

DAIMLER TRUCK

GOVERNANCE ROADSHOW 2026

March 2026

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Level I ADR Program
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Disclaimer

This document contains forward-looking statements that reflect our current views about future events. The words “aim”, “ambition”, “anticipate”, “assume”, “believe”, “estimate”, “expect”, “intend”, “may”, “can”, “could”, “plan”, “project”, “should” and similar expressions are used to identify forward-looking statements. These statements are subject to many risks and uncertainties, including an adverse development of global economic conditions, in particular a decline of demand in our most important markets; a deterioration of our refinancing possibilities on the credit and financial markets; events of force majeure including natural disasters, pandemics, acts of terrorism, political unrest, armed conflicts, industrial accidents and their effects on our sales, purchasing, production or financial services activities; changes in currency exchange rates, customs and foreign trade provisions; a shift in consumer preferences; a possible lack of acceptance of our products or services which limits our ability to achieve prices and adequately utilize our production capacities; price increases for fuel or raw materials; disruption of production due to shortages of materials, labour strikes or supplier insolvencies; a decline in resale prices of used vehicles; the effective implementation of cost-reduction and efficiency-optimization measures; the business outlook for companies in which we hold a significant equity interest; the successful implementation of strategic cooperations and joint ventures; changes in laws, regulations and government policies, particularly those relating to vehicle emissions, fuel economy and safety; the resolution of pending governmental investigations or of investigations requested by governments and the outcome of pending or threatened future legal proceedings; and other risks and uncertainties, some of which are described under the heading “Risk and Opportunity Report” in the current Annual Report or in the current Interim Report. If any of these risks and uncertainties materializes or if the assumptions underlying any of our forward-looking statements prove to be incorrect, the actual results may be materially different from those we express or imply by such statements. We do not intend or assume any obligation to update these forward-looking statements since they are based solely on the circumstances at the date of publication.

01 | Daimler Truck at a Glance

02 | Annual General Meeting

03 | Supervisory Board

04 | Board of Management



DAIMLER TRUCK AT A GLANCE

Leading positions in global truck and bus markets

Unit Sales

in k

2026¹: 330-360

423

2024: 460



Revenue²

in bn. €

2026¹: 42-46

45.9

2024: 50.7



RoS²

in %, adjusted

2026¹: +6 to +8%

7.8

2024: 8.9



FCF²

in bn. €

2026¹: 2.7-3.2

1.8

2024: 3.2



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ANNUAL GENERAL MEETING 2026

AGM will take place on May 6, 2026, in virtual format

#	Topic
1	Presentation of the adopted annual financial statements of Daimler Truck Holding AG, the approved consolidated financial statements, the combined management report for Daimler Truck Holding AG and the Group as well as the report of the Supervisory Board for the 2025 financial year
2	Resolution on the appropriation of distributable profit
3	Resolution on the ratification of the Board of Management members' actions for the 2025 financial year
4	Resolution on the ratification of the Supervisory Board members' actions for the 2025 financial year
5	Resolutions on the appointment of the auditor for the annual financial statements, the auditor for the consolidated financial statements and the auditor for the sustainability report for the 2026 and 2027 financial years
6	Resolution on elections to the Supervisory Board
7	Resolution on amendments to the Articles of Incorporation regarding corporate governance and the remuneration of the Supervisory Board as well as amendment to the remuneration system of the Supervisory Board
8	Resolution on the approval of the Remuneration Report 2025 for the 2025 financial year prepared and audited in accordance with § 162 German Stock Corporation Act
9	Resolution on the approval of the remuneration system for the members of the Board of Management
10	Resolution on the creation of Authorized Capital 2026 with the option to exclude subscription rights, the cancellation of the existing Authorized Capital 2026 and amendments to Art. 4 (3) of the Articles of Incorporation

