

# DAIMLER TRUCK

## GOVERNANCE ROADSHOW



March 2024

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# Disclaimer

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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.

# Governance Roadshow 2024

**01** | Annual General Meeting

**02** | Sustainable Business Strategy

**03** | Supervisory Board

**04** | Board of Management  
(Focus: Remuneration System)



# ANNUAL GENERAL MEETING

This year's Annual General Meeting will take place virtually on May 15, 2024

## AGENDA ITEMS

#	Topic	Daimler Truck Holding AG Annual General Meeting 2024 will take place on May 15, 2024 in virtual format
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	
2	Resolution on the appropriation of distributable profit	
3	Resolution on the ratification of the Board of Management members' actions in the 2023 financial year	
4	Resolution on the ratification of the Supervisory Board members' actions in the 2023 financial year	
5	Resolution on the appointment of the auditor for the annual financial statements and the auditor for the consolidated financial statements	
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	
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	
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	
		<ul style="list-style-type: none"><li>▶ Convocation will be published in April 2024.</li><li>▶ Physical participation of Supervisory Board members intended.</li><li>▶ Virtual Annual General Meeting very efficient from an organizational, resource, cost and health safety perspective.</li><li>▶ Virtual format provides for equivalent rights of shareholders as in presence format, e.g. possibility of live questions and statements during virtual Annual General Meeting.</li><li>▶ No major technical issues at virtual Annual General Meeting 2023 - Daimler Truck will continue to uphold high standards in order to ensure smooth execution of the Annual General Meeting.</li><li>▶ Dividend proposal of EUR 1,90 per share (+46% vs. EUR 1,30 last year).</li></ul>

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# TRANSFORMING FOR SUSTAINABLE GROWTH

We deliver our 2025 ambitions and further enhance profit and cash flow by 2030

**2025**

**DELIVER HIGHER  
PROFITABILITY AND  
INCREASED RESILIENCE,  
INCREASE SHAREHOLDER  
REWARDS**

**LAY THE FOUNDATION FOR  
OUR TRANSFORMATION**

**2030**

**FURTHER UPLIFT  
PROFITABILITY AND FREE  
CASH FLOW**

**EXECUTE THE  
TRANSFORMATION**



# OUR CAPITAL ALLOCATION FRAMEWORK SETS CLEAR USE-OF-CASH PRIORITIES

Focus on attractive return while investing in future value creation



- ▶ Based on Active Portfolio Management in most attractive businesses
- ▶ Pivot towards heavy-duty
- ▶ Monetizing of Diesel assets
- ▶ Increased funding priority for ZEV
- ▶ Strong partnerships where necessary

TRANSFORMING OUR BUSINESS AND DELIVERING A STEADY STREAM OF INCOME FOR OUR SHAREHOLDERS IN A CYCLICAL INDUSTRY

**STRONG OPERATING CASH FLOW WITH SOLID BALANCE SHEET AS KEY PRIORITY**

CAPEX AND R&D

TRANSFORMATIONAL INVESTMENTS

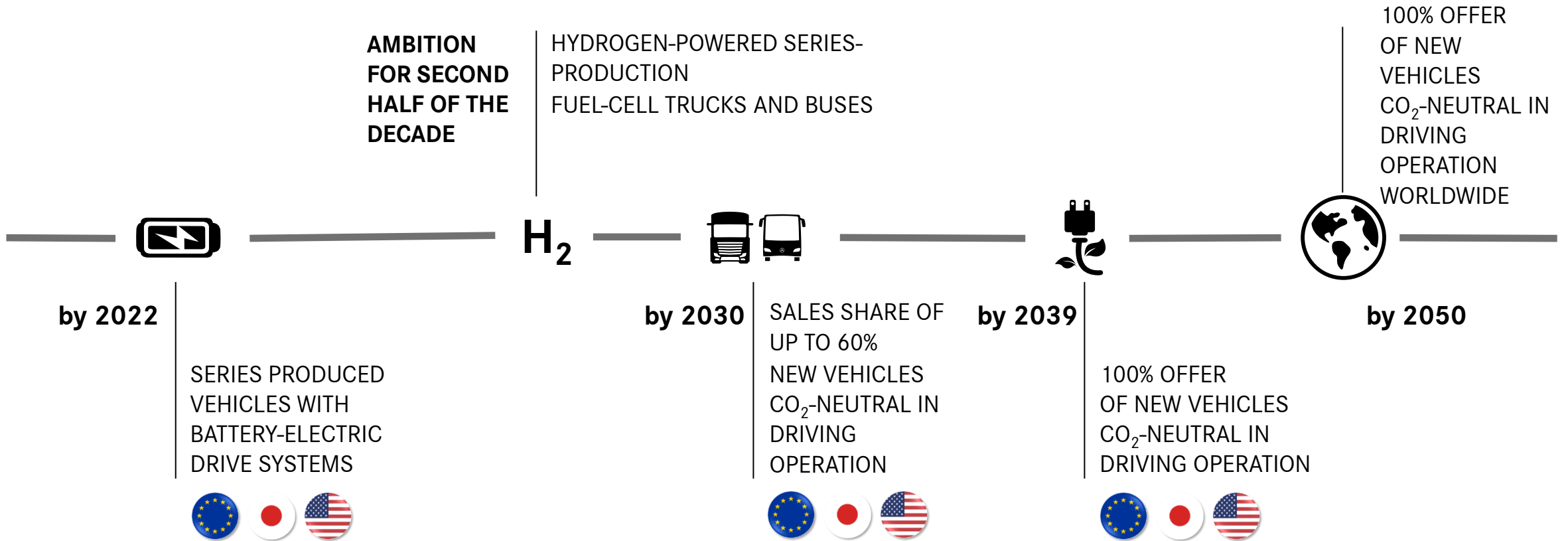
REGULAR CASH DIVIDENDS  
(40-60% payout ratio)

OPPORTUNISTIC VALUE-CREATING M&A

SHARE BUYBACKS  
(Program with volume up to €2bn. launched in Aug. 2023)

# PATH TO CO<sub>2</sub>-NEUTRAL TRANSPORT

Daimler Truck is committed to the Paris Climate Protection Agreement





# OUR ESG FRAMEWORK DRIVES SUSTAINABILITY TRANSFORMATION

We have set clear ambitions and are making good progress

## ENVIRONMENT



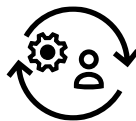
### Green products

We strive for our new trucks and buses to be CO2-neutral on the road in Europe, the US and Japan by 2039 – and globally by 2050.



