

DAIMLER TRUCK

Daimler Truck Holding AG

Counter motions and election proposals from shareholders

Annual General Meeting
on June 21, 2023

Convenience translation.
The German text is legally binding.

Countermotions and election proposals from shareholders

Below you will find all the shareholders' countermotions and election proposals to be made available as defined in Sections 126, 127 of the German Stock Corporation Act (*Aktiengesetz*) on the Items of the Agenda for the Annual General Meeting of Daimler Truck Holding AG to be held on June 21, 2023. The motions and reasoning reflect the views of the authors as communicated to us. Statements and hyperlinks to third-party websites have also been placed on the Internet unchanged and without verification by us, insofar as they are to be made accessible. Daimler Truck Holding AG assumes no responsibility for this content, nor does Daimler Truck Holding AG adopt these statements, websites and their content as its own.

Dear Shareholders,

Shareholder proposals that must be made available in accordance with Sections 126 or 127 of the German Stock Corporation Act (*Aktiengesetz*) shall, in accordance with Section 126 Subsection 4 of the German Stock Corporation Act (*Aktiengesetz*), be deemed to have been made at the time of publication.

A countermotion or election proposal received before June 6, 2023 (24:00 hours (CEST)) and to be made available in accordance with Sections 126, 127 of the German Stock Corporation Act (*Aktiengesetz*) shall be 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. The right of the chairman of the General Meeting to determine that vote shall first be passed on the management proposals remains unaffected.

In the following, you will find the countermotions and election proposals to be made available to us in due time, as well as any other shareholder motions made available by us, in the chronological order in which they were received. We have marked motions that do not consist solely of a rejection of a management proposal **with a capital letter**.

If you wish to support or reject motions marked in this way in the event of a separate vote at the General Meeting, please vote with the respective motion. Please note that voting on shareholder proposals is only possible via the password-protected InvestorPortal for shareholders. As the motion may not be put to the vote if the respective management proposal achieves the required majority, please do not fail to vote also by marking a cross on the relevant Item of the Agenda.

Countermotions that consist solely of a rejection of the management proposals are **not marked with a letter**. You can support these motions by voting "No" on the respective Item of the Agenda or by issuing the corresponding voting instructions.

Dachverband der Kritischen Aktionärinnen und Aktionäre (Association of Ethical Shareholders), Cologne

Re Item 3 of the Agenda

Resolution on the ratification of the Board of Management members' actions

The Dachverband der Kritischen Aktionärinnen und Aktionäre (Association of Ethical Shareholders) requests that the members of the Board of Management of Daimler Truck Holding AG be refused ratification for the 2022 financial year.

Reason:

With regard to the selection of cooperation partners, human rights due diligence obligations along the supply chain and climate protection, the Board of Management of Daimler Truck must further increase its performance.

Exhaust gas manipulation at the cooperation partner Hino

Daimler Truck Holding AG ("Daimler Truck"), Mitsubishi Fuso Truck & Bus Corporation ("MFTBC"), Hino Motors Ltd. ("Hino") and Toyota Motor Corporation ("Toyota") on May 30, 2023, signed a Memorandum of Understanding (MoU) on accelerated development of advanced technologies and a merger of FUSO and Hino. In principle, we advocate cooperations that aim "toward achieving carbon neutrality", as Daimler Truck announced in a press release dated May 30. However, the Board of Management of Daimler Truck should remember that, as a former part of Daimler AG, the company was involved in exhaust gas manipulation and should be more diligent when selecting its cooperation partners.

As it became known last year, an investigation by the Japanese Ministry of Transportation found that one of the cooperation partners, the Toyota subsidiary Hino Motors, had manipulated emission values of more than 70,000 smaller trucks. Hino then stopped delivering the vehicles. Toyota President Akio Toyoda at the time criticized that Hino's continued misconduct has destroyed the trust of its customers and shareholders.

Supply chain and Beijing Foton Daimler Automotive (BFDA)

At production sites and joint ventures, the world's largest commercial vehicle manufacturer Daimler Truck must ensure that the human rights corporate due diligence obligations along the supply chain are complied with.

With the inauguration of the new production site in Beijing, the question arises whether Daimler Truck lives up to all legal provisions of the new Act on Corporate Due Diligence Obligations in Supply Chains. As part of the Beijing Joint Venture Foton Daimler Automotive (BFDA), Daimler Truck is building its bestseller, i.e. Actros semitrailer tractor, now also in China. After opening, the factory which is located in the northern part of Beijing, initially employed around 1,300 people

Daimler and its joint venture partner Foton Motor invested the equivalent of half a billion euros in production on an area of more than 400,000 square meters. So far, the joint

venture BFDA, in which both companies each own half of the shares, has produced on site only low-cost trucks under the Auman brand.

