

# DAIMLER TRUCK

Daimler Truck Holding AG

## **Articles of Incorporation**

as amended on September 28, 2023

Annual General Meeting  
on May 15, 2024



Covenience translation.  
The German text is legally binding.

# Articles of Incorporation of Daimler Truck Holding AG

## I. GENERAL PROVISIONS

### Article 1 (§ 1) Name, Registered Office

- (1) The company name of the Company is  
  
Daimler Truck Holding AG.
- (2) The Company has its registered office in Stuttgart.

### Article 2 (§ 2) Purpose of the Company

- (1) The purpose of the Company is to engage, directly or indirectly, in the business of developing, producing and selling products and providing services, especially in the following lines of business:
  - vehicles, in particular commercial vehicles and buses, engines and technical drives of all kinds, including their parts, assemblies and accessories,
  - other traffic engineering products,
  - electronic equipment, devices and systems,
  - communication and information technology,
  - mobility and transport services and concepts,
  - banking and insurance activities, financial and payment services and insurance brokerage, and
  - management and development of real property.
- (2) The Company may take all actions and measures which are incidental to the accomplishment of the Company's purpose. It may also limit its business activities to a part of the lines of business referred to in paragraph 1.
- (3) The Company may set up domestic and foreign branches and acquire interests in other undertakings. The Company may acquire and dispose of business undertakings, may place them under joint management and conclude intercompany agreements with them, may provide services for these undertakings or may limit itself to the management of its interests in such undertakings. The Company may place all or part of its business operations into undertakings in which it holds an interest.

- (4) The Company may not directly carry out banking or insurance transactions, financial or payment services or real estate transactions that are subject to permits.

**Article 3 (§ 3)**  
**Notifications and Transmission of Information**

- (1) Announcements by the Company shall be published in the German Federal Gazette (Bundesanzeiger).
- (2) Information to the holders of admitted securities may also be transmitted by means of remote data transmission.

**II.**  
**SHARE CAPITAL AND SHARES**

**Article 4 (§ 4)**  
**Share Capital**

- (1) The share capital of the Company amounts to EUR 822,951,882.00 (in words: eight hundred and twenty-two million nine hundred and fifty-one thousand eight-hundred and eighty-two Euros).
- (2) It is divided into 822,951,882 no-par value registered shares.
- (3) The Board of Management is authorized to increase the Company's share capital with the consent of the Supervisory Board in the period until October 31, 2026 by a total of up to EUR 329,180,752.00, in one lump sum or by separate partial amounts at different times, by issuing new no-par value registered shares in exchange for cash and/or non-cash contributions (Approved Capital 2021). The new shares are generally to be offered to the shareholders for subscription (also in the way of indirect subscription pursuant to Section 186, Subsection 5, Sentence 1 of the German Stock Corporation Act (Aktiengesetz)). The Board of Management is, however, authorized to exclude the shareholders' statutory subscription right with the consent of the Supervisory Board in the following cases:
  - (a) to exclude residual or fractional amounts from the subscription right;
  - (b) in the case of capital increases in exchange for non-cash contributions for the purpose of the (also indirect) acquisition of companies, parts of companies, participating interests in companies or other assets or claims to the acquisition of assets, including receivables from the Company or its group companies;
  - (c) to the extent necessary to grant holders of bonds with conversion or option rights/conversion or option obligations that were or will be issued by the Company or its direct or indirect subsidiaries a right to subscribe for new no-par value registered shares of the Company in the amount to which they

would be entitled as shareholders after exercising the conversion or option rights/after fulfilment of the conversion or option obligations;

- (d) in the case of capital increases in exchange for cash contributions, if the issue price of the new shares is not significantly lower than the stock market price of the shares already listed and the computational part of the shares issued with the exclusion of subscription rights pursuant to Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (Aktiengesetz) in the share capital does not exceed 10 % of the share capital in total – either at the time when this authorization takes effect or when it is exercised. This limit of 10 % of the Company’s share capital is to include shares (i) that are issued or sold during the term of this authorization with the exclusion of subscription rights in application, directly or mutatis mutandis, of Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (Aktiengesetz), and (ii) that are issued or may be or have to be issued to honour bonds with conversion or option rights/conversion or option obligations if the bonds are issued with the exclusion of the shareholders’ subscription right after this authorization takes effect in application, mutatis mutandis, of Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (Aktiengesetz).