### Green production

We have realized CO2-neutral production in Europe; in the US, Japan and India we strive for it in 2025 – and globally by 2039.



### Green supply chain

We strive together with our direct suppliers for CO2-neutral products and services in Europe, the US and Japan by 2039 – and globally by 2050.

## SOCIAL



### Our people

We strive to be an employer of choice, and we foster a culture of diversity, equity and inclusion – leading to a sense of belonging across all levels and regions.



### Human rights

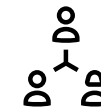
We are strongly committed to respect and support human rights and we expect the same from our business partners throughout the value chain.



### Traffic safety

We strive for zero accidents with our trucks and buses.

## GOVERNANCE



### Responsible governance

We follow corporate governance rules and integrate sustainability into our business targets and our management compensation.



### Compliance & ESG risk management

We prevent and manage compliance and ESG risks with standardized systems.



### Reporting & transparency

We deliver a transparent and reliable sustainability reporting and steer sustainability targets comprehensively.

# THE TRANSFORMATION PATH REMAINS UNCERTAIN

We have a flexible approach and a dynamic modular strategy

## TRANSFORMATION

Geopolitical tensions

Emission regulations

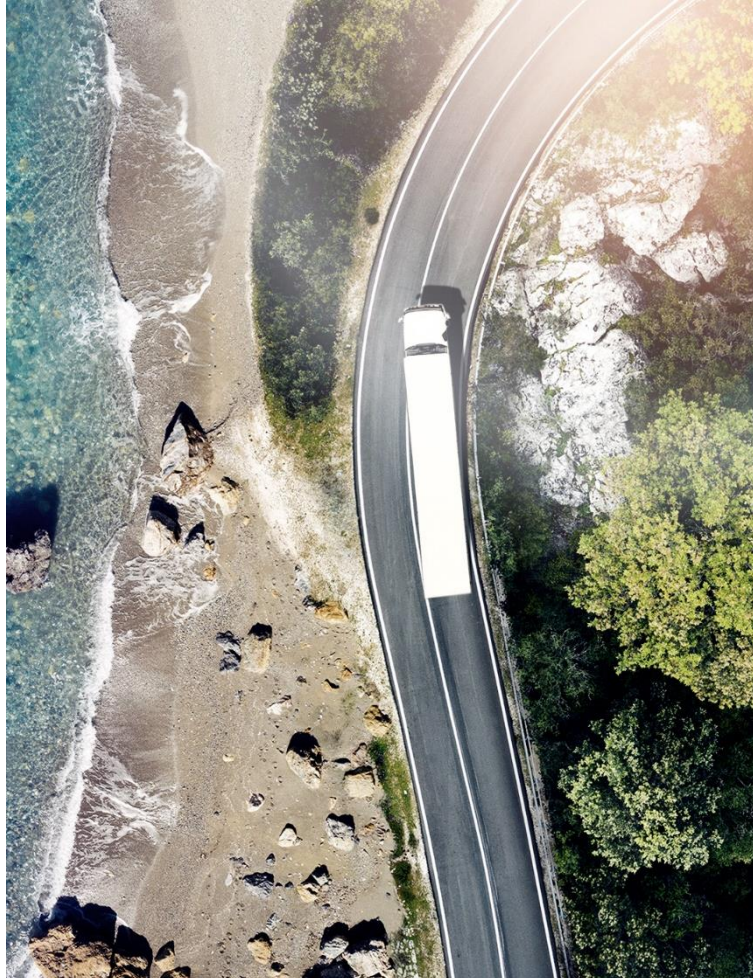
ZEV infrastructure availability

Uncertain technology path

ZEV market ramp-up speed

Disciplined ZEV investments

**FLEXIBILITY AND SPEED REQUIRED**



## OUR APPROACH

We pursue a flexible modular strategy

We leverage on our global scale

We offer differentiating technologies

We cooperate with strategic partners

**WE CONTINUOUSLY FOCUS ON OUR PROFITABILITY MEASURES**

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# HIGHLIGHTS OF THE WORK OF THE SUPERVISORY BOARD IN 2023

## Strategic Direction Setting in the Context of Sustainability

In the course of 2023 the Supervisory Board dealt with and had resolutions among others on:

<b>Sustainability</b>	Deep Dives on Impact of Climate Change, Reporting Requirements, Traffic safety, Zero-Emission Technology	Zero-Emission Product Projects	Technology Strategy (e.g. Battery Strategy)
<b>Strategy 2030</b>	Daimler Truck Equity Story 2030	Daimler Truck Supervisory Board Strategy Days in plant Wörth	Business Unit Strategies
<b>Board of Management Succession Planning &amp; Corporate Governance</b>	Beginning of 2024: Appointment of Eva Scherer as new Chief Financial Officer (effective April 1, 2024)	Reappointment of Karin Rådström until 2029	Reappointment of Andreas Gorbach until 2029
	Supervisory Board Self Assessment	Corporate Governance in the light of Sustainability	Reappointment of John O’Leary for up to an additional two years until 2026



# EMBEDDING SUSTAINABILITY IN CORPORATE GOVERNANCE

Sustainability is managed and supervised within a clear and dedicated governance structure

## Overall Responsibility for the supervision of sustainability issues lies with the Supervisory Board as a whole<sup>1</sup>