→ Including change of auditor as of financial year 2027

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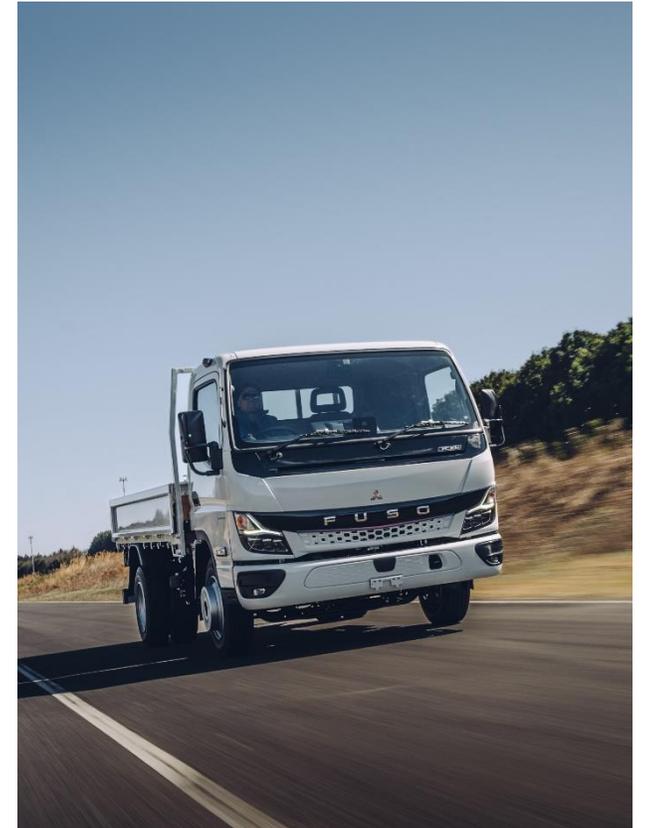


HIGHLIGHTS OF THE WORK OF THE SUPERVISORY BOARD IN 2025

Focus on corporate strategy within a robust governance framework

IN THE COURSE OF 2025, THE SUPERVISORY BOARD DEALT WITH AND MADE RESOLUTIONS AMONG OTHERS ON:

Strategy & Management	Corporate Strategy “Stronger 2030”	Business Unit Strategies & Efficiency Measures	Integration of Mitsubishi Fuso and Hino Motors
	Autonomous Strategy incl. Torc	Product Projects, e.g. Battery Strategy	Share Buyback Program
Corporate Governance	Financial Results incl. Geopolitical Influences	Risk Management & Compliance Framework	Auditor Rotation
	ESG Governance & Sustainability Oversight	Board of Management Remuneration System 2027+	Composition & Structural Design of the Supervisory Board and its Committees



SHAREHOLDER REPRESENTATIVE ELECTIONS

All Shareholder Representatives reach regular term end in 2026

					
	Joe Kaeser	Michael Brosnan	Akihiro Eto	Jan Gurander	Laura Ipsen
<i>Joined board in</i>	2021	2021	2021	2025 ¹	2021
<i>Elected until</i>	2026	2026	2026	2026 ¹	2026
					
	Renata Jungo Brüngger	Martin Richenhagen	Kurt Sievers	Marie Wieck	Harald Wilhelm
<i>Joined board in</i>	2021	2021	2025 ¹	2021	2021
<i>Elected until</i>	2026	2026	2026 ¹	2026	2026

¹ Judicially appointed in 2025 until next AGM, i.e. 2026.

SHAREHOLDER REPRESENTATIVE ELECTIONS

Proposal aims to strengthen the Board's collective expertise for the years ahead

CONSIDERATIONS OF THE NOMINATION COMMITTEE

Align composition with company's **strategic priorities** and key **growth areas**.

Maintain and complement competencies and experiences for **Finance** and **Digital Transformation**.

Implement **staggered board** tenure to balance continuity and flexibility.

Incorporate **investor feedback** and expectations.

Meet defined Supervisory Board's **requirements profile** criteria.

