuneration system of the Board of Management sets ambitious incentives and also takes into account the remuneration system of the senior executives (consistency of remuneration systems).

Current market practice is taken into account when designing the remuneration system.

Remuneration system of the Board of Management			
	Remuneration component	Description	
Fixed remuneration	Base salary	Fixed contractually agreed remuneration paid in twelve monthly instalments (Exception USA: bi-weekly payout)	
	Fringe Benefits	Mainly expenses for security services and the provision of company cars	
	Retirement benefit commitment	An annual contribution of 15% of the sum of the base salary and the total annual bonus as determined as at the end of the reporting date	
Variable remuneration	Annual bonus	Type	Short-term variable remuneration model
		Performance criteria	Tranche 2023 - 75% Financial performance criteria (target achievement: 0% - 200%) - Group-EBIT target-/actual-comparison - Free cash flow of the industrial business (FCF IB) target-/actual-comparison - 25% Non-financial (especially sustainability-related) performance criteria; target-/actual-comparison (target achievement: 0% - 200%)
		Cap	200% of the target amount
	Virtual Share-Based Equity Plan (VSEP)	Type	Long-term variable remuneration model (share price based)
		Performance period	4 years: 3-year performance period plus 1-year holding period
		Performance criteria	Tranche 2023 - 75% Financial performance criteria (target achievement: 0% - 200%) - Relative share price development - 25% Non-financial (especially sustainability-related) performance criteria; target-/actual-comparison (target achievement: 0% - 200%)
		Cap	300% of the allocated amount
	Further elements	Malus / Clawback	Partial reduction or complete elimination or reclaiming of variable remuneration possible
Stock ownership guidelines		- Depending on the function on the Board of Management, the number of shares to be held is between 20,000 and 75,000 - These shares must be held until the end of the Board of Management membership	
Benefits in the event of early termination		In the event of premature termination of the board member's activities without good cause, payments including fringe benefits should not exceed the value of two years' remuneration and should not amount to more than the remuneration for the remaining term of the service contract.	

In addition to ensuring the appropriateness of the remuneration both in terms of performance and in terms of market conformance, taking into account the size, complexity and economic situation of the Group, the focus is also on ensuring that the remuneration system of the Board of Management is consistent with the remuneration system of the management team. The latter ensures that all decision-makers pursue uniform targets, taking into account the same financial and non-financial (especially sustainability-related) aspects and driving forward the cultural and organizational development of Daimler Truck.

A specific connection between the remuneration of the members of the Board of Management and their performance (pay for performance) is of great importance for the Supervisory Board of Daimler Truck Holding AG. In addition to the strong financial performance of the Daimler Truck Group as a whole and the achievement of strategic targets, this also includes responsibility for the employees as well as for the environment and society.

3.2 Regulations from previous remuneration systems

Deferral

The medium-term remuneration provided for in the previous remuneration system, the so-called deferral, is no longer applicable in the future with the introduction of the Remuneration System 2023+ on January 1, 2023. Remaining deferral payments from previous remuneration systems that were made to the members of the Board of Management in the financial year 2023 are shown in Section 4.8. A last payment of a deferral from the financial year 2022 will take place in the financial year 2024. The deferral from the annual bonus 2021 was paid out in the financial year 2023. The relative performance of the company's shares compared to the STOXX Europe Auto Index for the deferral 2021 for the period December 31, 2021 – December 31, 2022 is 112 %.

Performance Phantom Share Plan (PPSP)

The long-term variable remuneration component known as the Performance Phantom Share Plan (PPSP) in previous remuneration systems was replaced by the Virtual Share-based Equity Plan (VSEP) with the introduction of the Remuneration System 2023+ on January 1, 2023 for the future.

However, this did not affect the ongoing PPSP tranches 2020, 2021 and 2022. The PPSP tranches 2019, 2020 and 2021 originally issued by Mercedes-Benz Group AG (formerly Daimler AG) were transferred to Daimler Truck Holding AG in 2021 through transfer agreements and will be continued by the Company. In addition, Daimler Truck Holding AG issued a PPSP tranche 2022, which will be paid out in the financial year 2026.

3.3 Review and determination of the remuneration system and the level of remuneration

For each upcoming financial year, the Presidential and Remuneration Committee prepares the review of the remuneration system and level of remuneration by the Supervisory Board and, if necessary, submits suggestions for changes to it, which the Supervisory Board then decides on. If necessary, the Presidential and Remuneration Committee and the Supervisory Board seek advice from independent external remuneration experts.

Based on the preparation and recommendations of the Presidential and Remuneration Committee, the Supervisory Board regularly reviews the remuneration system of the Board of Management members. If necessary, the Supervisory Board decides on changes.

In the event of significant changes, but at least every four years, the remuneration system is presented again to the Annual General Meeting for approval. If the Annual General Meeting does not approve the remuneration system, a revised and adjusted remuneration system has to be submitted for approval to the next ordinary Annual General Meeting at the latest.

The Supervisory Board determines the amount of the target total remuneration of the individual Board of Management members for the upcoming financial year, i.e., the sum of the base salary, the target amount of the short-term variable remuneration, the target amount of the long-term

variable remuneration as well as expenses for fringe benefits and retirement benefit commitments. The target total remuneration should be in an appropriate relationship to the responsibilities and performance of each Board of Management member and the situation of the Group. In addition, the Supervisory Board ensures that the target total compensation is appropriate to the market. For this reason, the Supervisory Board carries out both a horizontal and a vertical comparison.

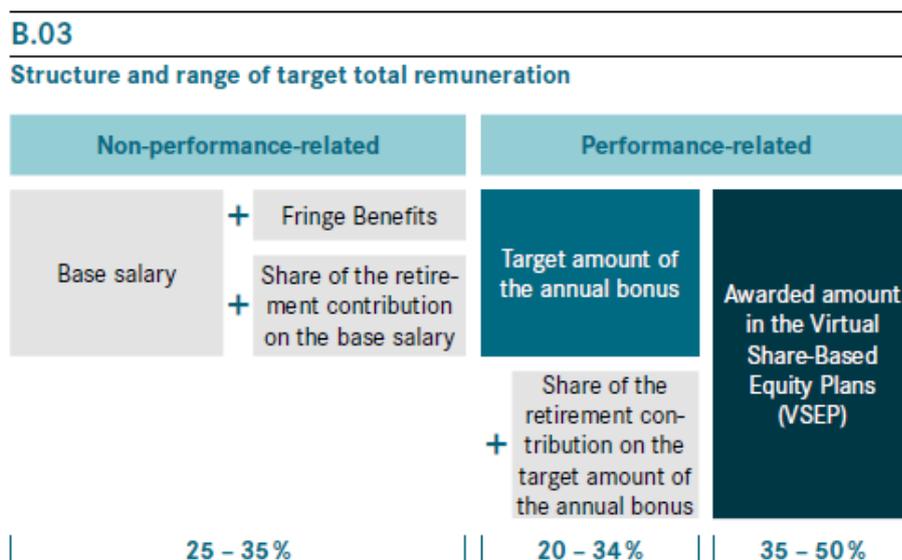
In the horizontal - external - comparison of the target total remuneration, the DAX companies and an international group of competitors were used with regard to the market position of Daimler Truck (particularly industry, size, country), and in particular the weighting of the components relative to each other and the level of the target remuneration were reviewed. The Supervisory Board came to the conclusion that the remuneration is in line with the market.

For the vertical - internal - comparison of the target total remuneration, the Supervisory Board uses the two upper management levels below the Board of Management and the workforce of Daimler Truck AG in Germany for a comparison.

In the event of significant shifts in the relationships between the remuneration of the Board of Management and the horizontal and vertical comparison groups, the Supervisory Board examines the causes and, if there are no objective reasons for such shifts, makes an adjustment to the remuneration of the Board of Management if necessary. The Supervisory Board came to the conclusion that no such adjustment is necessary.

3.4 Remuneration structure and target remuneration

The fixed base salary (with retirement benefit commitments and fringe benefits) contributes around 25-35 %, the annual bonus (with the share of the retirement benefit commitments) around 20-34 % and the variable remuneration component with long-term incentive effect (VSEP) with around 35-50 % to the target total remuneration. [↗ B.03](#)



Additional components of the non-performance-related remuneration include the retirement benefit commitments and the fringe benefits (non-cash benefits, mainly expenses borne by the company for security precautions and the provision of company cars). The pension plan contribution is currently calculated as 15 % of the sum of the base salary and the total annual bonus as determined at the end of the reporting period.

The variable remuneration, consisting of the bonus and the VSEP (with its connection to additional comparison parameters and to the share price), reflect the recommendation of the GCGC, which stipulates that the variable remuneration resulting from the achievement of long-term targets shall exceed the share from short-term targets. In addition, the Stock Ownership Guidelines (SOG) require Board of Management members to hold a certain number of real shares for the duration of their employment in accordance with the GCGC recommendation.

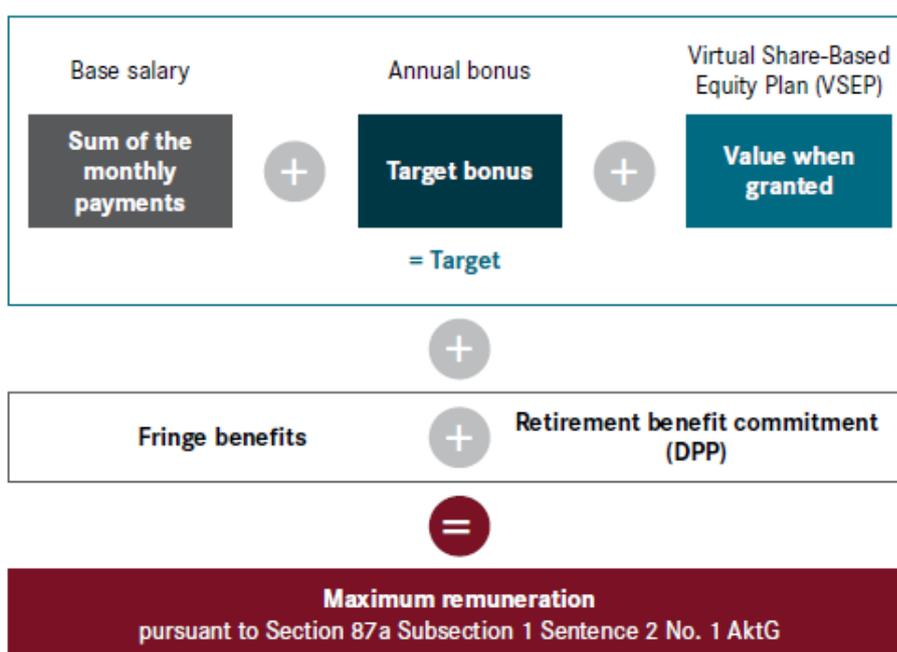
3.5 Compliance with maximum remuneration

In addition to the limits on the individual variable remuneration components of the Board of Management members, the Supervisory Board has decided on a maximum remuneration that has been checked for appropriateness in accordance with § 87a (1) sentence 2 no. 1 AktG.

The maximum remuneration for one financial year amounts to € 10,000,000 for the Chairman of the Board of Management and € 6,000,000 for an ordinary member of the Board of Management. The total of all payments (base salary, annual bonus including deferral, PPSP/VSEP) or the expense in the case of fringe benefits and retirement benefit commitments made in one year is limited to this value, regardless of when the payments are made. [↗ B.04](#)

B.04

Calculation of the maximum remuneration 2023¹



¹ The calculation of the maximum remuneration is based on the maximum achievable performance of the respective variable remuneration component (Cap Annual Bonus = 200%, Cap VSEP Gross Payout = 300%).

If the sum of the amounts paid exceeds the maximum remuneration pursuant to § 87a (1) sentence 2 no. 1 AktG, the last remuneration component to be paid out, usually the PPSP/VSEP, will be reduced.

For the financial year 2023, compliance with the specified maximum remuneration cannot be verified yet. The final payment of the VSEP tranche 2023, which was allocated to the members of the Board of Management, can only be finally published in the remuneration report for the financial year 2027, i.e. after the 4-year term.

However, Daimler Truck Holding AG ensures at all times that the maximum remuneration is not exceeded through the cap regulations for individual remuneration components. The maximum remuneration in 2021 was not exceeded. ↗ **B.05**

B.05

Calculation of the maximum remuneration 2023

	Jochen Goetz Finance and Controlling	Jürgen Hartwig Human Resources	Karin Rådström Region Europa and Latin America and the Mercedes- Benz Truck brand	John O'Leary ² Region North America and the brands Freightliner, Western Star and Thomas Built Buses	Karl Deppen ³ Truck China and the regions Japan and India with the brands FUSO and BharatBenz	Stephan Unger ⁴ Financial Services	Andreas Gorbach Truck Technology
	Remuneration December 2021	Remuneration December 2021	Remuneration December 2021	Remuneration December 2021	Remuneration December 2021	Remuneration December 2021	Remuneration December 2021
	in thousands of €	in thousands of €	in thousands of €	in thousands of €	in thousands of €	in thousands of €	in thousands of €
Base salary	54.2	54.2	54.2	59.4	54.2	54.2	54.2
Fringe benefits	9.2	2.4	10.0	2.1	5.3	0.9	4.7
Total fixed remuneration	63.4	56.6	64.2	61.5	59.4	55.0	58.8
Variable remuneration	108.3	108.3	108.3	114.8	108.3	108.3	108.3
Annual variable remuneration (50% of the Annual Bonus 2021)	51.7	51.7	51.7	51.7	51.7	51.7	51.7
Deferral (50% of the Annual Bonus 2021, paid out in 2023)	56.6	56.6	56.6	63.1	56.6	56.6	56.6
Retirement benefit expense	8.1	8.1	154.0	0.0	8.1	8.1	8.1
Total remuneration 2021	179.8	173.0	326.5	176.3	175.8	171.4	175.2
Maximum remuneration 2021	500.0	500.0	500.0	500.0	500.0	500.0	500.0

1 Presentation without Martin Daum due to outstanding PPSP payment in 2025; review of maximum remuneration therefore in 2025.