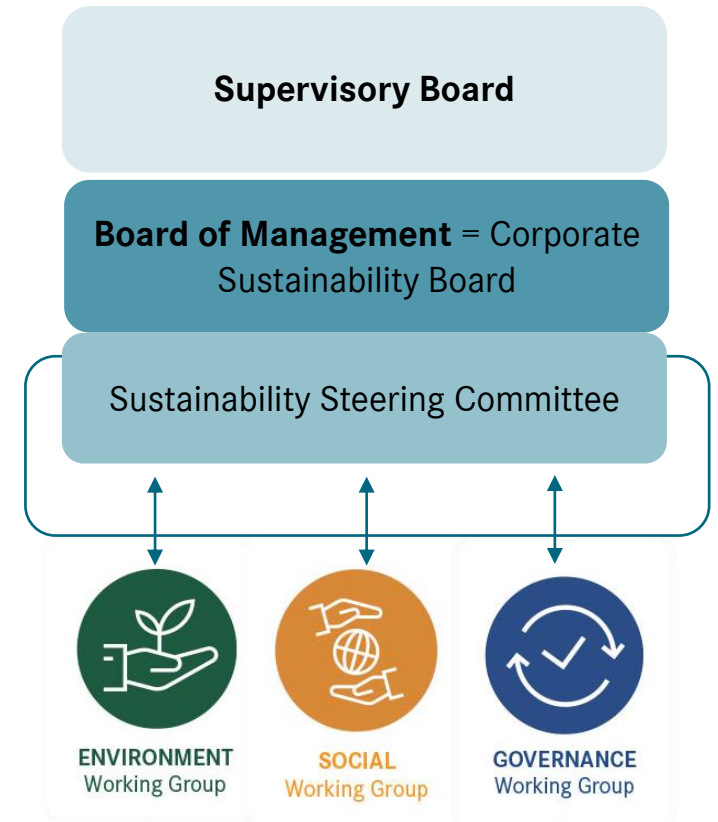
- The topic of sustainability is of such central importance that the Supervisory Board deals with this cross-sectional topic regularly and intensively. A separate Sustainability Committee has therefore not been established by the Supervisory Board.
- At regular intervals, the Board of Management reports to the Supervisory Board on the strategy of the Daimler Truck Group and its individual segments, by also considering ecological and social objectives and on the corporate planning, which includes sustainability-related objectives.
- The Supervisory Board as a whole pools the broad sustainability expertise of its members, which enables the Supervisory Board to address the sustainability-related issues of its work.

## Presidential and Remuneration Committee

- Supports the Supervisory Board regarding sustainability-related issues relating to the determination of sustainability targets and the assessment of their achievement in the context of the remuneration of the Board of Management or relating to Daimler Truck's Corporate Governance.
- All four members of the Presidential and Remuneration Committee have expertise in the sustainability area "Governance".

## Audit Committee

- Is responsible for the preliminary examination of the (mandatory) sustainability reporting and the internal control and risk management system which also cover sustainability-related objectives.
- In order to be able to fulfil these tasks, the Audit Committee has two financial experts: At least one member of the Audit Committee must have expertise in the area of accounting and at least one other member of the Audit Committee must have expertise in the area of auditing. Accounting and auditing also include sustainability reporting and its audit and assurance.



# SUPERVISORY BOARD OF DTH AG & DT AG

## Shareholder representatives



*Chairman  
SB, PRC*

**Joe Kaeser**

Chairman of the Supervisory Board of DTH AG & DT AG and of Siemens Energy AG



*Chairman  
AC*

**Michael Brosnan**

Former CFO of Fresenius Medical Care AG & Co. KGaA



**Jacques Esculier**

Former CEO and Chairman of WABCO Holdings



**Akihiro Eto**

Former President and Global Chief Operating Officer of Bridgestone Corporation



**Laura Ipsen**

President and CEO Ellucian Company L.P.



**Renata Jungo Brüngger**

Member of the Board of Mercedes-Benz Group AG & Mercedes-Benz AG responsible for Integrity, Governance and Sustainability



**John Krafcik**

Former CEO of Waymo LLC



**Martin Richenhagen**

Former Chairman, President and CEO of AGCO Corporation



**Marie Wieck**

Former General Manager IBM Blockchain



**Harald Wilhelm**

Member of the Board of Mercedes-Benz Group AG & Mercedes-Benz AG responsible for Finance & Controlling/MB Mobility

# SUPERVISORY BOARD DTH AG & DT AG

## Employee representatives



*Deputy  
Chairman  
SB, AC,  
PRC*

### Michael Brecht

Chairman of the Group Works Council of DT AG. Chairman of the Central Works Council of DT AG. Chairman of the Works Council of the Mercedes-Benz Plant in Gaggenau



### Bruno Buschbacher

Chairman of the Central Works Council of EvoBus GmbH. Chairman of the Works Council of the Mercedes-Benz Plant Mannheim



### Thomas Zwick

Deputy Chairman of the Central Works Council of Daimler Truck AG. Chairman of the Works Council of the Mercedes-Benz plant Wörth



### Jörg Lorz

Member of the Central Works Council of DT AG. Chairman of the Works Council of the Mercedes-Benz Kassel Plant



### Carmen Klitzsch-Müller

Chairwoman of the Works Council of the Corporate Headquarter of DT AG, Stuttgart Location



### Andrea Reith

Chairwoman of the Works Council of the EvoBus GmbH plant Ulm/Neu-Ulm. Deputy Chairwoman of the General Works Council of EvoBus GmbH



### Andrea Seidel

Deputy Chairwoman of the Central and Group Spokesperson's Committee of the Senior Executives at DT AG. Chairwoman of the Spokesperson's Committee of Senior Executives at DT headquarters Leinfelden-Echterdingen