RENEWED BOARD PROPOSAL TO THE AGM

Continued candidates



Joe Kaeser
until 2030 AGM



Michael Brosnan
until 2028 AGM



Jan Gurander
until 2030 AGM



Kurt Sievers
until 2030 AGM



Marie Wieck
until 2029 AGM



Harald Wilhelm
until 2030 AGM

New candidates



Wayne Eyre
until 2029 AGM



Claudia Nemat
until 2030 AGM



Britta Seeger
until 2030 AGM



Vipin Sondhi
until 2028 AGM

REQUIREMENTS PROFILE FOR THE SUPERVISORY BOARD

Shareholder representatives (1/2)

		Kaeser Chair	Brosnan AC Chair	Eyre	Gurander	Nemat	Seeger	Sievers	Sondhi	Wieck	Wilhelm
Personal	Joined board in	2021	2021	/	2025	/	/	2025	/	2021	2021
	Nationality	German	US-American	Canadian	Swedish	German	German	German	Indian	US-American	German
	Educational/ Professional Background	Business Administration	Business Administration	Military	Business Administration/ Automotive	Physics/ Mathematics	Business Administration	Physics/IT	Business Administration/ Engineering	MBA/IT	Business Administration
Diversity	Gender Quota (SB: 30% male and 30% female)	male	male	male	male	female	female	male	male	female	male
	General Age Limit (max. 72 years at (re)election)	✓ (1957)	✓ (1955)	✓ (1966)	✓ (1961)	✓ (1968)	✓ (1969)	✓ (1969)	✓ (1960)	✓ (1960)	✓ (1966)
	Global Business Experience	✓	✓	✓	✓	✓	✓	✓		✓	✓
Personal Suitability	Independence ¹ (>50% of SR)	✓	✓	✓	✓	✓		✓	✓	✓	
	Time Effort	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
	No Overboarding ²	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
	General Limit for Duration of Office ¹	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓

REQUIREMENTS PROFILE FOR THE SUPERVISORY BOARD

Shareholder representatives (2/2)

		Kaeser Chair	Brosnan AC Chair	Eyre	Gurander	Nemat	Seeger	Sievers	Sondhi	Wieck	Wilhelm	
Knowledge and Experience	Industry & Markets	✓		✓	✓	✓	✓	✓	✓		✓	
	Technology					✓		✓	✓	✓		
	Digital Transformation	✓		✓	✓	✓	✓	✓	✓	✓		
	HR & Leadership	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	
	Strategy & Organization	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	
	Business Transformation	✓	✓		✓	✓	✓	✓	✓	✓	✓	
	Finance & Accounting (incl. GCGC expertise; accounting/audit)	✓ acc.	✓ acc., audit		✓ acc.	✓						✓ acc.
	Capital Market	✓	✓		✓			✓	✓		✓	
Sustainability Expertise according to GCGC	Environment ¹	✓			✓	✓			✓			
	Social ¹			✓			✓			✓		
	Governance ¹	✓	✓		✓	✓	✓	✓	✓	✓	✓	

REQUIREMENTS PROFILE FOR THE SUPERVISORY BOARD

Employee representatives (1/2)

		Brecht Deputy Chair	Buschbacher	Klitzsch- Müller	Köhlinger	Lorz	Resch	Roth	Seidel	Suzuki	Zwick
Personal	Joined board in	2021	2021	2021	2021	2021	2025	2025	2022	2023	2021
	Nationality	German	German	German	German	German	German	German	Swiss	Japanese	German
	Educational/ Professional Background	General Management/ Automotive Technician	Industrial Mechanics/ Business Administration	Business Administration	Industrial Clerk/Akademie der Arbeit	General Management	Electronics, General Management	Social Economics	Business Informatics/ Information Technology	Engineering	Business Administration
Diversity	Gender Quota (SB: 30% male and 30% female)	male	male	female	male	male	female	male	female	male	male
	General Age Limit (max. 72 years at (re)election)	✓ (1965)	✓ (1978)	✓ (1970)	✓ (1963)	✓ (1972)	✓ (1975)	✓ (1969)	✓ (1979)	✓ (1969)	✓ (1966)
	Global Business Experience	✓							✓	✓	
Personal Suitability	Independence ¹ (>50% of SR)	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
	Time Effort	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
	No Overboarding ²	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
	General Limit for Duration of Office ¹	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓

REQUIREMENTS PROFILE FOR THE SUPERVISORY BOARD

Employee representatives (2/2)