2 Two contracts (German contract with Daimler Truck Holding AG and U.S. contract with Daimler Truck North America LLC (DTNA)); a large part of the remuneration is settled via DTNA in US\$; deviation of base salary and STI due to exchange rate.

3 A large part of the remuneration is settled by Mitsubishi Fuso Truck and Bus Corp. (MFTBC).

4 A large part of the remuneration is settled by Daimler Truck Financial Services GmbH.

5 Figures may not tie due to rounding.

4. Remuneration to the Board of Management during financial year 2023

4.1 Fixed remuneration components: Base salary

The base salary is a fixed salary relating to the entire year, which is based on the area of activity and responsibility and the experience of the respective Board of Management member and is paid in twelve or, in the USA, in twenty-six installments (DTNA share).

Fringe Benefits

Fringe benefits are an additional component of the fixed remuneration. These essentially include expenses for security precautions and the provision of company cars, which can also be used privately, and the resulting non-cash benefit. In connection with Board of Management members whose place of employment is abroad, special location allowances may also apply.

➤ B.06

B.06	
Active Board of Management Members – Fringe Benefits¹	
Daum, Martin	88.0
Goetz, Jochen ²	150.2
Hartwig, Jürgen	98.7
Radström, Karin	273.8
O’Leary, John	827.5
Deppen, Karl	345.5
Unger, Stephan	34.2
Gorbach, Andreas	182.9

1 Figures may not tie due to rounding.

2 Pro rata temporis calculation (01.01.2023 - 05.08.2023) due to premature termination of the Board of Management mandate (decease).

During the reporting period, the members of the Board of Management were also covered by a directors’ and officers’ (D&O) liability insurance policy taken out by the Company in the interests of the Company for governing organs and certain executives, with a corresponding deductible in accordance with § 93 (2) AktG. The premiums were paid by the Company.

In addition, in exceptional cases, members who are newly appointed to the Board of Management can receive special payments to reimburse them for the loss of remuneration from their previous employment. No special payments were granted in financial year 2023.

Company retirement benefit plan

The Supervisory Board of Daimler Truck Holding AG has decided on a commitment to the company retirement benefit system in the Daimler Pensions Plan (DPP) for all members of the Board of Management appointed from December 2021, with the exception of the Chairman of the Board of Management Martin Daum and the member of the Board of Management John O’Leary.

The Company merely provides a commitment guarantee on the total of the contributions paid, which are invested in the capital market according to a precautionary investment concept.

The amount of the annual contributions results from a fixed percentage based on the base salary and the annual bonus for the respective financial year calculated as of the annual closing date. This percentage is currently 15 %.

The contributions to the retirement benefit system are granted until the age of 62. The benefit from the Daimler Pensions Plan is payable to surviving Board of Management members at the earliest at the age of 62, irrespective of their age upon retirement. If a member of the Board of Management retires due to disability, the benefit is paid as a disability pension, even before the beneficiary reaches the age of 62.

Payments under the retirement benefit system DPP can be made in three ways:

- » as a single amount;
- » in twelve annual installments, whereby each installment is increased from the occurrence of the insured event until payment (minimum of 1 % p.a. including any surplus shares according to the retirement commitment defined in the plan);
- » as a pension with an annual increase (minimum of 1 % p.a. including any surplus shares according to the retirement commitment defined in the plan).

The contracts specify that if a Board of Management member passes away before retiring for reason of age, the spouse/registered civil partner/named life partner, or dependent children in accordance with § 32 of the German Income Tax Act (EStG) is/are entitled to the amount credited to the DPP credit as well as a markup in the three payment options mentioned above for the remaining period until the Board of Management member reaches the calculated age of 62.

If a Board of Management member passes away after retiring for reason of age, in the case of payment of twelve annual installments the heirs are entitled to the remaining present value. In the case of a pension with benefits for surviving dependents, the spouse/registered civil partner/ named life partner is entitled to 60 % of the actual pension.

Service costs for pension obligations to Board of Management members in accordance with IFRS amounted to € 1.3 million in the financial year 2023. The present value of the total defined benefit obligation according to IFRS amounted to € 2.9 million as of December 31, 2023.

The service costs and present value of the pension obligations for each Board of Management member are displayed in the following table. [↗ B.07](#)

B.07

Active members of the Board of Management – retirement benefit commitment values pursuant to IAS 19

	Expenses IFRS (Service Cost) January – December 2023	Present value of the retirement benefit entitlement IFRS Reporting date view 31.12.2023
in thousands of €		
Daum, Martin ¹	n. a.	n. a.
Goetz, Jochen ²	162,222.00	334,777.00
Hartwig, Jürgen	215,431.00	445,496.00
Rådström, Karin ³	248,447.00	700,285.00
O’Leary, John ⁴	n. a.	n. a.
Deppen, Karl	215,680.00	444,848.00
Unger, Stephan	222,598.00	454,631.00
Gorbach, Andreas	251,785.00	513,955.00
Gesamt ⁵	1,316,163.00	2,893,992.00

1 No more contributions, commitment remained in MBG (DAG).

2 Proportionate calculation (01/01/2023 - 08/05/2023) due to early termination of the board mandate (decease).

3 Including transfer module from DTAG DPP commitment.

4 No commitments arising from his activities of the Board of DTHAG.

5 Figures may not tie due to rounding.

4.2 Variable remuneration components

The variable remuneration is intended to provide the right incentives for the members of the Board of Management to act in the interests of the corporate strategy, shareholders, customers and employees as well as other stakeholders.

In order to ensure the implementation of the corporate strategy in terms of the long-term and sustainable development of the Company, operational annual performance criteria of a financial and non-financial nature are derived, the achievement of which is incentivized via the annual bonus as short-term variable remuneration. In addition, there is the long-term oriented variable remuneration, the VSEP.

The VSEP represents the main long-term financial and non-financial performance criteria, which are primarily based on strategic targets. Achieving these targets ensures sustainable company success compared to the competition. This shall lead to long-term positive share price development for Daimler Truck Holding AG and thus also the sustainable returns for the shareholders.

Annual bonus

The annual bonus is a short-term variable remuneration component and rewards the contribution made to the operational implementation of the corporate strategy, in particular the future-oriented expansion of the business model and the sustainable orientation of the Company as a commercial vehicle manufacturer.

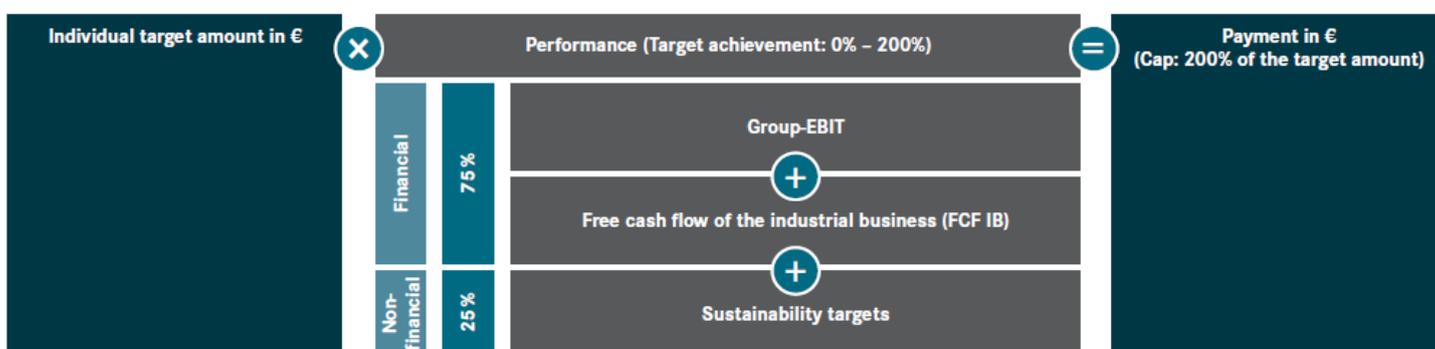
In times of comprehensive transformation, it is particularly important to align the incentives in the remuneration system with the investments required for the future. For this purpose, the Supervisory Board derives demanding and ambitious financial and non-financial performance criteria for the upcoming financial year from the strategic corporate targets.

In addition to financial performance criteria, non-financial performance criteria related to sustainability are anchored in the short-term variable remuneration. The sustainability targets help to ensure the sustainable success of the Company and contribute to Daimler Truck's role model function.

The total payout amount from the annual bonus is limited to twice (200 %) the individual target value for the corresponding financial year. The target value, which is paid out if the target is achieved by 100 %, is determined individually for the Board of Management functions. [↗ B.08](#)

B.08

Annual bonus



Performance criteria of the annual bonus - Financial performance criteria

The financial performance criteria are based on Daimler Truck's EBIT (Group-EBIT) and the free cash flow of the Industrial Business (FCF IB). The weightings of the two financial performance indicators EBIT and FCF IB of 50 % each are determined by the Supervisory Board before the start of each performance period. EBIT and FCF IB are among the most important performance indicators for Daimler Truck. The financial performance criteria are weighted at 75 % in the annual bonus.

As earnings before interest and income taxes, EBIT reflects the profit responsibility of the Group. Daimler Truck's EBIT target for the corresponding financial year is derived on the basis of the demanding medium-term return achievable by the industrial business and the financial services business as determined by the Supervisory Board and based on the competition, as well as on the basis of the growth targets.

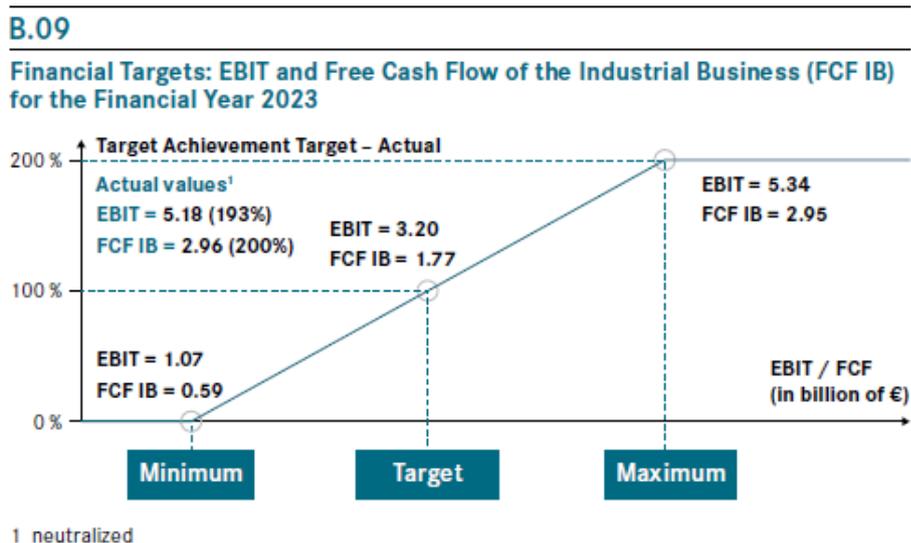
The starting point here is the turnover of the previous year for the Industrial Business or the equity of the previous year for the financial services business.

The FCF IB describes the change in liquid funds from the operating industrial business, which are available, for example, for distributions to shareholders and is therefore an important indicator of the financial strength of the entire Daimler Truck Holding AG. The target for the FCF IB for the respective financial year is determined on the basis of the defined EBIT target of

the industrial business (from the derivation of the Group-EBIT target) and a strategic target for the so-called cash conversion rate, taking a growth rate into account. The cash conversion rate represents the proportion for the period that is expected to flow into liquidity after considering the payments for the investments in research and development, property, plant and equipment and working capital required as part of the strategic growth target. The FCF IB actual value is generally determined taking into account investments in transformation, specifically in the fields of “cellcentric”, in the charging infrastructure and in the battery cell.

The result of the target achievement of the financial performance criteria for determining the payout amount can be adjusted for extraordinary developments during the year. These include, for example, significant changes to the underlying IFRS accounting standards and the associated valuation methods, acquisitions and divestments, as well as new, particularly legal, framework conditions that have a significant impact on ongoing business. Unfavorable market developments are expressly not included in the definition of the term.

The range of possible target achievement of the financial performance criteria EBIT (Group-EBIT) and FCF IB is between 0 % and 200 %. If the actual value is at or below the lower value of the range, the degree of target achievement is always 0 %, meaning a total loss of the bonus is possible. If the actual value is at or above the highest value of the range, the maximum target achievement level is 200 %. ↗ B.09



By taking into account the key performance indicators EBIT and FCF IB in the Board of Management’s remuneration, as the financial basis for achieving Daimler Truck's targets, a clear connection to the corporate strategy is created. The EBIT target value serves to focus on strengthening the global core business and the segments. The target value set for the FCF IB supports the prioritization of efficient allocation of capital.