### Roman Zitzelsberger

German Metalworkers' Union (IG Metall), District Manager Baden-Württemberg



### Jörg Köhlinger

German Metalworkers' Union (IG Metal), District Manager Central



### Shintaro Suzuki<sup>1</sup>

President of the Central Executive Committee Mitsubishi Fuso Workers' Union

# COMMITTEES SUPPORT THE WORK OF THE SUPERVISORY BOARD

## Committee Composition and Independence

### SUPERVISORY BOARD

#### AUDIT COMMITTEE



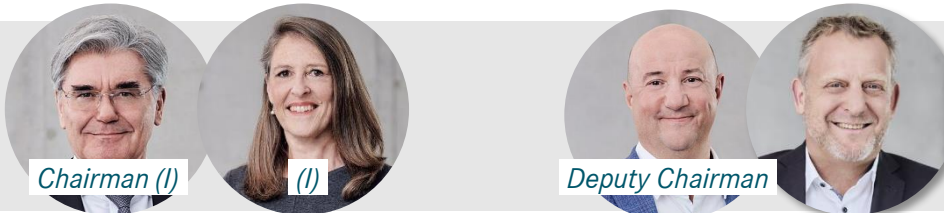
#### PRESIDENTIAL AND REMUNERATION COMMITTEE



#### NOMINATION COMMITTEE



#### MEDIATION COMMITTEE





# SHAREHOLDER REPRESENTATIVES (1/2)

## Updated overall requirements profile for the Supervisory Board

		Kaeser (Chair)	Brosnan (AC Chair)	Esculier	Eto	Ipsen	Jungo Brünger	Krafcik	Richenhagen	Wieck	Wilhelm
Personal	Joined board in	2021	2021	2021	2021	2021	2021	2021	2021	2021	2021
	General limit for duration of office not breached <sup>2</sup>	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
	Educational/ Professional background	Business Administration	Business Administration	MBA/Aerospace	Law/Automotive	International Relations/Management	Law/Automotive	Technical Engineering/ Business Administration	Business Administration/ Agriculture	MBA/ Information Technology	Business Administration
Diversity	Gender quota <sup>1</sup> (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)	✓ (1959)	✓ (1960)	✓ (1964)	✓ (1961)	✓ (1961)	✓ (1952)	✓ (1960)	✓ (1966)
	Generation mix (min. 8 members max. 62 years at (re)election)			✓	✓	✓	✓	✓		✓	✓
	Internationality (SR: min. 30% and total SB: 15%)		✓ (US-American)	✓ (French)	✓ (Japanese)	✓ (US-American)	✓ (Swiss)	✓ (US-American)	✓ (US-American /German)	✓ (US-American)	
Personal Suitability	Independence <sup>2</sup> (>50% of SR)	✓	✓	✓	✓	✓		✓	✓	✓	
	Time effort	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
	No overboarding <sup>3</sup>	✓ <sup>4</sup>	✓	✓	✓	✓	✓ <sup>4</sup>	✓		✓	✓ <sup>4</sup>

(SR) – Shareholder Representatives – (SB) – Supervisory Board | <sup>1</sup> Requirements of the German Stock Corporation Act (AktG) regarding Gender Quota met. | <sup>2</sup> As defined in German Corporate Governance Code (GCGC) | <sup>3</sup> Group mandates only counted once according to requirements profile | <sup>4</sup> Overboarding in accordance with GCGC despite fulfillment of overall requirements profile | Further details [Daimler Truck Annual Report 2023 - Declaration on Corporate Governance](#) p. 165f

# SHAREHOLDER REPRESENTATIVES (2/2)

## Updated overall requirements profile for the Supervisory Board

		Kaeser (Chair)	Brosnan (AC Chair)	Esculier	Eto	Ipsen	Jungo Brünger	Krafcik	Richenhagen	Wieck	Wilhelm
Knowledge and experience	Industry	✓		✓			✓	✓	✓		✓
	Technology			✓		✓		✓		✓	
	IT					✓		✓		✓	
	Digitalization					✓	✓	✓		✓	
	Human Resources	✓		✓		✓	✓			✓	✓
	Organization	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
	Strategy	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
	Transformation	✓	✓	✓		✓	✓	✓		✓	✓
	Finance	✓	✓	✓	✓						✓
	Capital Market	✓	✓	✓	✓		✓		✓		✓
Financial Expertise (according to GGCG)	Accounting	✓	✓								✓
	Audit		✓								
Sustainability Expertise (according to GGCG)	Environment <sup>1</sup>	✓									
	Social <sup>1</sup>			✓		✓	✓	✓		✓	
	Governance <sup>1</sup>	✓	✓			✓	✓			✓	✓

# EMPLOYEE REPRESENTATIVES (1/2)

## Updated overall requirements profile for the Supervisory Board

		Brecht (Deputy Chair)	Buschbacher	Klitzsch- Müller	Köhlinger	Lorz	Reith	Seidel	Suzuki	Zitzelsberger	Zwick
Personal	Joined board in	2021	2021	2021	2021	2021	2021	2022	2023	2021	2021
	General limit for duration of office not breached <sup>2</sup>	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
	Educational/ Professional background	General Management/ Automotive Technician	Industrial Mechanics/ Business Administration	Business Administration	Industrial Clerk/Akademie der Arbeit	General Management	Social Economics	Business Informatics/ Information Technology	Engineering	General Management	Business Administration
Diversity	Gender quota <sup>1</sup> (SB: 30% male and 30% female)	male	male	female	male	male	female	female	male	male	male
	General age limit (max. 72 years at (re)election)	✓ (1965)	✓ (1978)	✓ (1970)	✓ (1963)	✓ (1972)	✓ (1984)	✓ (1979)	✓ (1969)	✓ (1966)	✓ (1966)
	Generation mix (min. 8 members max. 62 years at (re)election)	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
	Internationality (SR: min. 30% and total SB: 15%)							✓ (Swiss)	✓ (Japanese)		
Personal Suitability	Independence <sup>2</sup> (>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 <sup>3</sup>	✓	✓	✓	✓ <sup>4</sup>	✓	✓	✓	✓	✓	✓