		Brecht Deputy Chair	Buschbacher	Klitzsch- Müller	Köhlinger	Lorz	Resch	Roth	Seidel	Suzuki	Zwick
Knowledge and Experience	Industry & Markets	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
	Technology	✓	✓		✓	✓	✓	✓	✓	✓	✓
	Digital Transformation								✓		
	HR & Leadership	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
	Strategy & Organization	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
	Business Transformation	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
	Finance & Accounting (incl. GCGC expertise; accounting/audit)	✓			✓						✓
	Capital Market										
Sustainability Expertise according to GCGC	Environment ¹	✓	✓								✓
	Social ¹	✓	✓	✓	✓	✓	✓	✓	✓	✓	
	Governance ¹	✓			✓						

SUPERVISORY BOARD

Adaptions to further improve the level of good corporate governance

Appointment of a

**LEAD INDEPENDENT
DIRECTOR¹**



Separation of the current
Presidential & Remuneration
Committee into

**STANDALONE
COMMITTEES**

Presidential
Committee



Remuneration
Committee



Implementation of the

**TECHNOLGY &
TRANSFORMATION
COMMITTEE**



¹ Reflected in the Articles of Incorporation upon approval by the AGM 2026.

WAY OF WORKING IN THE SUPERVISORY BOARD

High attendance rate and interaction throughout all meetings



Supervisory Board

8 Meetings

4 face-to-face
4 virtual

94% Attendance



Audit Committee

6 Meetings

2 face-to-face
4 virtual

100% Attendance



Presidential and Remuneration Committee

5 Meetings

3 face-to-face
2 virtual

95% Attendance



Nomination Committee

4 Meetings

3 face-to-face
1 virtual

100% Attendance

Separate **pre-discussions** for the preparation of the Supervisory Board meetings are held by the shareholder and employee representatives, supported by the Board of Management.

Ongoing dialogue between the Chairman of the Supervisory Board as well as the Chairman of the Audit Committee and the Board of Management.

Executive Sessions of the Supervisory Board without the involvement of the Board of Management, including feedback at the end of every Supervisory Board meeting.

Dialogue between Supervisory Board members and Board of Management as well as senior executives on specific topics.

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BOARD OF MANAGEMENT

Stability throughout 2025 with upcoming dissolution of FUSO and RIZON board segment

 <p>Karin Rådström</p>	 <p>Karl Deppen</p>	 <p>Dr. Andreas Gorbach</p>	 <p>Jürgen Hartwig</p>	 <p>John O'Leary</p>	 <p>Achim Puchert</p>	 <p>Eva Scherer</p>
President and Chief Executive Officer	Board Member for FUSO and RIZON ¹	Board Member for Truck Technology	Board Member for Human Resources	Board Member for Daimler Truck North America	Board Member for Mercedes-Benz Trucks and BharatBenz	Chief Financial Officer

EDUCATIONAL & PROFESSIONAL BACKGROUND: at least two members with a technical background and at least three members with expertise in sustainability issues²



GLOBAL BUSINESS EXPERIENCE: at least one member with global business experience in the sense of different cultural backgrounds or international experience gained through multi-year assignments abroad



GENDER QUOTA: at least one woman and one man



GENERAL MAXIMUM NUMBER OF EXTERNAL MANDATES: no more than two supervisory board mandates in listed companies or comparable functions and no supervisory chair in listed companies



GENERAL AGE LIMIT: 62 years relative to the starting date of the (new) term in office is used as benchmark



¹ Dissolution of Board segment effective upon closing of integration of Fuso and Hino, expected for April 1, 2026. | ² Expertise in sustainability issues relevant to the company from the areas Environment, Social and Governance. In this context, expertise in at least two focus topics within the ESG areas must be given. | For further information see [Daimler Truck 2025 Annual Report](#), p. 162f.

BOARD OF MANAGEMENT REMUNERATION SYSTEM 2027+

Drivers for further developing the system



Strong alignment to the revised corporate strategy (“Stronger 2030”) and business model



Strengthen the link to financial and strategic targets including ESG



Simplification of the remuneration system



Foster performance-based remuneration and ownership culture



Adapt to market standards and development and incorporate shareholders’ perspectives and guidelines



Strong focus on long-term value creation

Based on these criteria, the Supervisory Board – upon recommendation by the Presidential and Remuneration Committee – refined the remuneration system for the Board of Management to ensure long-term, optimal incentives.