The computational part of the sum of shares issued under this authorization with an exclusion of the shareholders’ subscription right in exchange for cash and/or non-cash contributions in the share capital must not exceed 10 % in total of the share capital at the time when this authorization takes effect. This limit is to include shares (i) that are issued or sold during the term of this authorization with the exclusion of subscription rights in application, directly or mutatis mutandis, of Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (Aktiengesetz), and (ii) that are issued or may be or have to be issued to honour bonds with conversion or option rights/conversion or option obligations if the bonds are issued with the exclusion of the shareholders’ subscription right after this authorization takes effect pursuant to Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (Aktiengesetz).

The Board of Management is authorized to stipulate, with the consent of the Supervisory Board, the further details of the implementation of capital increases out of the Approved Capital 2021.

#### **Article 5 (§ 5) Share Certificates**

- (1) The form and content of share certificates and of any dividend coupons or renewal coupons shall be determined by the Board of Management with the consent of the Supervisory Board. The same shall apply to bonds and interest coupons.
- (2) To the extent legally permissible and unless required under the rules of a stock exchange where the shares are listed, the shareholders have no claim to the securitization of their shares and dividend coupons. The Company may issue share certificates, representing individual shares or multiple shares.

**III.  
BOARD OF MANAGEMENT**

**Article 6 (§ 6)  
Composition**

- (1) The Board of Management shall be constituted of not fewer than two members.
- (2) The Supervisory Board may appoint a Chairman as well as a Deputy Chairman of the Board of Management.

**Article 7 (§ 7)  
Representation of the Company**

- (1) The Company may be represented by two members of the Board of Management or by one member of the Board of Management jointly with one holder of a general commercial power of attorney (*Prokurist*).
- (2) The Company may also be represented, subject to the applicable legal restrictions, by two holders of a general commercial power of attorney.
- (3) The Supervisory Board may grant the members of the Board of Management exemption – generally or in individual cases – from the restrictions of Section 181 of the German Civil Code (BGB) to the extent permitted by law.

**IV.  
SUPERVISORY BOARD**

**Article 8 (§ 8)  
Composition, Resignation**

- (1) The Supervisory Board shall be constituted of twenty members. It shall be composed in accordance with applicable law.
- (2) Each member of the Supervisory Board may resign from the Supervisory Board at any time, also without good cause, by submitting four weeks' notice in text form to the Chairman of the Supervisory Board and to the Board of Management. An amicable reduction of the notice period is permissible.
- (3) The Supervisory Board elects a Chairman and a Deputy Chairman from among its members. The Deputy Chairman only has the rights and duties of the Chairman in the event that the latter is unavailable.

**Article 9 (§ 9)**  
**Tasks and Powers, Resolutions**

- (1) The Supervisory Board has all the tasks and rights assigned to it by applicable law, the Articles of Incorporation or in any other way, in particular by rules of procedure.
- (2) A quorum of the Supervisory Board shall be constituted when notice of a meeting has been issued to all members of the Supervisory Board at their last known addresses and at least ten members of the Supervisory Board participate in passing a resolution. Members of the Supervisory Board who abstain from voting are counted when determining whether or not there is a quorum.
- (3) Members of the Supervisory Board may, with the consent of the Chairman, also participate in a meeting of the Supervisory Board or its committees via a telephone or video conference or using any other similar customary means of telecommunication.
- (4) Members of the Supervisory Board who do not attend a meeting, including in the manner described in paragraph 3, may participate in the passing of a resolution of the Supervisory Board or its committees by submitting their vote in writing by fax, e-mail or any other similar customary means of telecommunication to the person chairing the meeting prior to the vote. This also applies to the additional casting vote of the Chairman.
- (5) If not all members of the Supervisory Board participate in a meeting of the Supervisory Board and the absent members of the Supervisory Board do not submit their votes as described in paragraph 4, the passing of the resolution shall be postponed if at least two members of the Supervisory Board participating in the meeting so request. In the event of postponement and if a special meeting of the Supervisory Board is not convened, the resolution shall be deferred to the next regular meeting. A repeated minority request for postponement is not permissible for the second resolution.