(SR) – Shareholder Representatives – (SB) – Supervisory Board | <sup>1</sup> Requirements of the German Stock Corporation Act (AktG) regarding Gender Quota met. | <sup>2</sup> As defined in German Corporate Governance Code (GCGC) | <sup>3</sup> Group mandates only counted once according to requirements profile | <sup>4</sup> Overboarding in accordance with GCGC despite fulfillment of overall requirements profile | Further details [Daimler Truck Annual Report 2023 - Declaration on Corporate Governance](#) p. 165f

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Knowledge and experience	Industry	✓	✓	✓		✓	✓		✓	✓	✓
	Technology	✓	✓		✓	✓	✓	✓	✓	✓	✓
	IT							✓			
	Digitalization							✓			
	Human Resources	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
	Organization	✓			✓					✓	
	Strategy	✓	✓	✓	✓			✓		✓	
	Transformation	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
	Finance	✓			✓					✓	✓
	Capital Market										
Financial Expertise (according to GGCG)	Accounting										
	Audit										
Sustainability Expertise (according to GGCG)	Environment <sup>1</sup>	✓	✓							✓	✓
	Social <sup>1</sup>	✓		✓		✓		✓	✓	✓	
	Governance <sup>1</sup>	✓			✓					✓	

# HIGH DIVERSITY AND EXPERTISE IN SUPERVISORY BOARD

## Shareholder Representatives and Employee Representatives

### 10 shareholder representatives

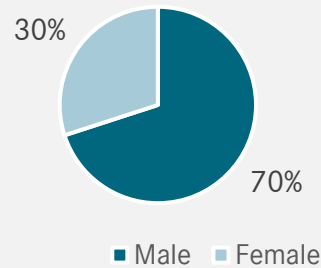
*elected by the Annual General Meeting  
(Elected on June 22, 2022 until 2026)*



### 10 employee representatives

*elected by delegates of the employees from the Group's German operations  
(Elected on November 22, 2022 until 2027)<sup>1</sup>*

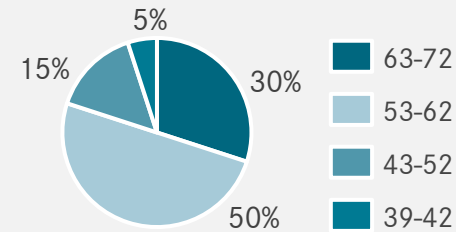
#### Gender



#### 30% Women

Quota Requirement for listed companies under German Stock Corporation Act fulfilled.

#### Age

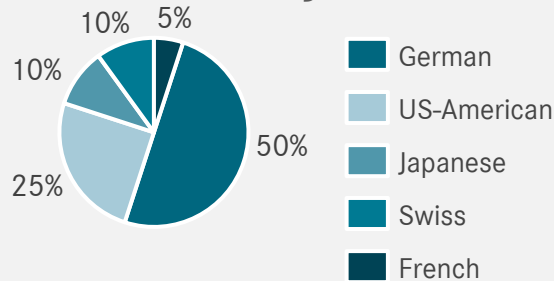


#### 14 members of Supervisory Board under and age 62

High Generation Mix with 70% under and age 62 and 20% under and age 52.

As of 31<sup>st</sup> December, 2023

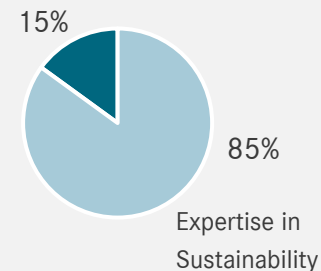
#### Nationality



#### 50% international Board members overall

80% of shareholder representatives are international.

#### Sustainability Expertise



#### 17 Board members with expertise in sustainability

Represented by expertise in sustainability issues relevant to Daimler Truck in one or more of the areas Environment, Social and Governance.

<sup>1</sup> Shintaro Suzuki judicially appointed since 16<sup>th</sup> October, 2023

# WAY OF WORKING IN THE SUPERVISORY BOARD

High attendance rate and interaction throughout all meetings



## Supervisory Board

**9 Meetings**

6 face-to-face<sup>1</sup>  
3 virtual<sup>2</sup>

96%

Attendance



## Audit Committee

**8 Meetings**

5 face-to-face<sup>1</sup>  
3 virtual<sup>2</sup>

98%

Attendance



## Presidential and Remuneration Committee

**10 Meetings**

4 face-to-face<sup>1</sup>  
6 virtual<sup>2</sup>

97%

Attendance



## Nomination Committee

**2 Meetings**

2 virtual<sup>2</sup>

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 after every Supervisory Board meeting.

**Dialogue between** Supervisory Board members and Board of Management, first management level on specific topics.

<sup>1</sup> A face-to-face meeting is a meeting to which members of the Supervisory Board have been invited to participate on site. Attendance by video or telephone link is also possible during a face-to-face meeting however. | <sup>2</sup> A virtual meeting is a video or telephone conference.

# FIXED REMUNERATION FOR SUPERVISORY BOARD MEMBERS

Remuneration is regulated as a function-related fixed remuneration

## REMUNERATION SUPERVISORY BOARD MEMBERS<sup>1</sup>

On June 22, 2022, the Annual General Meeting confirmed the existing provisions on the Supervisory Board members' remuneration in Article 10 of the Articles of Incorporation and adopted the remuneration system for the members of the Supervisory Board with a large majority of 99.84% under agenda item 7.

Each member of the Supervisory Board receives a fixed remuneration of €120,000 after the end of the financial year.

The Chairman of the Supervisory Board receives additional €240,000 and the Deputy Chairman of the Supervisory Board additional €120,000.