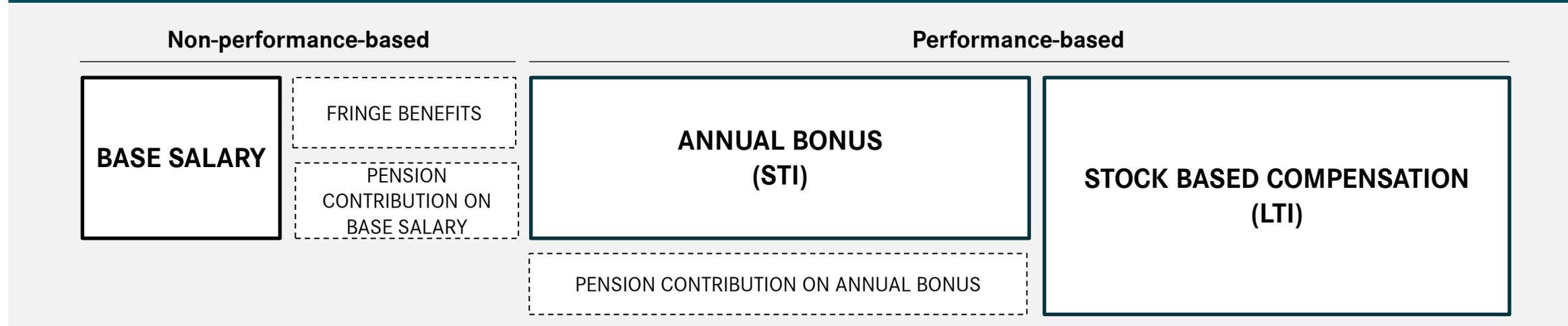
The previous remuneration system was approved by the Annual General Meeting on June 21, 2023, with a majority of 96.62%. The new remuneration system 2027+ will be presented to the Annual General Meeting on May 6, 2026 (say-on-pay).



BOARD OF MANAGEMENT REMUNERATION SYSTEM 2027+

Strong focus on long-term value creation and strategy

New Remuneration System effective as of January 1, 2027, subject to approval by the Annual General Meeting on May 6, 2026



- 1 Review of financial target setting**
Replace booked EBIT with adj. ROS IB & Segments, keep FCF IB.
Decide yearly on relative weighting of Financial KPIs in STI and LTI.
- 2 Advanced integration of strategic targets**
Enhancement opportunity of clearly defined and quantifiable KPIs (beyond Sustainability/ESG) in both STI and LTI.
- 3 Stronger Performance-orientation**
Introduction of an individual performance factor.
- 4 Focus on long-term value creation**
Review of former Virtual Share-based Equity Plan with focus on settlement in real shares.
- 5 Dividend equivalent**
Removal of annual payout of dividend equivalent based on granted LTI value.
- 6 Adjustment clause**
Possibility to adjust defined STI and LTI conditions in response to extraordinary events, allowing for appropriate target modifications - either upward or downward - to restore incentive effect.
- 7 Maximum remuneration**
Adjust CEOs maximum remuneration to 12m€ to align with market norms (size position in DAX40, spread between CEO and other board members).

(STI) – Short-term incentive | (LTI) – Long-term incentive | (ESG) – Environmental, Social, Governance |
(EBIT) – Earnings Before Interest & Taxes | (Adj. ROS) – Adjusted Return on Sales | (FCF IB) – Free Cash Flow Industrial Business

BOARD OF MANAGEMENT REMUNERATION SYSTEM 2027+

Promoting the corporate strategy and long-term development of Daimler Truck

REMUNERATION SYSTEM 2027+

25 - 35%¹ **BASE SALARY**
Non-performance related

20 - 34%¹ **ANNUAL BONUS (STI)**
Short-term incentive performance-based |
Settlement in cash | Performance factor