Great dependence on Chinese battery technology

The Chairman of the Board of Management of Daimler-Truck, Martin Daum, is concerned about the China's dominance in battery technology. Nonetheless, with such major investment under the BFDA joint venture Daimler Truck is embarking in an extremely high dependency on the authoritarian country.

Climate-neutral freight transport only by 2050

The goal of the European Green Deal, to achieve climate neutral freight transport by 2050, seems not very ambitious. To this end, Daimler Truck has established a joint venture for the development a charging infrastructure in Europe. On the other hand, Daimler Truck wants to make production and all other business units worldwide carbon neutral by 2039. Daimler Truck should also work towards an earlier date at European level.

Sideguard Assist so far only for the US market

The Annual Report emphasizes that "research about accident in the area of commercial vehicles has played a key role at Daimler Truck for 50 years now when it comes to improving active and passive safety of our vehicles." (p. 109) Right-turn accidents with trucks continue to pose a major source of danger for cyclists and pedestrians. Nevertheless, the Sideguard Assist has so far only been introduced for the American market in the Freightliner Cascadia.

Re Item 4 of the Agenda

Resolution on the ratification of the Supervisory Board members' actions

The Dachverband der Kritischen Aktionärinnen und Aktionäre (Association of Ethical Shareholders) requests that the members of the Supervisory Board of Daimler Truck AG be refused ratification for the 2021 financial year.

Reason:

The Supervisory Board has only insufficiently fulfilled its task to monitor the activities of the Board of Management in accordance with Section 111 para. 1 of the German Stock Corporation Act (AktG).

Lack of transparency when exporting military vehicles

The Supervisory Board must monitor the Board of Management in order to do more to again enable a critical assessment of the export practice of military vehicles and to ensure that military vehicle exports to customers who violate human rights or are involved in acts of war contrary to international law are excluded.

Daimler Truck is a member of the Federal Association of the German Security and Defense Industry (Bundesverband der deutschen Sicherheits- und Verteidigungsindustrie, BDSV), which represents the interests of the German defense industry. At the IDEX 2023 defense trade fair in Abu Dhabi, Mercedes-Benz Special Trucks, a division of Daimler Truck, showed “tailor-made commercial vehicles for demanding operations even under extreme conditions”. Nevertheless, terms such as “military” or “armament” are searched for in vain in the Daimler Truck Annual Report.

In recent years, the Dachverband der Kritischen Aktionärinnen und Aktionäre (Association of Ethical Shareholders) and Ohne Rüstung Leben (Life Without Armor) have regularly asked at Daimler AG Annual General Meetings where Daimler military vehicles have been exported. In its replies, Daimler AG always listed all recipient countries by name. Thus it became known that Daimler military vehicles were also repeatedly delivered to countries that are in crisis regions and in which human rights are being violated. Since 2020, however, it has been said: “On the individual recipients ... we generally do not comment.”

Unfortunately, Daimler Truck has taken a bad example in this regard and continues the lack of transparency with regard to the business with military vehicles. Daimler Truck did not provide any information about the individual recipients at its last Annual General Meeting. Not even the respective share of exports to the EU, NATO and equivalent countries as well as so-called third countries was named. The military vehicle exports must not simply be swept under the carpet.

Re Item 8 of the Agenda

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

The Dachverband der Kritischen Aktionärinnen und Aktionäre (Association of Ethical Shareholders) requests that the resolution proposal by the Supervisory Board and the Board of Management to authorize the Board of Management to decide on the holding of a virtual Annual General Meeting be refused.

Reason:

From the point of view of the Board of Management and the Supervisory Board, the virtual Annual General Meeting under the new legislation may be “a fully-fledged alternative to the presence Annual General Meeting”. In our view, however, the virtual Annual General Meeting does not fulfill this function.

The format and manner in which a general meeting is held concern elementary shareholder rights. Therefore, the Annual General Meeting and not the Board of Management should decide on the conditions or format under which future Annual General Meetings should be held.

In addition, the Annual General Meeting should also be allowed to decide whether a hybrid format should be implemented as a further option, which combines the advantages of an Annual General Meeting with physical presence with those of a purely virtual event.

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