Each member of the Audit Committee receives additional €60,000 and the Chairman of the Audit Committee receives additional €120,000; each member of the Presidential and Remuneration Committee receives additional €50,000 and each member of the other committees of the Supervisory Board receives additional €24,000



<sup>1</sup> [Remuneration of the Supervisory Board | Daimler Truck](#)

# Governance Roadshow 2024

01 Annual General Meeting

02 Sustainable Business Strategy

03 Supervisory Board





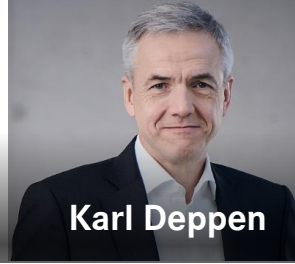


04 **Board of Management**  
(Focus: Remuneration System)








# BOARD OF MANAGEMENT


With a broad competence profile and sustainability expertise


 <p><b>Martin Daum</b></p>	 <p><b>John O'Leary</b></p>	 <p><b>Karin Rådström</b></p>	 <p><b>Karl Deppen</b></p>	 <p><b>Dr. Andreas Gorbach</b></p>	 <p><b>Jürgen Hartwig</b></p>	 <p><b>Stephan Unger</b></p>
<p><b>Chairman of the Board of Management and temporarily Chief Financial Officer</b></p>	<p>Responsible for region North America &amp; the brands Freightliner, Western Star and Thomas Built Buses</p>	<p>Responsible for regions Europe and Latin America &amp; the Mercedes-Benz Truck brand</p>	<p>Responsible for Truck China and regions Japan and India with brands FUSO and BharatBenz</p>	<p>Responsible for Truck Technology</p>	<p>Responsible for Human Resources, Labor Director</p>	<p>Responsible for Financial Services</p>


**EDUCATIONAL & PROFESSIONAL BACKGROUND:** at least two members with a technical background 


**EXPERTISE IN SUSTAINABILITY <sup>1</sup>:** at least three members with expertise in sustainability issues relevant to the company from the areas Environment, Social and Governance 

**GENDER QUOTA:** at least one woman and one man required 

**GENERAL AGE LIMIT:** the age of 62 relative to the starting date of the (new) term of office is used as orientation 

**GENERATIONAL MIX:** at least three members < 57 years of age at the beginning of the current appointment period 

**INTERNATIONALITY:** at least one member of an international origin 

**GENERAL MAXIMUM NUMBER OF EXTERNAL MANDATES:** in accordance with the German Corporate Governance Code, no more than two Supervisory Board mandates in listed companies or comparable functions and no supervisory chair in listed companies 

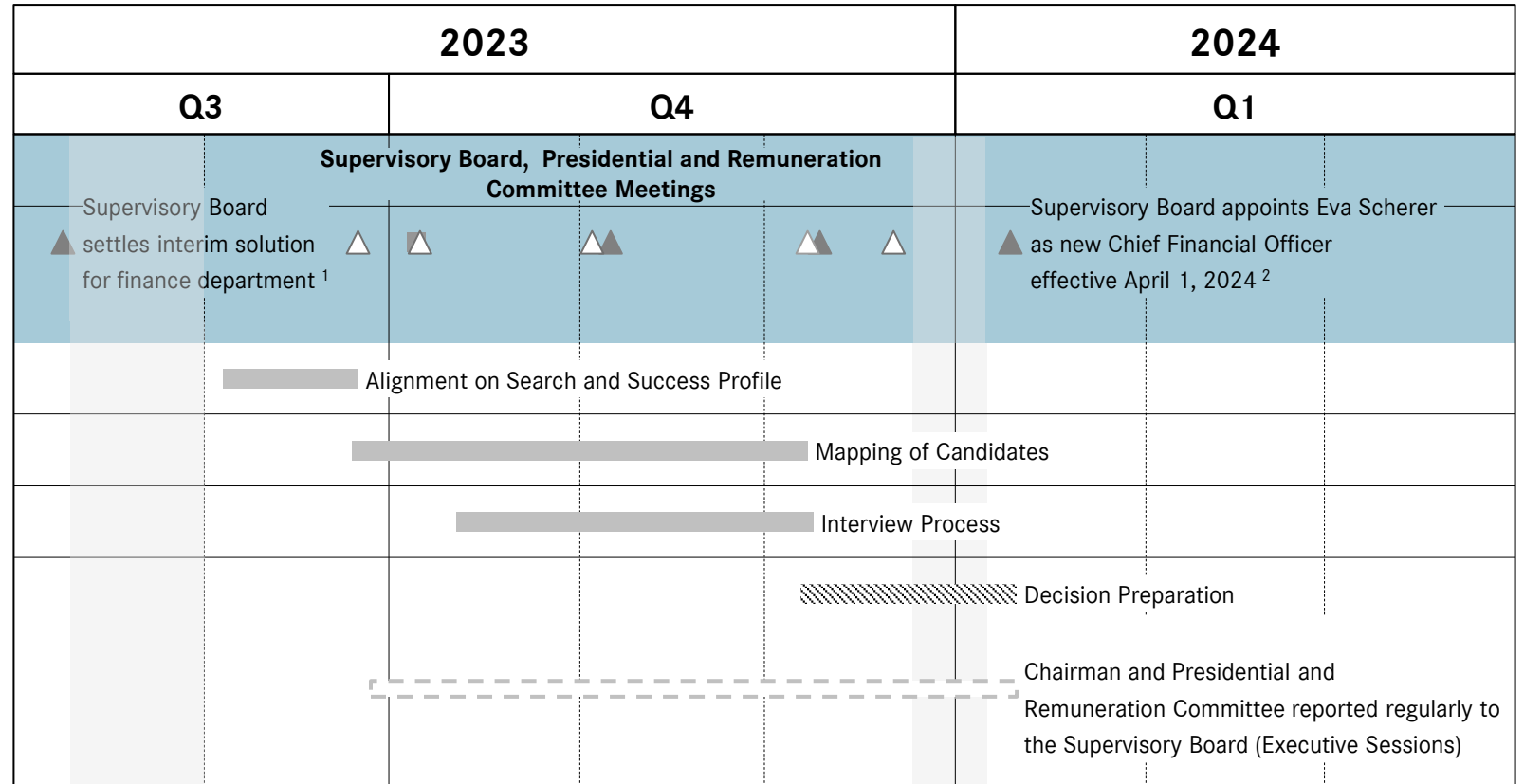
For further details on the overall requirements profile for the composition of the Board of Management see [Daimler Truck Annual Report 2023 - Declaration on Corporate Governance](#) p. 1630f

<sup>1</sup> Expertise in sustainability issues relevant to the company from the areas Environment, Social and Corporate Governance (“sustainability areas”). In this context, expertise in at least two focus topics within the sustainability areas must be given.