FINANCIAL TARGETS

STRATEGIC TARGETS
(incl. ESG)

35 - 50%¹ **STOCK BASED COMPENSATION (LTI)**
Long-term incentive performance-based |
Settlement in real shares

FINANCIAL TARGETS

STRATEGIC TARGETS
(incl. ESG)



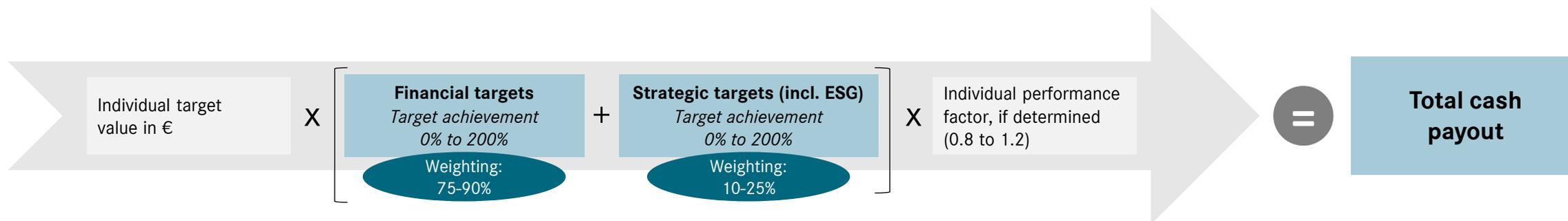
(STI) – Short-term incentive | (LTI) – Long-term incentive | (ESG) – Environmental, Social, Governance |

¹ The split between base salary, STI, and LTI is determined ex ante for each subsequent year and remains unchanged thereafter.

BOARD OF MANAGEMENT REMUNERATION SYSTEM 2027+

Short-term incentive with a strong focus on financial targets

20 - 34% ANNUAL BONUS (STI): Short-term incentive performance-based; 100% cash



Financial targets

Adjusted Return on Sales¹
(Adj. ROS)

Free Cash Flow Industrial Business
(FCF IB)

Strategic targets (incl. ESG)

Supervisory Board **annually decides** on strategic criteria.
At least one ESG criterion must be included with a weighting of at least 10%.

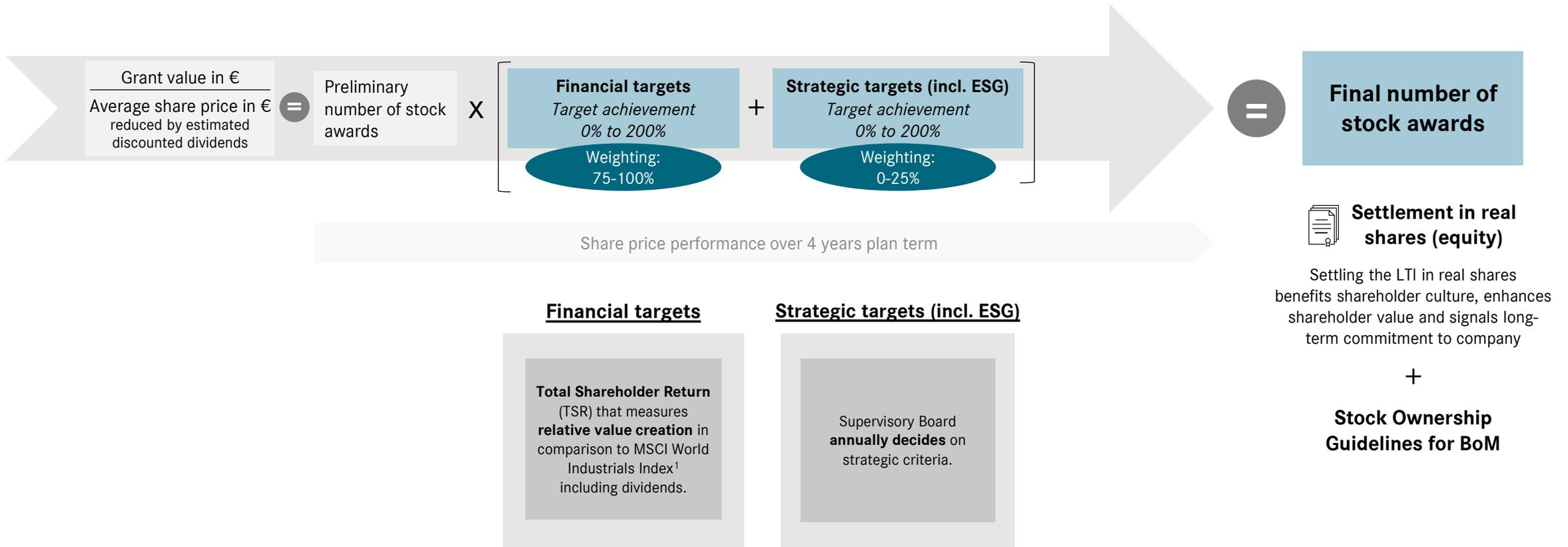
(STI) – Short-term incentive | (ESG) – Environmental, Social, Governance | Weighting of financial and strategic targets will be disclosed in the beginning of each year. |