If the Chairman of the Supervisory Board participates in a meeting or if one of the attending members is in possession of his vote submitted in the manner described in paragraph 4, the above sub-paragraph shall not apply if the number of shareholders' representatives on the Supervisory Board participating in the meeting or participating in the passing of a resolution by submitting their votes in the manner described in paragraph 4 equals the number of employee representatives so participating, or if an imbalance is offset by the abstention from voting of certain Supervisory Board members.

- (6) The Chairman, or in his absence the Deputy Chairman, may also arrange for voting on a resolution of the Supervisory Board to be carried out in writing, by telephone, fax or e-mail, by any other similar customary means of telecommunication, or by a combination of these communication media, if no member of the Supervisory Board objects to this procedure within an appropriate period of time to be determined by the Chairman. The Chairman shall determine the details of the procedure. This regulation also applies accordingly to the passing of resolutions in committees.

- (7) Resolutions of the Supervisory Board shall be passed by a simple majority of votes cast unless other forms of majority are required by law. Abstentions shall not be counted in determining the outcome of the vote. In the event a vote results in a tie, any member of the Supervisory Board may request that a second vote be conducted. The Chairman of the Supervisory Board, or in his absence the Deputy Chairman, shall decide when the vote is to be repeated. If the second vote also results in a tie, the Chairman of the Supervisory Board shall have an additional casting vote.

This regulation shall also apply accordingly to resolutions in committees, with the Chairman of the Supervisory Board and his Deputy being replaced by the Chairman of the Committee or his Deputy, unless otherwise required by applicable law.

- (8) The Supervisory Board is authorized to make amendments to the Articles of Incorporation which only concern their wording.

**Article 10 (§ 10)**  
**Remuneration of the Supervisory Board, Liability Insurance**

- (1) The members of the Supervisory Board shall receive a fixed basic remuneration for each full financial year in the amount of EUR 120,000.00 for each individual member.
- (2) The Chairman of the Supervisory Board shall receive an additional EUR 240,000.00, the Deputy Chairman of the Supervisory Board an additional EUR 120,000.00 as remuneration.
- (3) Members of a committee of the Supervisory Board shall receive the following additional remuneration for each full financial year:
- the Chairman of the Audit Committee shall receive an additional EUR 120,000.00, and each other member of the Audit Committee shall receive an additional EUR 60,000.00;
  - each member of the Presidential and Remuneration Committee shall receive an additional EUR 50,000.00;
  - each member of other Supervisory Board committees shall receive an additional EUR 24,000.00.

Functions on committees shall only be taken into account for a maximum of three committees; if a member of the Supervisory Board has functions in more than this maximum number Supervisory Board committees, the three highest-paid committee functions shall be relevant.

Functions on committees shall only be remunerated for a financial year if the relevant committee has held at least one meeting in discharge of its duties during that period.

- (4) The members of the Supervisory Board and its committees shall receive an attendance fee of EUR 1,100.00 for each meeting of the Supervisory Board and its committees that they attend as members.

Attendance by telephone or via a video conference or any other similar customary means of telecommunication shall be considered as attendance of a meeting. The attendance fee shall only be paid once for multiple meetings of the Supervisory Board and/or its committees on one calendar day.