# SEARCH PROCESS FOR A NEW CHIEF FINANCIAL OFFICER

After the tragic loss of Jochen Goetz in August 2023

- In the framework of its responsibilities, the Presidential and Remuneration Committee advised in the course of the succession planning to the Supervisory Board.
- The Process was supported by International Executive Search Firms:
  - A Search and Success Profile was created with interviews of SB members
  - Mapping of candidates (external and internal)
  - Competence-based interviews and leadership assessment with candidates
  - Interviews by Supervisory Board members and CEO



<sup>1</sup> [Daimler Truck Supervisory Board settles interim solution for the finance department | Daimler Truck](#) |

<sup>2</sup> [Daimler Truck Supervisory Board appoints Eva Scherer as new Chief Financial Officer | Daimler Truck](#)

# SUPERVISORY BOARD APPOINTS NEW CHIEF FINANCIAL OFFICER

Eva Scherer will be responsible for Finance & Controlling effective April 1, 2024

## EVA SCHERER



<b>Year of Birth</b>	1983
<b>Nationality</b>	German
<b>Education</b>	MBA General Management, B.A. International Management
<b>Appointment</b>	April 1, 2024 – March 31, 2027
<b>2022 – 2024</b>	<b>Executive Vice President and Global Head of Investor Relations, Siemens AG</b>
2022	CFO Mobility Software, Siemens Mobility GmbH
2020 - 2022	CFO Rail Infrastructure, Siemens Mobility GmbH
2017 - 2020	Senior Vice President and Head Finance & Performance Management Siemens Mobility, Siemens AG
2011 - 2016	Vice President and Head of Finance Solutions & Services Asia-Pacific/Middle-East Head of Finance Building Technologies ASEAN, Siemens Pte Ltd. Singapore
2011	Regional Controller Cluster Management Building Automation Asia Pacific, Siemens Switzerland Ltd.
2008 – 2011	Business Unit Controller, Siemens Switzerland Ltd.
2006 – 2008	Commercial Manager Procurement Automation and Drives, Siemens AG
2003 - 2006	Commercial Trainee, Siemens AG

# BOARD OF MANAGEMENT REMUNERATION SYSTEM

Approved by the Annual General Meeting on June 21, 2023 with a large majority of 96,62%

## REMUNERATION SYSTEM<sup>1</sup>

~28%

### BASE SALARY

Non-performance related

~30%

### ANNUAL BONUS (STI)

Short-term incentive performance-based;  
100 % cash

FINANCIAL TARGETS

SUSTAINABILITY TARGETS

42%

### Virtual Share-based Equity Plan (LTI)

Long-term incentive performance-based  
(3 year performance period, 1 year retention period,  
50% of payout to be invested in real shares)

FINANCIAL TARGETS

SUSTAINABILITY TARGETS

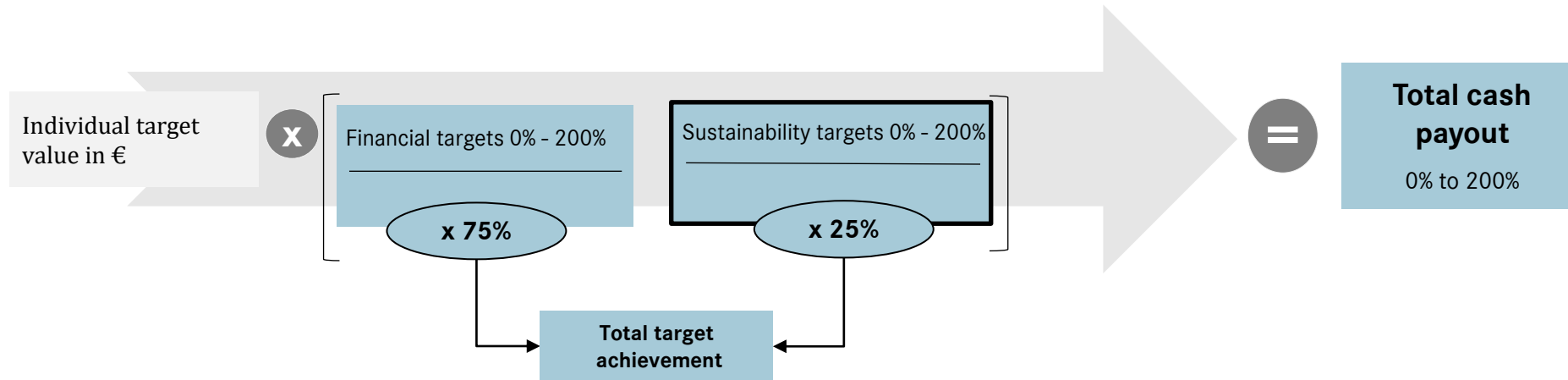


(STI) – Short-term incentive – (LTI) – Long-term incentive | <sup>1</sup> For members of the Board of Management (other than CEO and CFO). Calculated without Fringe Benefits and Pension Contribution on base salary and annual bonus (STI) | Further details in [Remuneration Report 2023 \(daimlertruck.com\)](https://www.daimlertruck.com/remuneration-report-2023)

# ELEMENTS OF THE ANNUAL BONUS (STI)

Short-term incentive with a strong focus on sustainability

**~30% ANNUAL BONUS (STI):** Short-term incentive performance-based; 100 % cash



## Financial targets

**EBIT<sup>1</sup>**  
Target/actual Comparison

**FCF IB  
(Free Cash Flow  
Industrial Business)**  
Target/actual Comparison

## Sustainability targets<sup>2</sup>

**Zero Emission Vehicles**  
Number of eBuses &  
eTrucks sold  
(Group Sales Target)

**Wellbeing**  
Results of the employee  
survey

- ▶ Non-Financial performance criteria from the framework ESG (Environment, Social, Governance).
- ▶ The performance criteria are clearly defined by the Supervisory Board for each financial year to set new ambitious targets annually based on those already achieved and to be able to react flexibly to changes in the business environment.
- ▶ Only clearly measurable and unambiguous non-financial performance criteria are used for the exact quantification of target achievement.