Performance criteria of the annual bonus – Non-financial performance criteria

In addition to incentives for strong financial performance of Daimler Truck, the annual bonus also sets sustainability targets that are aligned with the ESG (Environmental, Social & Governance) framework to take all stakeholder interests into account. These take into account the increased importance of sustainable business. The non-financial performance criteria are weighted at 25 % in the annual bonus.

The sustainability targets provide information about whether and to what extent Daimler Truck implements and plans sustainable strategies on an ecological, social and entrepreneurial level and what progress Daimler Truck has already achieved in this regard.

The choice of various non-financial performance criteria ensures extensive coverage of various sustainability criteria, which are of strategic relevance for Daimler Truck.

The topics of sales of locally CO₂-free vehicles (Zero Emission Vehicles (ZEV)) and general employee wellbeing were taken into account in the variable short-term remuneration of the Board of Management in the financial year 2023. These targets, with a total weighting of 25 %, were anchored in the system with an individual weighting of 20 % for ZEV and 5 % for wellbeing.

The range of possible target achievement of the sustainability targets can also be between 0 % and 200 %. If the value actually achieved is at or below the lower value of the range, the degree of target achievement is always 0 %, meaning a total loss of the bonus is possible. If the actual value is at or above the highest value of the range, the maximum target achievement level is 200 %.

For locally CO₂-free vehicles, the sales of all electrically powered trucks and buses within the Daimler Truck Group for 2023 are examined in comparison to the targets derived from the planning.

For the wellbeing criterion, based on the results of the employee survey, it is taken into account that collaboration that is characterized by attention to health and safety creates wellbeing for each individual. Within the community, this leads to a climate of psychological safety, commitment and motivation. This represents the basis of the Group's profitability. This creates a strong incentive to consistently implement the Group's sustainable corporate strategy.

3,443 units of ZEV (eTrucks and eBuses) were sold in the financial year 2023. With a defined range of 1,000 - 5,000 units, this corresponds to a target achievement of 122 % for the Environmental target.

A measurement value of 3.66 was achieved for the social target "Wellbeing" in the financial year 2023, which corresponds to a target achievement of 155 % with a specified range of 3.35-3.75 points.

The Supervisory Board derived a joint level of target achievement for the Board of Management from the achievement of the individual sustainability targets and the strategic, organizational and structural contribution of the entire Board of Management, taking into account the economic environment and the competitive situation/positioning. For the financial year 2023,

this is 32 percentage points based on the weighting of 25 % for the weighting of the non-financial targets. [↗ B.10](#)

B.10

Overview of the defined ESG performance criteria for the 2023 financial year

Cluster	Target	Target Achievement
E Environmental	Number of ZEVs sold (eTrucks and eBuses; Group Sales target)	122 %
S Social	Wellbeing	155 %
G Governance	No criteria in 2023.	n. a.

Payout amount of the annual bonus 2023

The annual bonus 2023 will be paid in full to the members of the Board of Management in the first half of of 2024. Based on the previously presented target achievements of financial and non-financial performance criteria, this results in an overall target achievement level of 180 % and the following payout amounts. [↗ B.11](#)

B.11

Amount of the annual bonus 2023 to be paid out DTHAG¹

	Target amount thousands of € January – December 2023	Target achievement financial targets in % (75%)	Target achievement sustainability targets in % (25%)	Total Target Achievement in %	Amount to be paid out in thousands in €
Daum, Martin	1,330.0				2,394.0
Goetz, Jochen ²	395.4				711.6
Hartwig, Jürgen	665.0				1,197.0
Rådström, Karin	665.0				1,197.0
O'Leary, John ³	737.8	147.4%	32.2%	180%	1,328.0
Deppen, Karl	665.0				1,197.0
Unger, Stephan	665.0				1,197.0
Gorbach, Andreas	665.0				1,197.0
Gesamt	5,788.2				10,418.7

¹ Figures may not tie due to rounding; it is rounded up to the next highest percentage point.

² Pro rata temporis calculation due to premature termination of the Management Board mandate due to decease.

³ To determine John O'Leary's annual bonus, the basic remuneration was converted from USD to EUR. Change in fixed salary due to exchange rate.

The long-term variable remuneration

This section reports on the payout and performance criteria of the Performance Phantom Share Plan (PPSP) 2019 as well as on the new structure and allocation of the Virtual Share-based Equity Plan (VSEP) 2023, which is part of the Remuneration System 2023+, as presented at and approved by the Annual General Meeting 2023.

Basic principles of the PPSP and VSEP

Both the PPSP and the VSEP are long-term variable remuneration components that were/are generally awarded to the members of the Board of Management of Daimler Truck Holding AG in annual tranches.

At the beginning of the plan, the Supervisory Board determines an award amount in euros as part of the determination of the individual annual target total remuneration. This amount is divided by the relevant average price of the Daimler Truck Holding AG share determined over a predetermined longer period of time (initial price), which results in the number of phantom/virtual shares provisionally awarded.

Performance criteria are also set at the beginning of the plan for a period of three years (performance period). Depending on the achievement of these performance criteria with a possible range of 0 % to 200 %, the phantom/virtual shares provisionally awarded at the beginning of the plan will initially be converted into the final number of phantom/virtual shares awarded at the end of the three years.

After another year (holding period), the final number of phantom/virtual shares will be multiplied by the then applicable price (final price) of the Daimler Truck Holding AG share and the payout amount will be determined.

A dividend equivalent is awarded to each phantom/virtual share held if a dividend is distributed on Daimler Truck Holding AG shares in the relevant year. The amount of the dividend equivalent is then determined by the dividend paid on a real share of the Company in the relevant year. It is granted in the performance period for the preliminary awarded number of phantom/virtual shares and in the year of the holding period for the final number of phantom/virtual shares.

The sum for the dividend equivalent is the addition of the dividend equivalent payment of EUR 1.30 per virtual share, which was paid out for the plans 2020 to 2023 in the financial year 2023.

If a plan participant deceases during the performance period, during the holding period or after the holding period before the payment claim is due, his heirs will receive remuneration in addition to any dividend equivalents already received, which is determined by differentiated regulations in the plan conditions depending on the circumstances. As a rule, the corresponding tranche is paid out on a pro rata basis.

Final price of the PPSP 2019

For the PPSP 2019 paid out in the financial year 2023, the final price is the average opening price of the Daimler Truck Holding AG share (Xetra trading or the functionally comparable successor system of the Frankfurt Stock Exchange) between January 1, 2023 and the day before the first ordinary meeting of the Presidential and Remuneration Committee of the Supervisory Board of Daimler Truck Holding AG in 2023, but no later than the day before the Supervisory Board meeting to approve the annual financial statements for the financial year 2022.

The share price that determines the plan's payout is also decisive for the allocation of the provisional number of phantom shares for the newly issued plan in the respective year. The amount to be paid out after the end of the plan also takes into account the dividend equivalents paid out during the four-year plan term and is subject to a cap if necessary.

Performance Criteria of the PPSP 2019

The target achievement for long-term variable remuneration is measured by two performance criteria, each of which is weighted at 50 %. On the one hand, the performance criterion “relative return on sales” (RoS) is used as a performance criterion that provides incentives to ensure sustainable and profitable growth and to achieve an increase in efficiency. On the other hand, the performance criterion “relative share price performance” is used, a performance criterion that reflects the interests of the shareholders to a particular extent.

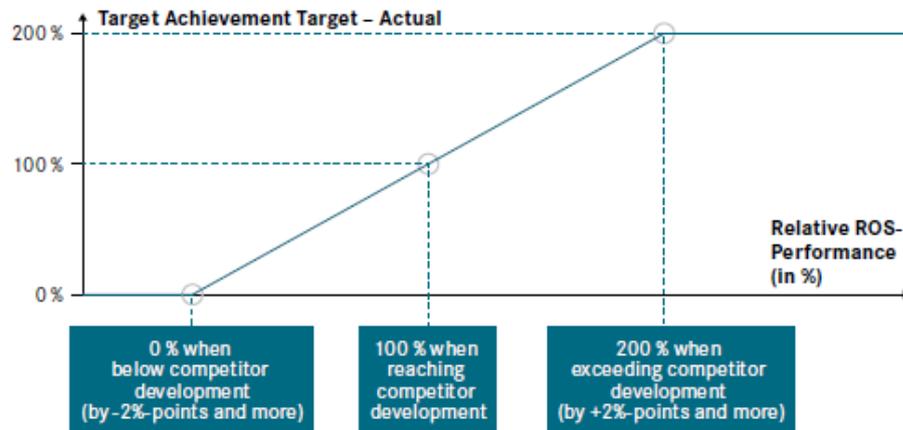
For the current PPSP 2019 up to and including 2021, the share performance and RoS for the periods up to the spin-off were based on the performance of Mercedes-Benz Group AG (former Daimler AG) and for the periods after the spin-off based on the performance of Daimler Truck Holding AG. In the period from the first trading day of the Daimler Truck Holding AG share on December 10, 2021 to December 31, 2021, the average of the prices of the shares of Mercedes-Benz Group AG (former Daimler AG) and Daimler Truck Holding AG was taken into account for the relative share price performance. The RoS performance was determined up to the period-end of 2021 based on Mercedes-Benz Group AG (former Daimler AG).

Relative return on sales (RoS)

The deviation of the average RoS according to the Consolidated Financial Statements of Mercedes-Benz Group AG (former Daimler AG) from the average RoS of the peer group (revenue weighted average) determines the amount of the target achievement RoS. If the average RoS of Mercedes-Benz Group AG (former Daimler Truck AG) corresponds to the average RoS of the peer group, the RoS target achievement is 100 %.

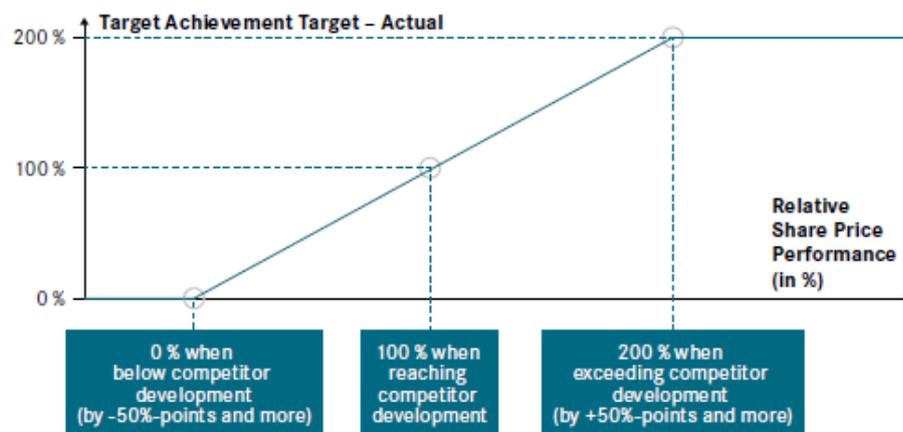
If the average RoS of Mercedes-Benz Group AG (former Daimler AG) is 2 percentage points or more below (above) the average RoS of the peer group, the RoS target achievement is 0 % (200 %). Within a range of +/-2 percentage points deviation, the target achievement RoS develops proportionally to the deviation. ➔ [B.12](#)

B.12**Financial performance criteria PPSP: Return on Sales**

**Relative share price performance**

The relative share price performance is measured by the performance of the Mercedes-Benz Group AG (former Daimler AG) share and in addition by the performance of the Daimler Truck Holding AG share between 10. December 2021 until 31. December 2021 in a three-year comparison with the performance of a defined peer group. If the performance of the share (in %) corresponds to the development of the peer group (in %), the degree of target achievement is 100 %. If the performance of the share (in %) is 50 percentage points or more below (above) the performance of the peer group, the degree of target achievement is 0 % (200 %). In the range of +/- 50 percentage points of deviation, the target achievement relative share price performance develops proportionally to the deviation. ↗ **B.13**

B.13**Financial performance criteria PPSP: Relative Share Price Performance**



Transfer and target achievement of the PPSP 2019

The PPSP tranches allocated to Martin Daum by Daimler AG (now: Mercedes-Benz Group AG) in the financial years 2019 to 2021 were transferred to the PPSP of Daimler Truck Holding AG after the Daimler Truck Group spin-off. The remaining members of the Board of Management of Daimler Truck Holding AG were not members of the Board of Management of Daimler/Mercedes-Benz Group AG at the time the PPSP tranches (2019-2021) were awarded. Therefore, within the scope of the remuneration granted and owed in accordance with § 162 AktG, the PPSP tranche 2019 is only reported for Martin Daum. [↗ B.14](#)

B.14

Overall target achievement of PPSP 2019¹

Last Name	First Name	Granted Value in Euro	Initial Price	Preliminary number of Phantom Shares (converted due to spin-off) ²	Performance- Factor (Target Achievement)	Final number of Phantom Shares	Final price	Calculated Gross payout amount PPSP 2019 in Euro	Gross payout PPSP 2019 in Euro (after Cap) ³
Daum	Martin	1,100,000	49,62	61,484	186 %	114,361	30,69	3,509,746	2,628,068

1 Figures may not tie due to rounding

2 Conversion factor from original Daimler shares to Daimler Truck Holding shares 2.7734

3 The total payout amount was limited to 2.5 times the allocation value at the start of the plan. Cap including dividend equivalent.