- (5) The remuneration and the attendance fee shall be payable within two months of the end of each financial year.
- (6) If any members of the Supervisory Board resign from the Supervisory Board during a financial year, they shall receive the remuneration on a pro rata temporis basis. If a member of the Supervisory Board resigns from a function for which there is additional remuneration, the previous sentence shall apply mutatis mutandis in respect of the remuneration for the relevant function. Pro rata remuneration for functions on committees shall require that the relevant committee has held at least one meeting in discharge of its duties during the respective part of the financial year.
- (7) The members of the Supervisory Board shall be reimbursed for all their expenses and the value-added tax payable on the Supervisory Board remuneration.
- (8) The members of the Supervisory Board shall be covered by insurance against pecuniary damage, taken out by and in the interest of the Company in an appropriate amount for corporate bodies and certain senior executives, to the extent such insurance coverage exists. The insurance premiums shall be paid by the Company.

## V.

### GENERAL MEETINGS OF SHAREHOLDERS

#### Article 11 (§ 11)

##### Venue and Convening of General Meetings, Virtual General Meeting

- (1) General Meetings shall be held at the registered office of the Company, at a venue within a radius of 100 kilometres from the registered office of the Company, at a German city that has a stock exchange or at another city in Germany with more than 100,000 inhabitants.
- (2) General Meetings shall be convened by the Board of Management, subject to the statutory convening rights of the Supervisory Board and a quorum of shareholders.
- (3) The Board of Management is authorized to provide for the General Meeting to be held without the physical presence of the shareholders or their proxies at the venue of the General Meeting (virtual General Meeting). This authorization is valid until the expiry of August 31, 2025.



**Article 12 (§ 12)**  
**Video and Audio Transmission**

- (1) The Board of Management is authorized to permit the full or partial video and audio transmission of the General Meeting.
- (2) In agreement with the Chairman of the General Meeting, members of the Supervisory Board are permitted to participate in the General Meeting by means of video and audio transmission in cases where, (a) as an exception, due to legal restrictions or due to their place of employment or residence abroad, personal participation is not possible or only possible at considerable expense, or (b) the General Meeting is held as a virtual General Meeting. Sentence 1 shall not apply to the Chairman of the General Meeting if he is a member of the Supervisory Board.

**Article 13 (§ 13)**  
**Requirements for Attendance  
and Exercise of Voting Rights**

- (1) Those shareholders who are registered in the share register on the day of the General Meeting and who have notified the Company at the address stated for this purpose in the invitation no later than six calendar days before the General Meeting in text form or via electronic media shall be admitted to attend the General Meeting and to exercise their voting rights. The invitation may provide for a shorter period, to be measured in calendar days. For calculating the period of notice, neither the day of receiving the notification nor the day of the General Meeting are to be counted. The details of registration will be announced along with the invitation in the German Federal Gazette (Bundesanzeiger).
- (2) Voting rights may be exercised by proxies. Authorization of proxies, revocation of proxy authorization, and proof of proxy authorization vis-à-vis the Company must be in text form. Facilitation of this procedure can be announced when a General Meeting is convened. Section 135 of the German Stock Corporation Act (Aktiengesetz) remains unaffected. If a shareholder authorizes more than one proxy, the Company can reject one or several of them.
- (3) The Company may appoint proxies to exercise shareholders' voting rights in accordance with their instructions. Article 13, paragraph 2, sentences 2 and 3 of the Articles of Incorporation apply to proxy authorization, revocation of proxy authorization and proof of proxy authorization, as well as to voting instructions and amendments to or revocation of voting instructions. Further details on the form and deadlines for authorization, revocation and proof of proxies and on voting instructions and amendments to or revocation of voting instructions shall be announced when a General Meeting is convened.
- (4) The Board of Management may arrange for shareholders to cast their votes without attending the General Meeting, in writing or by way of electronic communication (postal vote). The Board of Management also determines the details of such procedure and announces them when it convenes the General Meeting.