(STI) – Short-term incentive | <sup>1</sup> EBIT of Daimler Truck Group (Group EBIT) respectively the EBIT of the segments of Daimler Truck (Segment EBIT) |

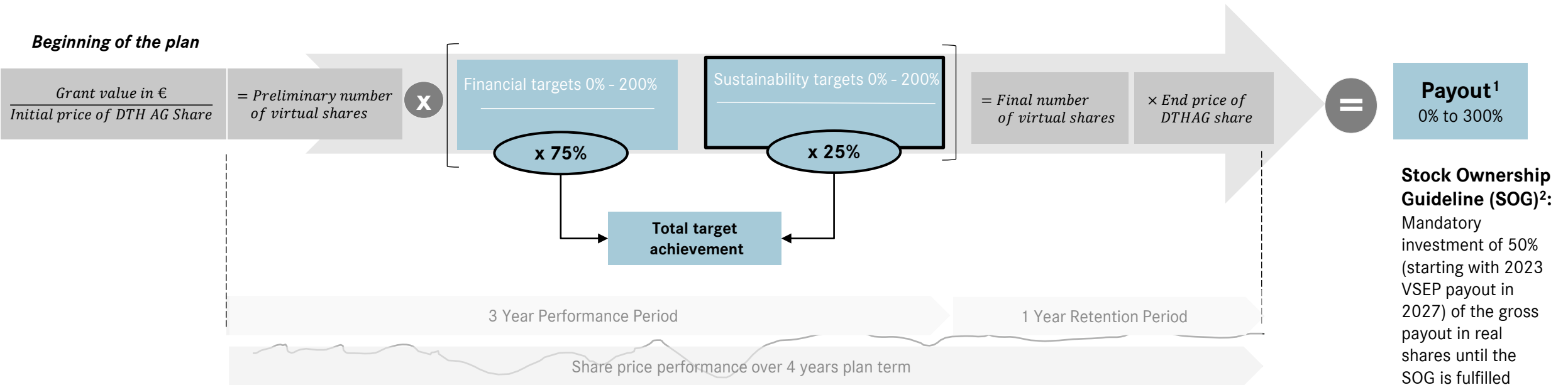
<sup>2</sup> Sustainability targets for Board of Management Remuneration 2023 were published within Annual Report and [Remuneration Report 2023 \(daimlertruck.com\)](https://www.daimlertruck.com/remuneration-report-2023)

# ELEMENTS OF THE VIRTUAL SHARE-BASED EQUITY PLAN (LTI)

Strong focus on long-term value creation

**~42%** Virtual Share-based Equity Plan (LTI): Long-term incentive performance-based

*Beginning of the plan*



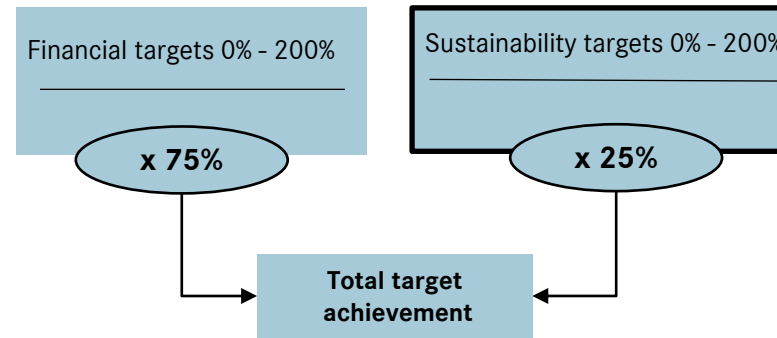
(LTI) - Long-term incentive - (DTH AG) - Daimler Truck Holding AG | <sup>1</sup> Reduction of payout in case the total maximum remuneration exceeds its predefined maximum limit | <sup>2</sup> For former plans 25% | Further details in [Remuneration Report 2023 \(daimlertruck.com\)](https://www.daimlertruck.com/remuneration-report-2023)

# ELEMENTS OF THE VIRTUAL SHARE-BASED EQUITY PLAN (LTI)

## Strong alignment with Share Price Performance

~42%

Virtual Share-based Equity Plan (LTI): Long-term incentive performance-based



### Sustainability targets<sup>1</sup>

- Reduction of CO<sub>2</sub> emissions from the Daimler Truck Group's production facilities
- Gender Aspirations: proportion of female executives among all executives at levels 1 to 4 of the Group

- ▶ Non-financial performance criteria from the framework ESG (Environment, Social, Governance).
- ▶ The performance criteria are clearly defined by the Supervisory Board for each financial year to set new ambitious targets annually based on those already achieved and to be able to react flexibly to changes in the business environment.
- ▶ Only clearly measurable and unambiguous non-financial performance criteria are used for the exact quantification of target achievement.

<sup>1</sup> Sustainability targets for Board of Management Remuneration 2023 were published within Annual Report and [Remuneration Report 2023 \(daimlertruck.com\)](https://www.daimlertruck.com/remuneration-report-2023)

# DAIMLER TRUCK



March 2024

ISIN: DE 000 DTR0CK8  
WKN: DTR0CK

Bloomberg Ticker: DTG:GR  
Reuters Ticker: DTGGe.DE

Level I ADR Program  
ISIN: US23384L1017