The payment of the PPSP 2019 is based on a combined final price of the Daimler/Mercedes-Benz Group share and the Daimler Truck Holding AG share in the period between January 1, 2023 and the day before the first ordinary meeting of the Presidential and Remuneration Committee of the Supervisory Board of Daimler Truck Holding AG in 2023, but no later than the day before the Supervisory Board meeting of Daimler Truck Holding AG to approve the Annual Financial Statements for the financial year 2022 and the allocation ratio defined for the shareholders.

The PPSP tranches 2020 and 2021 will be continued as group-specific plans following the successful spin-off of Daimler Truck. In contrast to real shares, there was no inevitable effect of the spin-off on the share price of phantom shares. In order to compensate for the loss in value of the Daimler/Mercedes-Benz Group shares resulting from the spin-off, the number of preliminary phantom shares awarded was adjusted.

The relative return on sales and relative share price performance of Daimler AG (now: Mercedes-Benz Group AG) were used as a reference value for the target achievement of the financial performance criteria for the PPSP 2019. The target achievement for Martin Daum from the PPSP 2019 was 186 %.

Allocation of the VSEP 2023

In the financial year 2023, the Board of Management of Daimler Truck Holding AG was awarded phantom shares as part of the VSEP. The individual award value was divided by the initial price of the Daimler Truck Holding AG share.

The average opening price of the Daimler Truck Holding AG share in Xetra trading on the Frankfurt Stock Exchange between January 1 and March 8, 2023 was used as the initial price. For the VSEP 2023, this initial price is € 30.69. [↗ B.15](#)

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Award of VSEP 2023 for the Board of Management members

	Grant value in thousand € 2023	Initial price in €	Number of preliminary allocated phantom shares
Daum, Martin	2,210		72,010
Goetz, Jochen	1,050		34,213
Hartwig, Jürgen	950		30,955
Rådström, Karin	950		30,955
O'Leary, John	950	30.69	30,955
Deppen, Karl	950		30,955
Unger, Stephan	950		30,955
Gorbach, Andreas	950		30,955

Performance criteria of the VSEP 2023

For the VSEP-tranche 2023, the relative share price performance in relation to the MSCI World Industrials Index will be used as the financial performance criterion. The non-financial performance criteria used are the reduction in CO2 emissions from the Daimler Truck Group's production facilities and the proportion of female executives among all executives at levels 1 to 4 of the Group. The financial performance criterion is weighted at 75 % and the non-financial performance criteria are weighted together at 25 %. The target achievement for the VSEP 2023 and the actual payout amounts will be published in the remuneration report for the 2027 financial year after the end of the three-year performance period and the one-year holding period.

If a plan participant deceases during the performance period, during the holding period or after the holding period before the payment claim is due, his heirs will receive remuneration in addition to any dividend equivalents already received, which is determined by differentiated regulations in the plan conditions depending on the circumstances. As a rule, the corresponding tranche is paid out on a pro rata basis.

4.3 Malus and Clawback Provisions

Malus and Clawback provisions are implemented in the service agreements and the VSEP plan conditions. Under these rules, a breach of the duties set out in § 93 AktG and the principles of conduct set out in the Company's Code of Conduct in the capacity of a member of the Board of Management of the Company may lead to a partial or complete reduction of the annual bonus (malus). If it is not possible to deduct the reduction amount from bonuses not yet paid out or from future bonuses, there is an obligation to repay bonuses already paid out (Clawback) in the amount of the reduction. The Supervisory Board shall decide on whether and how much

to reduce the bonus, considering the circumstances of the individual case and weighing up the interests of both parties to the agreement.

Under the VSEP terms and conditions, in the event of a demonstrable breach of the principles of conduct set out in the Company's Code of Conduct or of other service obligations up to the time of payment of the plan proceeds, a partial or full reduction of the preliminary (including adjusted) as well as the final allocated amount is possible. The Supervisory Board shall decide on any reduction.

In the financial year 2023, no circumstances were identified that would justify a reduction or Clawback of the variable remuneration. A claim for repayment was therefore not necessary.

4.4 Stock Ownership Guidelines

To further align the interests of the Board of Management and shareholders, stock ownership guidelines ("SOG") are in place as part of the Board of Management's remuneration. According to these guidelines, the members of the Board of Management are obliged to acquire Daimler Truck Holding AG shares over a period of several years until the SOG target is reached and to hold these shares for the duration of their employment. To comply with the guidelines, up to 25 % of the gross payments from the performance phantom share plans must be used each year to purchase real shares in the Company; however, shares may also be purchased in other ways.

Starting with the VSEP 2023 and the associated payout in 2027, 50 % of the gross payout must then be used to purchase real shares.

The number of shares to be acquired as well as the number of shares to be held (SOG targets) is as follows per Board of Management function:

- » Chairman of the Board of Management: 75,000
- » Chief Financial Officer: 25,000
- » Ordinary member of the Board of Management: 20,000

With the payment of the PPSP 2018 (in 2022), the members of the Board of Management have started to acquire Daimler Truck Holding AG shares to fulfill the above-mentioned SOG targets.

4.5 Benefits in the event of early termination and other contractual provisions

The service agreements of the Board of Management members are concluded for the duration of the appointment and are extended in each case for the duration of the reappointment. If the appointment as a member of the Board of Management is revoked in accordance with § 84 (4) AktG and there is a good cause (wichtiger Grund) within the meaning of § 626 of the German Civil Code (*Bürgerliches Gesetzbuch - BGB*), also the service agreement ends at the time the revocation of the appointment takes effect. In this case, the member of the Board of Management will not receive any payments for the period from the effective date of the revocation.

In the event of premature termination of the employment relationship without good cause in accordance with § 626 BGB for extraordinary termination - even if the service contract continues - payments to the member of the Board of Management, including fringe benefits, should not exceed the value of two years' remuneration and should not be more than the remuneration for the remaining term of the service agreement.

The entitlement to payment of the annual bonus only exists pro rata until the end of the Board of Management member's term of office.

The right to payment of long-term variable remuneration (PPSP/VSEP) that has already been allocated is determined by the conditions of the respective plans and the provisions in the service contracts.

In the event of the plan participant departing as a result of a mutually agreed termination of the employment relationship, a regular expiry of the contract, early retirement, retirement (including after partial retirement) or occupational disability, the plan participant shall retain the plan participant's entitlements to any dividend equivalents and to the remuneration for the entire term of the plan.

If the employment relationship ends automatically due to extraordinary termination or in the event of a revocation of the appointment or resignation from office, all claims to long-term variable remuneration (PPSP/VSEP) generally expire at the end of the employment relationship. If the employment relationship ends because the member of the Board of Management does not agree to its extension, in certain constellations claims to long-term variable remuneration (PPSP/VSEP) may expire.

Both the annual bonus and the long-term variable remuneration (PPSP/VSEP) are not paid out early in the event of early termination of the contract, but rather at the times specified in the service contract or in the respective plan conditions.

There are no commitments in the event of premature termination of the Board of Management member's activities as a result of a change of control.

4.6 Sideline activities

The Presidential and Remuneration Committee decides on the granting of prior approval for sideline activities of the Board of Management members and reports to the Supervisory Board on an ongoing and immediate basis about the approvals it has granted. Once a year, it presents the Supervisory Board with a complete list of the sideline activities of each Board of Management member for its information.

The members of the Board of Management should only take on management or supervisory board mandates and/or other administrative or voluntary functions outside of the Daimler Truck Group to a limited extent. The activities mentioned should generally serve the interests of the Company and, in particular, must not interfere with the activities of the Board of Management.

To the extent that the sideline activities involve mandates on statutory supervisory boards or comparable control bodies of commercial companies, these are listed in the Annual Report (annual financial statements) of Daimler Truck Holding AG, which is published on the Company's website. In principle, there is no entitlement to separate remuneration for the performance of mandates in the Group's companies.

4.7 Third party services

The members of the Board of Management of Daimler Truck Holding AG did not receive any benefits from third parties for their service on the Board of Management of Daimler Truck Holding AG.

4.8 Individualized disclosure of the Board of Management remuneration

The remuneration granted and owed to the individual members of the Board of Management in individual form and their relative shares in accordance with § 162 AktG can be found in the following table. [↗ B.16](#)

Both vesting- and payout-oriented reporting is carried out.

The annual bonus earned in full in the financial year 2023 will be paid out in the financial year 2024. This is reported in accordance with a vesting-oriented interpretation.

The deferral from 2021 (50 % of the 2021 annual bonus) was paid out in 2023. This is shown in accordance with the payout-oriented interpretation. Based on the "Remuneration System 2023+", which was approved at the Annual General Meeting 2023, the deferral will no longer apply in the future and will be paid out for the last time in the financial year 2024 as part of the bonus for the financial year 2022 and reported in the remuneration report 2024.

The payout-oriented interpretation logic is also chosen for the PPSP. This ensures that the actual amount can be properly reported. The PPSP tranche 2019 was paid out in the financial year 2023.

Likewise, the dividend equivalents of the PPSP 2020-2022 and VSEP 2023 that were paid out in the financial year 2023 are reported according to the payout-oriented reporting logic.

For transparent reporting, the pension expense in accordance with IAS 19 for retirement benefits is additionally disclosed, although this is not part of the remuneration granted and owed in accordance with § 162 AktG.

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Individualized remuneration disclosure for members of the Board of Management according to § 162 AktG^{1,9}

Martin Daum⁴

Chairman of the Board of Management of DTH AG

	January - December 2023		January-December 2022	
	in thousands of €	in %	in thousands of €	in %
Base salary	1,300.0	18.8 %	1,300.0	38.3 %
Fringe benefits	88.0	1.3 %	88.8	2.6 %
Total fixed remuneration	1,388.0	20.0 %	1,388.8	40.9 %
Annual variable remuneration (Fully earned annual bonus 2023 respectively Annual Bonus 2022 (without deferral))	2,394.0	34.6 %	1,300.0	38.3 %
Deferral (50 % of Annual Bonus 2021) ²	113.2	1.6 %		
Multi-year variable remuneration (PPSP Plan 2019 respectively PPSP Plan 2018)	2,628.0	38.0 %	709.7	20.9 %
Dividend Equivalent ³	400.8	5.8 %		
Variable remuneration	5,536.0	80.0 %	2,009.7	59.1 %
Total remuneration within the meaning of § 162 AktG	6,924.0	100.0 %	3,398.5	100.0 %
Retirement benefit expense	0.0		0.0	
Total remuneration (incl. retirement benefit expense)	6,924.0		3,398.5	

- 1 A portion of the total remuneration of the members of the Board of Management for the financial year 2023 by Daimler Truck Holding AG is burdened by Daimler Truck AG.
- 2 Target achievement of deferral annual bonus 2021: 112 % (before cap due to bonus regulation).
- 3 Payment of dividend equivalents from allocation of the PPSP/VSEP plans from the date of the Board of Management membership Daimler Truck Holding AG 2022-2023; for Martin Daum 2020-2023 (please see footnote 4).
- 4 As the only member of the Board of Management of Daimler Truck Holding AG, Martin Daum was already a member of the Board of Management of Daimler AG (now: Mercedes-Benz Group AG). The amount paid out under the PPSP 2019 was capped. In 2023, Martin Daum received a deferral payment of €763 thousand from Mercedes-Benz Group AG (then Daimler AG) for the year 2021 from the then existing employment relationship with the Board of Management.
- 5 Pro rata temporis calculation (01.01.2023 - 05.08.2023) due to premature termination of the Board of Management mandate (decease).
- 6 Two contracts (German contract with Daimler Truck Holding AG and U.S. contract with Daimler Truck North America LLC (DTNA)); a large part of the remuneration is settled via DTNA in US\$; deviation of base salary and STI due to exchange rate.
- 7 A large part of the remuneration is settled by Mitsubishi Fuso Truck and Bus Corp. (MFTBC).
- 8 A large part of the remuneration is settled by Daimler Truck Financial Services GmbH.
- 9 Figures may not tie due to rounding.