- (5) The Board of Management is authorized to arrange that the shareholders may also participate in the General Meeting without being physically present on site and without having to appoint a proxy, as well as to exercise all or some of their rights, in whole or in part, by means of electronic communications.

**Article 14 (§ 14)  
Chairmanship**

- (1) The Chairman of the Supervisory Board shall preside as Chairman of the General Meeting; in his absence, the General Meeting shall be chaired by a member of the Supervisory Board appointed by the Chairman or, failing such appointment, the member elected by the shareholders' representatives on the Supervisory Board in accordance with Section 27, Subsection 3 of the German Co-Determination Act (Mitbestimmungsgesetz). If none of the aforementioned is present or none agrees to chair the General Meeting, the Chairman of the General Meeting shall be elected by the Supervisory Board.
- (2) The Chairman shall preside over the proceedings and determine the order of items to be discussed and the manner of voting.
- (3) The Chairman may set an appropriate time limit with respect to the right of shareholders to speak and ask questions. 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 comments or questions. Moreover, the Chairman may decide to end the debate if this is necessary for the proper execution of the General Meeting.

**Article 15 (§ 15)  
Voting Rights, Resolutions**

- (1) Each share shall represent one vote.
- (2) Resolutions shall be passed at General Meetings by a simple majority of votes cast, unless otherwise required by mandatory stipulations of the German Stock Corporation Act (Aktiengesetz) or by the Articles of Incorporation. If the German Stock Corporation Act (Aktiengesetz) also requires that a resolution be passed by a majority of the share capital represented at the General Meeting, a simple majority of the capital represented shall suffice to the extent permitted by applicable law. The dismissal of a member of the Supervisory Board elected by the shareholders shall require a majority of at least three quarters of the votes cast.

**VI.**  
**FINANCIAL STATEMENTS AND ALLOCATION OF UNAPPROPRIATED PROFITS**

**Article 16 (§ 16)**  
**Financial Year**

The financial year is the calendar year. The first financial year is an abbreviated financial year and ends on 31 December following registration.

**Article 17 (§ 17)**  
**Annual Financial Statements**

During the first three months of each financial year, the Board of Management shall prepare the financial statements and the management report as well as the consolidated financial statement and the group management report for the previous financial year and shall submit them to the Supervisory Board without delay, together with the proposal on the allocation of unappropriated profit.

**Article 18 (§ 18)**  
**Interim Distribution of Unappropriated Profit**

Following the end of each financial year, the Board of Management – with the consent of the Supervisory Board – may make an interim payment to the shareholders with respect to the expected unappropriated profit if the preliminary financial statements for the previous financial year show a profit for the year. The interim payment may not exceed one half of the unappropriated profit for the year remaining after deducting the amounts which are required to be transferred to retained earnings in accordance with applicable law or the Articles of Incorporation. Furthermore, the interim payment shall not exceed one half of the previous year's unappropriated profit.

**Article 19 (§ 19)**  
**Distribution of Profit**

- (1) The dividends paid to shareholders shall be proportional to their shares in the share capital of the Company. When new shares are issued, a different entitlement to profits may be specified.
- (2) The General Meeting may also, to the extent permitted by law, approve the distribution of non-cash dividends in addition to the distribution of cash dividends.

**VII.  
FINAL PROVISIONS**

**Article 20 (§ 20)  
Place of Jurisdiction**

- (1) The exclusive place of jurisdiction for all disputes with the Company or its corporate bodies arising from the company relationship shall be at the registered office of the Company, to the extent this does not conflict with mandatory statutory provisions. Foreign courts shall not have jurisdiction over such disputes.
- (2) Paragraph 1 shall also apply to disputes between shareholders and the Company seeking compensation for damage caused on the basis of false, misleading or omitted public capital market information.

**Article 21 (§ 21)  
Formation Expenses**

The Company shall bear the costs incurred by its formation (notaries' fees, court fees, costs of announcements, taxes, consulting fees) up to a maximum amount of EUR 3,000.00.

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