¹ Adjusted Return on Sales of the Industrial Business, respectively the adjusted ROS of Daimler Truck segments for segment board members.

BOARD OF MANAGEMENT REMUNERATION SYSTEM 2027+

Long-term incentive with settlement in real shares (equity)

35 - 50% STOCK BASED COMPENSATION (SBC): Long-term incentive performance-based



(LTI) – Long-term incentive | (ESG) – Environmental, Social, Governance | Weighting of financial and strategic targets will be disclosed in the beginning of each year. | ¹ The MSCI World Industrials Index includes, in addition to direct and indirect competitors, companies whose business models and end markets structurally enable higher margin and growth rates. Against this background, we consider the MSCI World Industrials Index to be a demanding benchmark for the relative assessment of the performance of the Daimler Truck share.

BOARD OF MANAGEMENT REMUNERATION SYSTEM 2027+

Adjustment of maximum remuneration of the CEO to ensure market appropriateness

- Based on the equally weighted size criteria revenue, number of employees and market capitalization, Daimler Truck is positioned at the 6^{1st} percentile within the DAX peer group
- Proposal to increase the CEO's maximum remuneration...
 - to ensure alignment with market-based size positioning
 - to restore common differentiation between CEO and other board members
 - to create the option to grant high remuneration in exceptional business years, considering the large portions of variable components and the highly cyclical nature of the industry

Company	Maximum remuneration pursuant to § 87a AktG ¹
SAP	20,000,000 €
Siemens	18,500,000 €
Zalando	15,750,000 €
BASF	15,000,000 €
Volkswagen	15,000,000 €
Allianz	14,050,172 €
Siemens Healthineers	12,800,000 €
Bayer	12,000,000 €
Beiersdorf	12,000,000 €
Münchener Rück	12,000,000 €
Deutsche Bank	12,000,000 €
Mercedes-Benz	12,000,000 €
Deutsche Börse	12,000,000 €
Fresenius Medical Care	12,000,000 €
adidas	12,000,000 €
Daimler Truck (proposed)	12,000,000 €
Continental	11,500,000 €
Merck	11,500,000 €
Heidelberg Materials	11,000,000 €

Company	Maximum remuneration pursuant to § 87a AktG ¹
Vonovia	11,000,000 €
RWE	11,000,000 €
Deutsche Telekom	11,000,000 €
E.ON	11,000,000 €
Deutsche Post	10,500,000 €
Rheinmetall	10,500,000 €
Daimler Truck (current)	10,000,000 €
Fresenius	10,000,000 €
Siemens Energy	9,950,000 €
BMW	9,850,000 €
Henkel	9,400,000 €
Infineon	9,200,000 €
MTU Aero Engines	8,500,000 €
Brenntag	7,500,000 €
Scout24	6,500,000 €
GEA	6,200,000 €
Hannover Rück	6,000,000 €
Commerzbank	6,000,000 €
Symrise	5,200,000 €

¹ Source: Current remuneration systems pursuant to Section 87a AktG

DAIMLER TRUCK



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