B.16

Individualized remuneration disclosure for members of the Board of Management according to § 162 AktG^{1,9}

Jochen Goetz⁵

Finance and Controlling

	January - December 2023		January-December 2022	
	in thousands of €	in %	in thousands of €	in %
Base salary	433.3	30.3 %	650.0	46.6 %
Fringe benefits	150.2	10.5 %	95.2	6.8 %
Total fixed remuneration	583.5	40.7 %	745.2	53.4 %
Annual variable remuneration (Fully earned annual bonus 2023 respectively Annual Bonus 2022 (without deferral))	711.6	49.7 %	650.0	46.6 %
Deferral (50 % of Annual Bonus 2021) ²	56.6	4.0 %		
Multi-year variable remuneration (PPSP Plan 2019 respectively PPSP Plan 2018)				
Dividend Equivalent ³	80.3	5.6 %		
Variable remuneration	848.5	59.3 %	650.0	46.6 %
Total remuneration within the meaning of § 162 AktG	1,432.1	100.0 %	1,395.2	100.0 %
Retirement benefit expense	162.2		226.5	
Total remuneration (incl. retirement benefit expense)	1,594.3		1,621.7	

- 1 A portion of the total remuneration of the members of the Board of Management for the financial year 2023 by Daimler Truck Holding AG is burdened by Daimler Truck AG.
- 2 Target achievement of deferral annual bonus 2021: 112 % (before cap due to bonus regulation).
- 3 Payment of dividend equivalents from allocation of the PPSP/VSEP plans from the date of the Board of Management membership Daimler Truck Holding AG 2022-2023; for Martin Daum 2020-2023 (please see footnote 4).
- 4 As the only member of the Board of Management of Daimler Truck Holding AG, Martin Daum was already a member of the Board of Management of Daimler AG (now: Mercedes-Benz Group AG). The amount paid out under the PPSP 2019 was capped. In 2023, Martin Daum received a deferral payment of €763 thousand from Mercedes-Benz Group AG (then Daimler AG) for the year 2021 from the then existing employment relationship with the Board of Management.
- 5 Pro rata temporis calculation (01.01.2023 - 05.08.2023) due to premature termination of the Board of Management mandate (decease).
- 6 Two contracts (German contract with Daimler Truck Holding AG and U.S. contract with Daimler Truck North America LLC (DTNA)); a large part of the remuneration is settled via DTNA in US\$; deviation of base salary and STI due to exchange rate.
- 7 A large part of the remuneration is settled by Mitsubishi Fuso Truck and Bus Corp. (MFTBC).
- 8 A large part of the remuneration is settled by Daimler Truck Financial Services GmbH.
- 9 Figures may not tie due to rounding.

B.16

Individualized remuneration disclosure for members of the Board of Management according to § 162 AktG^{1,9}

Jürgen Hartwig

Human Resources

	January - December 2023		January-December 2022	
	in thousands of €	in %	in thousands of €	in %
Base salary	650.0	31.3 %	650.0	48.7 %
Fringe benefits	98.7	4.8 %	34.0	2.5 %
Total fixed remuneration	748.7	36.1 %	684.0	51.3 %
Annual variable remuneration (Fully earned annual bonus 2023 respectively Annual Bonus 2022 (without deferral))	1,197.0	57.7 %	650.0	48.7 %
Deferral (50 % of Annual Bonus 2021) ²	56.6	2.7 %		
Multi-year variable remuneration (PPSP Plan 2019 respectively PPSP Plan 2018)				
Dividend Equivalent ³	72.1	3.5 %		
Variable remuneration	1,325.7	63.9 %	650.0	48.7 %
Total remuneration within the meaning of § 162 AktG	2,074.4	100.0 %	1,334.0	100.0 %
Retirement benefit expense	215.4		207.0	
Total remuneration (incl. retirement benefit expense)	2,289.8		1,541.0	

- 1 A portion of the total remuneration of the members of the Board of Management for the financial year 2023 by Daimler Truck Holding AG is burdened by Daimler Truck AG.
- 2 Target achievement of deferral annual bonus 2021: 112 % (before cap due to bonus regulation).
- 3 Payment of dividend equivalents from allocation of the PPSP/VSEP plans from the date of the Board of Management membership Daimler Truck Holding AG 2022-2023; for Martin Daum 2020-2023 (please see footnote 4).
- 4 As the only member of the Board of Management of Daimler Truck Holding AG, Martin Daum was already a member of the Board of Management of Daimler AG (now: Mercedes-Benz Group AG). The amount paid out under the PPSP 2019 was capped. In 2023, Martin Daum received a deferral payment of €763 thousand from Mercedes-Benz Group AG (then Daimler AG) for the year 2021 from the then existing employment relationship with the Board of Management.
- 5 Pro rata temporis calculation (01.01.2023 - 05.08.2023) due to premature termination of the Board of Management mandate (decease).
- 6 Two contracts (German contract with Daimler Truck Holding AG and U.S. contract with Daimler Truck North America LLC (DTNA)); a large part of the remuneration is settled via DTNA in US\$; deviation of base salary and STI due to exchange rate.
- 7 A large part of the remuneration is settled by Mitsubishi Fuso Truck and Bus Corp. (MFTBC).
- 8 A large part of the remuneration is settled by Daimler Truck Financial Services GmbH.
- 9 Figures may not tie due to rounding.

B.16

Individualized remuneration disclosure for members of the Board of Management according to § 162 AktG^{1,9}

Karin Rådström

Region Europe and Latin America and the Mercedes-Benz Truck brand

	January - December 2023		January-December 2022	
	in thousands of €	in %	in thousands of €	in %
Base salary	650.0	28.9 %	650.0	43.7 %
Fringe benefits	273.8	12.2 %	186.4	12.5 %
Total fixed remuneration	923.8	41.1 %	836.4	56.3 %
Annual variable remuneration (Fully earned annual bonus 2023 respectively Annual Bonus 2022 (without deferral))	1,197.0	53.2 %	650.0	43.7 %
Deferral (50 % of Annual Bonus 2021) ²	56.6	2.5 %		
Multi-year variable remuneration (PPSP Plan 2019 respectively PPSP Plan 2018)				
Dividend Equivalent ³	72.1	3.2 %		
Variable remuneration	1,325.7	58.9 %	650.0	43.7 %
Total remuneration within the meaning of § 162 AktG	2,249.5	100.0 %	1,486.4	100.0 %
Retirement benefit expense	248.4		253.8	
Total remuneration (incl. retirement benefit expense)	2,497.9		1,740.2	

- 1 A portion of the total remuneration of the members of the Board of Management for the financial year 2023 by Daimler Truck Holding AG is burdened by Daimler Truck AG.
- 2 Target achievement of deferral annual bonus 2021: 112 % (before cap due to bonus regulation).
- 3 Payment of dividend equivalents from allocation of the PPSP/VSEP plans from the date of the Board of Management membership Daimler Truck Holding AG 2022-2023; for Martin Daum 2020-2023 (please see footnote 4).
- 4 As the only member of the Board of Management of Daimler Truck Holding AG, Martin Daum was already a member of the Board of Management of Daimler AG (now: Mercedes-Benz Group AG). The amount paid out under the PPSP 2019 was capped. In 2023, Martin Daum received a deferral payment of €763 thousand from Mercedes-Benz Group AG (then Daimler AG) for the year 2021 from the then existing employment relationship with the Board of Management.
- 5 Pro rata temporis calculation (01.01.2023 - 05.08.2023) due to premature termination of the Board of Management mandate (decease).
- 6 Two contracts (German contract with Daimler Truck Holding AG and U.S. contract with Daimler Truck North America LLC (DTNA)); a large part of the remuneration is settled via DTNA in US\$; deviation of base salary and STI due to exchange rate.
- 7 A large part of the remuneration is settled by Mitsubishi Fuso Truck and Bus Corp. (MFTBC).
- 8 A large part of the remuneration is settled by Daimler Truck Financial Services GmbH.
- 9 Figures may not tie due to rounding.

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Individualized remuneration disclosure for members of the Board of Management according to § 162 AktG^{1,9}

John O'Leary⁶

Region North America and brands Freightliner, Western Star and Thomas Built Buses

	January - December 2023		January-December 2022	
	in thousands of €	in %	in thousands of €	in %
Base salary	728.8	24.1 %	750.7	34.0 %
Fringe benefits	827.5	27.4 %	707.0	32.0 %
Total fixed remuneration	1,556.3	51.5 %	1,457.7	66.0 %
Annual variable remuneration (Fully earned annual bonus 2023 respectively Annual Bonus 2022 (without deferral))	1,328.0	44.0 %	750.7	34.0 %
Deferral (50 % of Annual Bonus 2021) ²	63.1	2.1 %		
Multi-year variable remuneration (PPSP Plan 2019 respectively PPSP Plan 2018)				
Dividend Equivalent ³	72.1	2.4 %		
Variable remuneration	1,463.3	48.5 %	750.7	34.0 %
Total remuneration within the meaning of § 162 AktG	3,019.5	100.0 %	2,208.4	100.0 %
Retirement benefit expense	0.0		0.0	
Total remuneration (incl. retirement benefit expense)	3.019,5		2.208,4	

- 1 A portion of the total remuneration of the members of the Board of Management for the financial year 2023 by Daimler Truck Holding AG is burdened by Daimler Truck AG.
- 2 Target achievement of deferral annual bonus 2021: 112 % (before cap due to bonus regulation).
- 3 Payment of dividend equivalents from allocation of the PPSP/VSEP plans from the date of the Board of Management membership Daimler Truck Holding AG 2022-2023; for Martin Daum 2020-2023 (please see footnote 4).
- 4 As the only member of the Board of Management of Daimler Truck Holding AG, Martin Daum was already a member of the Board of Management of Daimler AG (now: Mercedes-Benz Group AG). The amount paid out under the PPSP 2019 was capped. In 2023, Martin Daum received a deferral payment of €763 thousand from Mercedes-Benz Group AG (then Daimler AG) for the year 2021 from the then existing employment relationship with the Board of Management.
- 5 Pro rata temporis calculation (01.01.2023 - 05.08.2023) due to premature termination of the Board of Management mandate (decease).
- 6 Two contracts (German contract with Daimler Truck Holding AG and U.S. contract with Daimler Truck North America LLC (DTNA)); a large part of the remuneration is settled via DTNA in US\$; deviation of base salary and STI due to exchange rate.
- 7 A large part of the remuneration is settled by Mitsubishi Fuso Truck and Bus Corp. (MFTBC).
- 8 A large part of the remuneration is settled by Daimler Truck Financial Services GmbH.
- 9 Figures may not tie due to rounding.

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Individualized remuneration disclosure for members of the Board of Management according to § 162 AktG^{1,9}

Karl Deppen⁷

Truck China and the regions Japan and India with brands FUSO and BharatBenz

	January - December 2023		January-December 2022	
	in thousands of €	in %	in thousands of €	in %
Base salary	650.0	28.0 %	650.0	40.4 %
Fringe benefits	345.5	14.9 %	310.0	19.3 %
Total fixed remuneration	995.5	42.9 %	960.0	59.6 %
Annual variable remuneration (Fully earned annual bonus 2023 respectively Annual Bonus 2022 (without deferral))	1,197.0	51.6 %	650.0	40.4 %
Deferral (50 % of Annual Bonus 2021) ²	56.6	2.4 %		
Multi-year variable remuneration (PPSP Plan 2019 respectively PPSP Plan 2018)				
Dividend Equivalent ³	72.1	3.1 %		
Variable remuneration	1,325.7	57.1 %	650.0	40.4 %
Total remuneration within the meaning of § 162 AktG	2,321.2	100 %	1,610.0	100.0 %
Retirement benefit expense	215.7		204.8	
Total remuneration (incl. retirement benefit expense)	2.536,9		1.814,8	

- 1 A portion of the total remuneration of the members of the Board of Management for the financial year 2023 by Daimler Truck Holding AG is burdened by Daimler Truck AG.
- 2 Target achievement of deferral annual bonus 2021: 112 % (before cap due to bonus regulation).
- 3 Payment of dividend equivalents from allocation of the PPSP/VSEP plans from the date of the Board of Management membership Daimler Truck Holding AG 2022-2023; for Martin Daum 2020-2023 (please see footnote 4).
- 4 As the only member of the Board of Management of Daimler Truck Holding AG, Martin Daum was already a member of the Board of Management of Daimler AG (now: Mercedes-Benz Group AG). The amount paid out under the PPSP 2019 was capped. In 2023, Martin Daum received a deferral payment of €763 thousand from Mercedes-Benz Group AG (then Daimler AG) for the year 2021 from the then existing employment relationship with the Board of Management.
- 5 Pro rata temporis calculation (01.01.2023 - 05.08.2023) due to premature termination of the Board of Management mandate (decease).
- 6 Two contracts (German contract with Daimler Truck Holding AG and U.S. contract with Daimler Truck North America LLC (DTNA)); a large part of the remuneration is settled via DTNA in US\$; deviation of base salary and STI due to exchange rate.
- 7 A large part of the remuneration is settled by Mitsubishi Fuso Truck and Bus Corp. (MFTBC).
- 8 A large part of the remuneration is settled by Daimler Truck Financial Services GmbH.
- 9 Figures may not tie due to rounding.

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Individualized remuneration disclosure for members of the Board of Management according to § 162 AktG^{1,9}

Stephan Unger⁸

Financial Services

	January - December 2023		January-December 2022	
	in thousands of €	in %	in thousands of €	in %
Base salary	650.0	32.3 %	650.0	49.0 %
Fringe benefits	34.2	1.7 %	25.6	1.9 %
Total fixed remuneration	684.2	34.0 %	675.6	51.0 %
Annual variable remuneration (Fully earned annual bonus 2023 respectively Annual Bonus 2022 (without deferral))	1,197.0	59.6 %	650.0	49.0 %
Deferral (50 % of Annual Bonus 2021) ²	56.6	2.8 %		
Multi-year variable remuneration (PPSP Plan 2019 respectively PPSP Plan 2018)				
Dividend Equivalent ³	72.1	3.6 %		
Variable remuneration	1,325.7	66.0 %	650.0	49.0 %
Total remuneration within the meaning of § 162 AktG	2,009.9	100.0 %	1,325.6	100.0 %
Retirement benefit expense	222.6		209.1	
Total remuneration (incl. retirement benefit expense)	2,232.5		1,534.7	

- 1 A portion of the total remuneration of the members of the Board of Management for the financial year 2023 by Daimler Truck Holding AG is burdened by Daimler Truck AG.
- 2 Target achievement of deferral annual bonus 2021: 112 % (before cap due to bonus regulation).
- 3 Payment of dividend equivalents from allocation of the PPSP/VSEP plans from the date of the Board of Management membership Daimler Truck Holding AG 2022-2023; for Martin Daum 2020-2023 (please see footnote 4).
- 4 As the only member of the Board of Management of Daimler Truck Holding AG, Martin Daum was already a member of the Board of Management of Daimler AG (now: Mercedes-Benz Group AG). The amount paid out under the PPSP 2019 was capped. In 2023, Martin Daum received a deferral payment of €763 thousand from Mercedes-Benz Group AG (then Daimler AG) for the year 2021 from the then existing employment relationship with the Board of Management.
- 5 Pro rata temporis calculation (01.01.2023 - 05.08.2023) due to premature termination of the Board of Management mandate (decease).
- 6 Two contracts (German contract with Daimler Truck Holding AG and U.S. contract with Daimler Truck North America LLC (DTNA)); a large part of the remuneration is settled via DTNA in US\$; deviation of base salary and STI due to exchange rate.
- 7 A large part of the remuneration is settled by Mitsubishi Fuso Truck and Bus Corp. (MFTBC).
- 8 A large part of the remuneration is settled by Daimler Truck Financial Services GmbH.
- 9 Figures may not tie due to rounding.

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Individualized remuneration disclosure for members of the Board of Management according to § 162 AktG^{1,9}

Andreas Gorbach

Truck Technology

	January - December 2023		January-December 2022	
	in thousands of €	in %	in thousands of €	in %
Base salary	650.0	30.1 %	650.0	47.2 %
Fringe benefits	182.9	8.5 %	77.2	5.6 %
Total fixed remuneration	832.9	38.6 %	727.2	52.8 %
Annual variable remuneration (Fully earned annual bonus 2023 respectively Annual Bonus 2022 (without deferral))	1,197.0	55.5 %	650.0	47.2 %
Deferral (50 % of Annual Bonus 2021) ²	56.6	2.6 %		
Multi-year variable remuneration (PPSP Plan 2019 respectively PPSP Plan 2018)				
Dividend Equivalent ³	72.1	3.3 %		
Variable remuneration	1,325.7	61.4 %	650.0	47.2 %
Total remuneration within the meaning of § 162 AktG	2,158.6	100.0 %	1,377.2	100.0 %
Retirement benefit expense	251.8		238.3	
Total remuneration (incl. retirement benefit expense)	2,410.4		1,615.5	

- 1 A portion of the total remuneration of the members of the Board of Management for the financial year 2023 by Daimler Truck Holding AG is burdened by Daimler Truck AG.
- 2 Target achievement of deferral annual bonus 2021: 112 % (before cap due to bonus regulation).
- 3 Payment of dividend equivalents from allocation of the PPSP/VSEP plans from the date of the Board of Management membership Daimler Truck Holding AG 2022-2023; for Martin Daum 2020-2023 (please see footnote 4).
- 4 As the only member of the Board of Management of Daimler Truck Holding AG, Martin Daum was already a member of the Board of Management of Daimler AG (now: Mercedes-Benz Group AG). The amount paid out under the PPSP 2019 was capped. In 2023, Martin Daum received a deferral payment of €763 thousand from Mercedes-Benz Group AG (then Daimler AG) for the year 2021 from the then existing employment relationship with the Board of Management.
- 5 Pro rata temporis calculation (01.01.2023 - 05.08.2023) due to premature termination of the Board of Management mandate (decease).
- 6 Two contracts (German contract with Daimler Truck Holding AG and U.S. contract with Daimler Truck North America LLC (DTNA)); a large part of the remuneration is settled via DTNA in US\$; deviation of base salary and STI due to exchange rate.
- 7 A large part of the remuneration is settled by Mitsubishi Fuso Truck and Bus Corp. (MFTBC).
- 8 A large part of the remuneration is settled by Daimler Truck Financial Services GmbH.
- 9 Figures may not tie due to rounding.

5. Remuneration of the Supervisory Board

Remuneration System of the Supervisory Board

The remuneration of the members of the Supervisory Board is governed by Article 10 of the Articles of Incorporation of Daimler Truck Holding AG. In accordance with § 113 (3) AktG, the remuneration system for the Supervisory Board was presented to the Annual General Meeting 2022 and approved by 99.84 % of the votes.

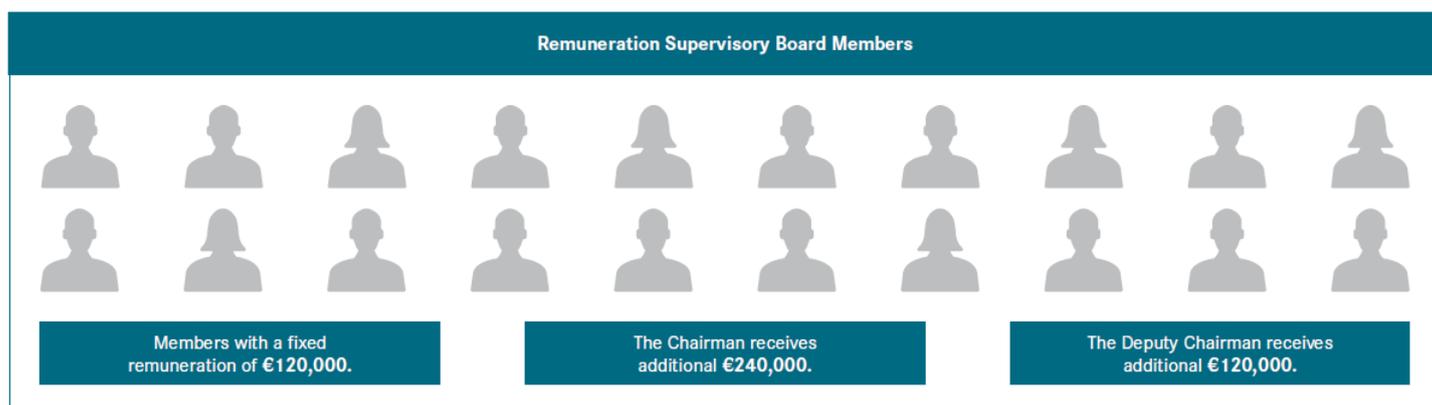
The Supervisory Board remuneration is as a fixed, function-related remuneration without variable components and appropriately takes into account the responsibilities and scope of activities of the members of the Supervisory Board. The members of the Supervisory Board receive fixed remuneration of € 120,000 after the end of the financial year.

The Chairman of the Supervisory Board receives an additional € 240,000 and the Deputy Chairman of the Supervisory Board an additional € 120,000. Membership of the Audit Committee is remunerated with an additional € 60,000, membership of the Presidential and Remuneration Committee with an additional € 50,000, and membership of other Supervisory Board committees with an additional € 24,000; in deviation from this, the Chair of the Audit Committee is remunerated with an additional € 120,000. Committee activities are remunerated for a maximum of three committees, whereby if this number is exceeded, the three highest-paid functions are decisive. Remuneration for committee activities for a financial year is conditional on the committee in question having met during that period to perform its duties.

➤ B.17

B.17

Remuneration System of the Supervisory Board



	Audit Committee	Presidential and Remuneration Committee	Further Committees
Chair	€ 120,000	€ 50,000	€ 24,000
Member	€ 60,000	€ 50,000	€ 24,000

The members of the Supervisory Board and its committees receive an attendance fee of € 1,100 for each Supervisory Board and committee meeting they attend. For several meetings of the Supervisory Board and/or its committees on one calendar day, the attendance fee is

paid only once. In addition, the members of the Supervisory Board are reimbursed for the value-added tax payable on their Supervisory Board activities and for their expenses.

In addition, the members of the Supervisory Board were also covered in the reporting period by insurance against pecuniary damage, taken out by and in the interest of the Company for corporate bodies and certain executives. The insurance premiums were paid by the Company.

With the exception of the remuneration of the employee representatives from their respective employment relationships, no remuneration was granted to members of the Supervisory Board in the financial year 2023 for personally provided services outside of the committee activities described above, in particular advisory or agency services.

The compensation granted and owed (vesting-oriented interpretation) of the individual members of the Supervisory Board in individual form as well as their relative shares can be found in the following table in accordance with § 162 AktG. [↗ B.18](#)

B.18

Disclosure of the remuneration of the members of the Supervisory Board on an individual basis pursuant to § 162 AktG¹

Incumbent Supervisory Board members (Financial Year 2023)	Fixed remuneration		Committee remuneration		Attendance fee		Total remuneration granted and owned in thousands of €
	in thousands of €	in %	in thousands of €	in %	in thousands of €	in %	
Kaeser, Joe Chairman of the Supervisory Board	360.0	79.1 %	74.0	16.3 %	20.9	4.6 %	454.9
Brecht, Michael Deputy Chairman of the Supervisory Board	240.0	64.3 %	110.0	29.5 %	23.1	6.2 %	373.1
Brosnan, Michael	120.0	47.2 %	120.0	47.2 %	14.3	5.6 %	254.3
Buschbacher, Bruno	120.0	92.4 %	0.0	0.0 %	9.9	7.6 %	129.9
Curry, Raymond (01.01.2023 -15.10.2023)	94.7	94.5 %	0.0	0.0 %	5.5	5.5 %	100.2
Esculier, Jacques	120.0	92.4 %	0.0	0.0 %	9.9	7.6 %	129.9
Eto, Akihiro	120.0	61.8 %	60.0	30.9 %	14.3	7.4 %	194.3
Ipsen, Laura	120.0	92.4 %	0.0	0.0 %	9.9	7.6 %	129.9
Jungo Brüngger, Renata	120.0	77.4 %	24.0	15.5 %	11.0	7.1 %	155.0
Klitzsch-Müller, Carmen	120.0	93.2 %	0.0	0.0 %	8.8	6.8 %	128.8
Köhlinger, Jörg	120.0	62.1 %	60.0	31.1 %	13.2	6.8 %	193.2
Krafčík, John	120.0	92.4 %	0.0	0.0 %	9.9	7.6 %	129.9
Lorz, Jörg	120.0	92.4 %	0.0	0.0 %	9.9	7.6 %	129.9
Reith, Andrea	120.0	92.4 %	0.0	0.0 %	9.9	7.6 %	129.9
Richenhagen, Martin	120.0	92.4 %	0.0	0.0 %	9.9	7.6 %	129.9
Seidel, Andrea	120.0	92.4 %	0.0	0.0 %	9.9	7.6 %	129.9
Suzuki, Shintaro (16.10.2023 - 31.12.2023)	25.3	92.0 %	0.0	0.0 %	2.2	8.0 %	27.5
Wieck, Marie L.	120.0	55.8 %	74.0	34.4 %	20.9	9.7 %	214.9
Wilhelm, Harald	120.0	61.8 %	60.0	30.9 %	14.3	7.4 %	194.3
Zitzelsberger, Roman	120.0	64.0 %	50.0	26.7 %	17.6	9.4 %	187.6
Zwick, Thomas	120.0	61.8 %	60.0	30.9 %	14.3	7.4 %	194.3

¹ Figures may not tie due to rounding

6. Comparative representation

The comparative presentation displays the annual change in the remuneration of the Board of Management, the Company's profit development, and the average remuneration of employees on a full-time equivalent basis.

The basis for calculating the development of the remuneration of the Board of Management and Supervisory Board is the remuneration granted and owed in the respective financial year in accordance with § 162 (1) sentence 1 AktG.

The development of the annual net profit of Daimler Truck Holding AG is used as indicator for the Company's profit development. The selected key performance indicator adequately reflects the profit development of Daimler Truck. In addition to the Company's profit development, the average remuneration of employees (active workforce excluding trainees and interns, those writing theses, doctoral students and working students) of Daimler Truck AG Germany on the basis of a full-time equivalent is used.

The results of the comparative presentation can be found in the tables below. [↗ B.19 – 20](#)

The comparative presentation takes into account the financial years 2023 to 2021. When comparing the years 2022 to 2021, the comparative representation shows very high percentages due to the spin-off in December 2021, as only just under a month was included in the reporting period.

B.19

Comparison of the annual changes with regards to the Board of Management Remuneration, key figures and the remuneration of employees¹

	Actual January - December 2023	Actual January - December 2022	Actual December 2021	Delta 2023 to 2022 in %	Delta 2022 to 2021 in %
values in TEUR					
Changes in Remuneration of Board of Management					
Daum, Martin	6,924.0	3,398.5	218.5	103.7 %	1,455.4 %
Goetz, Jochen ²	1,432.1	1,395.2	115.1	2.6 %	1,112.2 %
Hartwig, Jürgen	2,074.4	1,334.0	108.3	55.5 %	1,131.8 %
Rådström, Karin	2,249.5	1,486.4	115.9	51.3 %	1,182.5 %
O'Leary, John	3,019.5	2,208.4	113.2	36.7 %	1,850.9 %
Deppen, Karl	2,321.2	1,610.0	111.2	44.2 %	1,347.8 %
Unger, Stephan	2,009.9	1,325.6	116.8	51.6 %	1,034.9 %
Gorbach, Andreas	2,158.6	1,377.2	110.6	56.7 %	1,145.2 %

Entwicklung Kennzahlen

	Actual January - December 2023	Actual January - December 2022	Actual 2021 ³	Delta 2023 to 2022 in %	Delta 2022 to 2021 in %
Net profit Daimler Truck Holding AG (HGB) in Mio.€	5,262	1,362	1,206	286.3 %	12.9 %
Average remuneration employees Daimler Truck AG ⁴ (active workforce/ full-time equivalent) in thousands of €	90.0	86.0	79.4	4.7 %	8.3 %

¹ Figures might not tie due to rounding.

² Pro rata temporis calculation (01.01.2023 - 05.08.2023) due to premature termination of the Board of Management mandate (decease).

³ Net profit DTH AG Actual 2021 = short financial year (25.03.2021 - 31.12.2021).

⁴ Personnel expenses shown on the basis of the figures in the profit and loss account (Annual Report 2023).

B.20

Comparative Presentation Supervisory Board¹

Incumbent Supervisory Board Members (Financial year 2023)	Actual	Actual	Actual	Delta 2023	Delta 2022
	January - December	January - December	December 2021	to 2022	to 2021
	2023	2022		(relative)	(relative)
	in thousands of €	in thousands of €	in thousands of €	in %	in %
Kaeser, Joe Chairman of the Supervisory Board	454.9	447.2	22.8	1.7 %	1,861.4 %
Brecht, Michael Deputy Chairman of the Supervisory Board	373.1	365.4	15.6	2.1 %	2,246.8 %
Brosnan, Michael	254.3	252.1	8.3	0.9 %	2,926.4 %
Buschbacher, Bruno	129.9	127.7	8.3	1.7 %	1,433.0 %
Curry, Raymond (22.11.2022 - 15.10.2023)	100.2	14.3	n.a.	600.6 %	n.a.
Esculier, Jacques	129.9	125.5	8.3	3.5 %	1,406.6 %
Eto, Akihiro	194.3	192.1	8.3	1.1 %	2,206.1 %
Ipsen, Laura	129.9	126.6	8.3	2.6 %	1,419.8 %
Jungo Brüngger, Renata	155.0	152.8	8.3	1.4 %	1,734.3 %
Klitzsch-Müller, Carmen	128.8	126.6	8.3	1.7 %	1,419.8 %
Köhlinger, Jörg	193.2	192.1	8.3	0.6 %	2,206.1 %
Krafcik, John	129.9	127.7	8.3	1.7 %	1,433.0 %
Lorz, Jörg	129.9	127.7	8.3	1.7 %	1,433.0 %
Reith, Andrea	129.9	127.7	8.3	1.7 %	1,433.0 %
Richenhagen, Martin	129.9	127.7	8.3	1.7 %	1,433.0 %
Seidel, Andrea (22.11.2022 - 31.12.2023)	129.9	14.3	n.a.	808.4 %	n.a.
Suzuki, Shintaro (16.10.2023 - 31.12.2023)	27.5	n.a.	n.a.	n.a.	n.a.
Wieck, Marie L.	214.9	207.2	8.3	3.7 %	2,387.4 %
Wilhelm, Harald	194.3	192.1	8.3	1.1 %	2,206.1 %
Zitzelsberger, Roman	187.6	182.1	8.3	3.0 %	2,086.1 %
Zwick, Thomas	194.3	192.1	8.3	1.1 %	2,206.1 %

Figures may not tie due to rounding

For the Board of Management (03/2024):

Martin Daum
Chairman of the Board of Management Daimler Truck Holding AG,
additionally responsible for Finance and Controlling

For the Supervisory Board (03/2024):

Joe Kaeser
Chairman of the Supervisory Board Daimler Truck Holding AG

Independent Auditor's Assurance Report on Examination of the Remuneration Report pursuant to Section 162 (3) AktG

To Daimler Truck Holding AG, Stuttgart,

Opinion

We have formally examined the remuneration report of Daimler Truck Holding AG for the financial year from January 1 to December 12, 2023, to determine whether the disclosures pursuant to Section 162 (1) and (2) AktG have been made in the remuneration report. In accordance with Section 162 (3) AktG, we have not examined the content of the remuneration report.

In our opinion, the accompanying remuneration report complies, in all material respects, with the disclosure requirements pursuant to Section 162 (1) and (2) AktG. Our opinion does not cover the content of the remuneration report.

Basis for Opinion

We conducted our examination of the remuneration report in compliance with Section 162 (3) AktG taking into account the *IDW assurance standard: Examination of the remuneration report pursuant to Section 162 (3) AktG (IDW AsS 870 (09.2023))*. Our responsibilities under this regulation and this standard are further described in the "Our Responsibilities" Section of our assurance report. Our audit firm has applied the IDW Standard on Quality Management 1: Requirements for Quality Management in Audit Firms (IDW QMS 1). We have complied with our professional duties pursuant to the German Public Accountants Act [WPO] and the Professional Charter for Auditors/Chartered Accountants [BS WP/vBP], including the independence requirements.

Responsibilities of the Management Board and the Supervisory Board

The management and the Supervisory Board of Daimler Truck Holding AG are responsible for the preparation of the remuneration report, including the related disclosures, in accordance with the requirements of Section 162 AktG. The management and the Supervisory Board are also responsible for such internal control as they have determined necessary to enable the preparation of the remuneration report that is free from material misstatement, whether due to fraud (i.e., fraudulent financial reporting and misappropriation of assets) or error.

Our Responsibilities

Our objectives are to obtain reasonable assurance about whether the remuneration report complies, in all material respects, with the disclosure requirements pursuant to Section 162 (1) and (2) AktG, and to issue an assurance report that includes our opinion.

We planned and performed our examination to obtain evidence about the formal completeness of the remuneration report by comparing the disclosures made in the remuneration report with the disclosures required by Section 162 (1) and (2) AktG. In accordance with Section 162 (3) AktG, we have not examined whether the disclosures are correct or individual disclosures are complete or whether the remuneration report is fairly presented.

Handling Potential Misleading Presentations

In connection with our examination our responsibility is to read the remuneration report by taking into account the findings of the audit of the annual financial statements and, in doing so, remain alert for indications of misleading presentations in the remuneration report to determine whether the disclosures are correct or individual disclosures are complete or whether the remuneration report is fairly presented.

If, based on the work we have performed, we conclude that there is such misrepresentation, we are required to report that fact. We have nothing to report in this regard.

Stuttgart, February 29, 2024

KPMG AG

Wirtschaftsprüfungsgesellschaft

[Original German version signed by:]

Pritzer

Wirtschaftsprüfer

[German Public Auditor]

Rohrbach

Wirtschaftsprüfer

[German Public Auditor]

III. Report of the Board of Management regarding Items 7 and 8 on the Agenda

With regard to items 7 and 8 on the Agenda, the Board of Management submits the following summary report in accordance with § 71 (1) no. 8 sentence 5 in conjunction with § 186 (4) sentence 2 German Stock Corporation Act on the exclusion of subscription rights and tender rights for the acquisition and disposal of treasury shares:

1. Overview

The Annual General Meeting last authorized the Board of Management to acquire and use treasury shares and to exclude subscription and tender rights on November 5, 2021. This authorization expires on October 31, 2026. It forms the basis for the share buyback program resolved by the Board of Management with the consent of the Supervisory Board on July 10, 2023, and has partly been used up by this current program.

It is therefore intended that the existing authorization be cancelled and replaced by a new authorization, which is to be effective until May 14, 2029. This is intended to enable the Company to acquire treasury shares in a volume of up to 10 % of the share capital and to use these shares, in addition to a sale via the stock exchange or an offer to all shareholders in proportion to their shareholdings, for all other legally permissible purposes, in particular to finance mergers and acquisitions, to sell them to third parties for cash, to fulfil or secure acquisition rights or acquisition obligations from convertible bonds/option bonds or to pass them on to employees or members of corporate bodies, or to redeem the shares. The authorization under Agenda Item 7 is intended to give the Company the greatest possible flexibility and, by means of the supplementary authorization under Agenda Item 8, also to allow the Company – as was the case before – to acquire treasury shares by means of derivatives.

However, due to the treasury shares held by the Company (at the time the notice convening the Annual General Meeting is submitted to the Federal Gazette the treasury shares held by the Company amount to approx. 2.35 % of the share capital), full utilization of the authorization would require the treasury shares currently held to be redeemed (or otherwise used).

2. Acquisition of treasury shares and exclusion of the right to tender

In addition to acquisition via the stock exchange, it is intended that it will also be possible for treasury shares to be acquired by means of a public purchase offer or a public invitation to submit offers, by the Company itself or by companies affiliated with it within the meaning of §§ 15 et seqq. German Stock Corporation Act or by third parties acting for its or their account.

If the number of Daimler Truck Holding Shares tendered or offered to the Company for purchase exceeds the total volume intended for purchase, the purchase may be made –instead of in proportion to the number of shares held – in proportion to the number of Daimler Truck Holding Shares tendered or offered per shareholder; in addition, preferential treatment or acceptance of small numbers of up to 100 Daimler Truck Holding Shares tendered or offered per shareholder and rounding in accordance with commercial principles may be provided for. Any

further right of shareholders to tender shares is excluded in this respect. These provisions serve to simplify the allocation procedure. The Board of Management considers the exclusion of any further tender rights of the shareholders to be objectively justified and reasonable vis-à-vis the shareholders.

3. Use of treasury shares with an exclusion of subscription rights

The possibility is to be created for the treasury shares acquired on the basis of the authorization by the General Meeting of May 15, 2024, or on the basis of an earlier authorization by the General Meeting, to be used in defined cases with an exclusion of shareholders' subscription rights:

- » According to the authorization proposed under Agenda Item 7 lit. d) aa), the Board of Management is to have the option, subject to the consent of the Supervisory Board, to offer and transfer treasury shares as consideration in kind and thus to use them as consideration, in particular in connection with mergers or the (also indirect) acquisition of companies, establishments, parts of companies, participating interests in companies or other assets or claims to the acquisition of assets, including receivables from the Company or its affiliated companies within the meaning of §§ 15 et seqq. German Stock Corporation Act. The international competition and the globalization of the economy require this form of consideration. The proposed authorization is therefore intended to give the Company the necessary flexibility to be able to take advantage of acquisition opportunities that arise quickly, flexibly and in a manner that preserves liquidity. The proposed exclusion of shareholders' subscription rights takes this into account. When determining the valuation ratio, the Company will ensure that the interests of the shareholders are adequately protected, taking into account the stock exchange price, but without any mathematical link to it. Currently, there are no specific plans to utilize this authorization.
- » Furthermore, according to the authorization proposed under Agenda Item 7 lit. d) bb), the Board of Management is to be enabled, subject to the consent of the Supervisory Board, to sell treasury shares to third parties in a manner other than on the stock exchange or by way of an offer to all shareholders against payment in cash, e.g. to institutional investors or to tap new groups of investors. The prerequisite for such a sale is that the price achieved is not significantly lower than the stock market price of shares in the Company with the same features at the time of the sale (not including ancillary acquisition costs). The possibility of selling repurchased treasury shares for cash subject to an exclusion of the shareholders' subscription rights serves the Company's interest in achieving the best possible price when selling the treasury shares. The exclusion of the subscription right facilitates a placement close to the stock exchange price, so that the usual discount for subscription right issues does not apply. The immediate inflow of funds avoids the uncertainty of future stock market developments. The computational part in the share capital attributable to shares sold in this way may not exceed a total of 10 % of the Company's share capital at the time of the adoption of the resolution by the General Meeting or – if this value is lower – at the time the authorization to sell treasury shares with an exclusion of subscription rights is exercised.

By basing the selling price on the stock exchange price, the interest in protecting against dilution is taken into account and the economic and voting right interests of the shareholders are adequately safeguarded. When determining the selling price, the management will endeavor to keep any discount from the stock exchange price as low as possible, taking into account market conditions. In principle, the shareholders have the option of maintaining their shareholding quota by purchasing additional shares on the stock exchange, while the Company is given further room for maneuver in the interests of all shareholders in order to take advantage of favorable stock market situations at short notice.

The inclusion clause provided for ensures that the number of treasury shares sold subject to a simplified exclusion of subscription rights in application, *mutatis mutandis*, of § 186 (3) sentence 4 German Stock Corporation Act, together with other shares issued in direct or analogous application of this provision subject to the exclusion of shareholders' subscription rights during the term of the acquisition authorization until the authorization to exclude subscription rights for the use of acquired treasury shares is exercised, does not exceed the limit of 10 % of the share capital. In addition, such shares are also to be included which were issued or are yet to be issued to satisfy conversion/option rights or conversion/option obligations under convertible/option bonds, provided that the bonds concerned were issued during the term of the acquisition authorization in application, *mutatis mutandis*, of § 186 (3) sentence 4 German Stock Corporation Act. Currently, there are no specific plans to utilize this authorization.

- » Furthermore, according to the authorization proposed under Agenda Item 7 lit. d) cc), the Company is to be enabled to use acquired treasury shares to fulfill or secure acquisition rights or acquisition obligations in respect of shares in the Company, in particular arising from or in connection with convertible and/or option bonds issued by the Company or an undertaking affiliated with the Company within the meaning of §§ 15 et seqq. German Stock Corporation Act ("Bonds"). This ensures an even more flexible handling and allows the typical dilution effect associated with a capital increase to be avoided by avoiding the issue of additional shares. The Board of Management will give due consideration to the interests of the shareholders when deciding whether to issue new shares or treasury shares when satisfying such acquisition rights or acquisition obligations. The same applies to the question of the – possibly also exclusive – option of satisfying Bonds with treasury shares. In all such cases, the shareholders' subscription rights to the treasury shares must be excluded. This also applies to the granting of a form of protection against dilution that is customary in the market, insofar as the holders or creditors of conversion/option rights in respect of shares in the Company or corresponding conversion/option obligations in the case of subscription right issues by the Company are granted shares to the extent to which they would be entitled after having already exercised these rights or fulfilled these obligations.
- » Besides, according to the authorization proposed under Agenda Item 7 lit. d) dd), the possibility is also to be created to issue treasury shares directly or indirectly to employees of the Company or of undertakings affiliated with it within the meaning of §§ 15 et seqq. German Stock Corporation Act, to members of corporate bodies of undertakings affiliated

with the Company or to third parties who transfer the economic ownership and/or the economic proceeds from the shares to these persons. The issue of shares to this group of persons strengthens the identification of the beneficiaries with the Company and the ownership culture within the Company. This is in the interest of the Company. The same applies to the exclusion of subscription rights required for this use. In order to facilitate the handling of the issue of shares for this purpose, the Company is also to be enabled to procure the shares required for this purpose by way of acquiring treasury shares by means of securities loans/securities borrowings and, if necessary, to use treasury shares to satisfy the lenders'/borrowers' claims for repayment.

The aggregate amount of treasury shares used subject to an exclusion of shareholders' subscription rights during the term of this authorization may not account for more than a computational part of 10 % of the share capital at the time of the adoption of the resolution by the General Meeting or – if this value is lower – at the time the authorization is exercised. If, during the term of the authorization and until it is exercised, other authorizations to issue or dispose of shares in the Company or to issue rights that enable or oblige the holder to subscribe to shares in the Company are exercised and the shareholders' subscription right is excluded in this context, this is to be included in the aforementioned 10 % limit, with the consequence that the total amount of the shares issued or disposed of subject to an exclusion of subscription rights may not exceed 10 % of the share capital. In this way, shareholders are additionally protected against dilution of their existing shareholding.

Finally, according to the authorization proposed under Agenda Item 7 lit. d) ee), the possibility is to be created to redeem treasury shares also without a new resolution by the General Meeting. The redemption is to be made possible with or without a reduction of the share capital as decided by the competent corporate bodies, with the pro rata amount per share of the share capital increasing in the latter case. In this case, the Board of Management is authorized to adjust the number of shares stated in the Articles of Incorporation.

4. Acquisition of treasury shares using derivatives

The authorization proposed under Agenda Item 8 is intended to give the Company the additional option, with the consent of the Supervisory Board, of acquiring treasury shares also by using derivatives. By means of these additional alternative courses of action, the Company expands its general possibilities for structuring the acquisition of treasury shares in an optimal manner. The use of Put Options, Call Options and forward purchases as well as a combination of these instruments (hereinafter collectively referred to as "Derivatives") may – also in combination with otherwise permissible transactions not covered by this authorization – be advantageous for the Company compared to the direct acquisition of the shares.

The authorization proposed under Agenda Item 8 does not lead to an extension of the maximum limit for the acquisition of treasury shares provided for in Agenda Item 7 lit. b) of up to a total of 10 % of the share capital existing at the time of the adoption of the resolution by the General Meeting or – if this value is lower – at the time the authorization is exercised, but merely enables the acquisition of treasury shares using derivative financial instruments within this framework up to an additional maximum limit of 5 % of the share capital existing at the time of the adoption

of the resolution by the Annual General Meeting or – if this value is lower – at the time this authorization is exercised.

The Derivative transactions are to be concluded with an independent credit institution or an undertaking operating pursuant to § 53 (1) sentence 1 or § 53b (1) or (7) German Banking Act or a syndicate of such credit institutions or undertakings. The term of the Derivatives has to be chosen in such manner that under the terms and conditions of the Derivatives the acquisition of the shares does occur after May 14, 2029. This will ensure that the Company does not acquire any more treasury shares on the basis of this authorization after the expiry of the authorization, which is valid until May 14, 2029. In addition, the term of the individual Derivatives is limited to 18 months.

When selling Put Options, the Company grants to the acquirer of the Put Options the right to sell Daimler Truck Holding Shares to the Company at a price determined in the Put Option ("Exercise Price"). As a so-called writer (*Stillhalter*), the company is obliged to acquire the number of Daimler Truck Holding Shares stipulated in the Put Option at the Exercise Price. In return, the Company receives an option premium on the sale of the Put Option which, taking into account the Exercise Price, the term of the option and the volatility of the Daimler Truck Holding Share, essentially corresponds to the value of the right to sell. If the Put Option is exercised, the option premium paid by the acquirer of the Put Option reduces the total consideration paid by the Company for the acquisition of the Daimler Truck Holding Share. Exercising the Put Option is economically sensible for the beneficiary if the market price of the Daimler Truck Holding Share is lower than the Exercise Price, as the beneficiary is then able to sell the shares to the Company at the higher Exercise Price. From the perspective of the Company, the share buyback using Put Options has the advantage that the Exercise Price is already determined on the date the Option is entered into, whereas the liquidity outflow only occurs on the exercise date. In addition, the purchase price of the Daimler Truck Holding Shares for the Company is lower than the share price at the time the Option was concluded due to the option premium received. If the Option is not exercised, because the share price on the exercise date is higher than the Exercise Price, the Company is unable to acquire treasury shares in this manner. However, it still retains the option premium received on the date on which the Option was concluded.

When acquiring a Call Option, the Company receives the right, against payment of an option premium, to purchase a previously determined number of Daimler Truck Holding Shares at a previously determined price ("Exercise Price") from the seller of the Option, the writer (*Stillhalter*). The Company thus purchases the right to acquire its own shares. Exercising the Call Option is economically sensible for the Company if the market price of the Daimler Truck Holding Shares is higher than the Exercise Price, as it is then able to purchase the shares from the writer at the lower Exercise Price.

In the case of forward purchases, under the agreement with the forward seller the Company acquires the Daimler Truck Holding Shares on a specific date in the future at the purchase price determined when the forward purchase is concluded. It may be appropriate for the Company to enter into forward purchases if it wishes to secure a requirement for its own shares at a forward date at a particular price level.

The terms and conditions of the Derivatives must ensure that the Derivatives are only satisfied with shares acquired in compliance with the principle of equal treatment, with an acquisition via the stock exchange meeting this requirement. This requirement ensures that shareholders are not economically disadvantaged by the use of Derivatives.

5. Exclusion of the right to tender when using Derivatives

Any claim of the shareholders to conclude such Derivative transactions with the Company is excluded in application, *mutatis mutandis*, of § 186 (3) sentence 4 German Stock Corporation Act. Shareholders also have no claim to concluding Derivative transactions if, in the case of an intended acquisition of treasury shares using Derivatives, a preferential offer is provided for the conclusion of Derivative transactions relating to smaller numbers of shares. Shareholders have a right to tender their Daimler Truck Holding Shares to the Company only to the extent that the Company is obligated to purchase the shares from them under the Derivative transactions. Otherwise, the use of Derivatives in the course of the buyback of treasury shares would not be possible and the benefits for the Company associated therewith could not be achieved.

After careful consideration of the interests of the shareholders and the Company, the management considers the non-granting of the right to tender to be justified. The purchase price per share agreed in the respective Derivative which is payable upon exercise of Put Options or Call Options or in fulfillment of a forward purchase may not exceed by more than 10 % the average auction closing price of a Daimler Truck Holding Share in Xetra trading (or a functionally comparable successor system to the Xetra system) at the Frankfurt Stock Exchange on the last three exchange trading days before the conclusion of the relevant Derivative transaction, or fall short of it by more than 20 % (in each case not including ancillary acquisition costs, but taking into account the option premium received or paid, respectively).

The purchase price paid by the Company for Derivatives may not be significantly higher, and the sale price received by the Company for Derivatives may not be significantly lower, than the theoretical market value of the respective Derivatives determined in accordance with recognized financial mathematical methods, the determination of which must take into account, among other things, the agreed Exercise Price.

The determination of the option premium and the exercise or purchase price as described above, as well as the obligation to be included in the terms and conditions of the Derivatives to satisfy options and forward purchases only with shares acquired in compliance with the principle of equal treatment, prevents shareholders from being economically disadvantaged by such an acquisition of treasury shares. Since the Company receives or pays a fair market price, the shareholders not participating in the Derivative transactions do not suffer a material economic detriment. This is equivalent, in effect, to the position of the shareholders in the case of a buyback of shares through the stock exchange, where not all shareholders are actually able to sell shares to the Company, either. Both the requirements for the structuring of the Derivatives and the requirements for the shares suitable for delivery ensure that in the case of this form of acquisition the principle of equal treatment of the shareholders is also taken into account comprehensively.

6. Report on the utilization of the authorization to acquire treasury shares and to use derivatives

If the authorization to acquire and use treasury shares and to exclude subscription rights is exercised, the Board of Management will inform the next Annual General Meeting accordingly.

IV. Additional information

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 822,951,882 no-par value registered shares. Each no-par value share confers one vote; the total number of voting rights is therefore 822,951,882. At the time the notice convening the Annual General Meeting is submitted to the Federal Gazette, the Company holds 19,363,088 treasury shares from which the Company is not entitled to any rights.

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 in the Carl Benz Arena, Mercedesstraße 73d, 70372 Stuttgart, with the physical presence of the Chairman of the meeting, the members of the Board of Management, the members of the Supervisory Board (unless, as an exception, 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 15, 2024, 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 Chairman of the Board of Management can also be followed live on the internet by other interested persons at

<https://www.daimlertruck.com/agm-2024>

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.

You can access the InvestorPortal online by entering your shareholder number and your corresponding individual access number (PIN), which you can find in the documents sent to you. If you have registered for the invitation to the Annual General Meeting to be sent electronically with a self-assigned access password, please use this self-assigned access password instead of the individual access number.

Shareholders who are entered in the share register only after the beginning of April 24, 2024, 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 IV.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 May 8, 2024.

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

With regard to access to the InvestorPortal, please refer to the relevant information in Section IV.4.

Already during registration you can choose whether you

- » wish to cast your 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 (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 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 15, 2024, 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 May 9, 2024, up to and including

24:00 hours (CEST) on May 15, 2024, will only be processed and taken into account with effect after the General Meeting on May 15, 2024. Accordingly, the technically relevant date regarding the number of shares held (referred to as Technical Record Date) is May 8, 2024, 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 IV.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 14, 2024 (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 IV.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-2024>

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

6.2 Voting by proxies appointed by the Company

We also give you the option of being represented in exercising the voting rights at the General Meeting by proxies appointed by the Company in accordance with your instructions. In this case, too, shareholders must ensure that they register in good time (in this respect, see Section IV.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 14, 2024 (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 IV.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-2024>

Instructions on changing and revoking of powers of attorney granted and instructions issued to the proxies appointed by the Company are provided in Section IV.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 IV.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. Please use the InvestorPortal or send your power of attorney and, if applicable, instructions to the mail address or e-mail address specified for registration in Section IV.5 above. If possible, please use the reply form available at

<https://www.daimlertruck.com/agm-2024>

in case of dispatch by letter or e-mail. 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 14, 2024 (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 IV.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 changes thereto or their revocation may be declared until the closing of ballots on the Agenda Items announced by the Chairman of the meeting (in the case of absentee voting) or until the point in time determined by the Chairman of the meeting during the voting process (in the case of proxy voting). The exact point in time will be announced by the Chairman of the meeting in due time.

Until 24:00 hours (CEST) on May 14, 2024 (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 IV.5 above. 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 14, 2024. Please send such motions to the following address:

Daimler Truck Holding AG
Board of Management
FAO Nils Romeike, T/COB
HPC: DTE3C
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-2024>

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

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-2024>

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 30, 2024. 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 required majority, the counter-motions or (deviating) election proposals 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 IV.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 May 9, 2024 (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 10, 2024 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 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-2024>

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 IV.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. 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.

7.6 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-2024>

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-2024>

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 you and/or your proxies register for the virtual General Meeting, issue a power of attorney for voting, exercise your shareholder rights, use the InvestorPortal, or follow the audio-visual broadcast of the virtual General Meeting, we process personal data about you and/or your 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 you or your proxies to exercise and pursue your rights in connection with the virtual General Meeting. We also process your personal data

to maintain the share register and to fulfill our legal obligations in connection with holding the virtual General Meeting.

Daimler Truck Holding AG
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70771 Leinfelden-Echterdingen
Germany
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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 your 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 your personal data and your rights under the GDPR is available on the internet at

<https://www.daimlertruck.com/agm-2024>

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

Leinfelden-Echterdingen, in April 2024

Daimler Truck Holding AG

Board of Management

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