

Remuneration Report

1. Preamble

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

2. Review of the past business year

For Daimler Truck Holding AG (Daimler Truck), the first financial year after the step into entrepreneurial independence was associated with many challenges. In 2022, intense work was done on the technological transformation and the operational business was driven further forward, under difficult conditions due to the COVID 19 pandemic and global supply bottlenecks. In addition, we had to face the economic consequences resulting from the Russia-Ukraine war.

For the first year after the spin-off between the Mercedes-Benz Group and Daimler Truck (which took effect in December 2021), investors had the opportunity to invest directly in the shares of one of the world's largest commercial vehicle manufacturers. We are well positioned for a new era of independence. In the reporting year 2022, the company again clarified its financial ambitions to increase the performance and profitability of the segments consistently and continuously.

The commercial vehicle industry continues to be subject to fundamental and highly dynamic developments. Climate protection and sustainability in particular are among the great challenges of our time, and we have set ourselves the goal of leading the industry on the path towards CO₂-neutral transportation. On the path to climate-neutral mobility, We intend to implement battery-electric, hydrogen-based, and autonomous driving with high priority and innovative technology, with a strong focus on customer benefits and profitability.

In addition, we are continuously seeking to drive digitalization and exploit the potential through a transformation and further developed culture supported by senior managers and employees, which will make us even more agile and responsive and further increase the pace of innovation.

The customer, the shareholders and our employees are always at the center of our activities. In addition, sustainability is an integral part of our business strategy and was also a strong focus of our actions in 2022. In all our activities, the achievement of our financial goals is always an essential condition.

3. Structure of remuneration to the Board of Management

The currently effective remuneration system was presented to the Annual General Meeting of Daimler Truck Holding AG on 22 June 2022 in accordance with Section 120a Subsection 1 AktG and approved by 96.20% of the votes cast (the Remuneration Report 2021 was approved with an approval rate of 98.08%). Despite the high approval rate, our Supervisory Board has decided to further refine the currently effective remuneration system for the Board of Management to bring it closer to leading market practices. The revised remuneration system is closely linked to the business strategy and aims even more strongly at the sustainable corporate success of Daimler Truck Holding AG. The new remuneration system is put to vote at the Annual General Meeting on 21 June 2023 and - subject to approval - will apply retrospectively from 1 January 2023. The chapter "Outlook for the financial year 2023" outlines the planned changes. The remuneration granted and owed for the 2022 reporting period is in line with the approved remuneration system. The 2018 PPSP tranche was awarded by Daimler AG (now: Mercedes-Benz Group AG) and originates from the remuneration system in place at the time.

3.1. Principles of remuneration

The remuneration system for the Board of Management has been determined with the aim of being clear and comprehensible. The remuneration system for the Board of Management consists of fixed non-performance-related and variable performance-related remuneration components based on qualified and ambitious performance criteria and, accordingly, provides an incentive for the implementation of the corporate strategy and contributes to promoting the long-term and sustainable development of the Group. For the variable remuneration, the performance criteria and targets are determined in advance by the Supervisory Board. Subsequent changes to these performance criteria and targets are excluded. Outstanding performances are appropriately rewarded, while missed targets reduce the variable remuneration down to zero. Due to the generally higher weighting of the long-term variable remuneration components, the targets defined for the long-term variable remuneration components provide a higher incentive than the relevant targets for the short-term variable remuneration.

When determining the total remuneration of the individual Board of Management members, the situation of the Company as well as the members' areas of activity and responsibility are taken into account. This is done in line with legal requirements and with a clear focus on the competition. In the opinion of the Supervisory Board a balanced combination of non-performance-related (fixed) and performance-related (variable) components of remuneration based on adequate and ambitious performance criteria and targets provides the Board of Management with an incentive to implement the corporate strategy and ensure the sustained success of the Group, considering relevant competitors for the measurement of relative performance. [➔ B.01](#)

B.01

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.

In addition to ensuring the appropriateness of the remuneration regarding performance and market conformance while taking the size, complexity, and economic situation of the Group into account, we focus on making the remuneration system of the Board of Management consistent with that of the management team. The latter ensures that all the decision-makers pursue uniform goals while taking the same financial and non-financial (sustainability/Environment, Social and Governance (ESG)) aspects into account and driving forward our cultural and organizational development.

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

3.2. Overview of the remuneration system

The remuneration system fundamentally consists of fixed and variable remuneration components, the sum of which determines the remuneration a Board of Management member receives in total.

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

The variable performance-related remuneration, in turn, is split into a short and medium-term variable remuneration (annual bonus incl. deferral) and a long-term variable remuneration (Performance Phantom Share Plan (PPSP)).

The medium-term remuneration, the so-called deferral, amounts to 50% of the annual bonus and is paid out one year later depending on the development of the Daimler Truck Holding share price compared to the STOXX Europe Auto Index.

The previous PPSP tranches 2018, 2019, 2020 and 2021 were transferred from Mercedes-Benz Group AG (formerly Daimler AG) to Daimler Truck Holding AG by way of transfer agreements and will be continued by the latter. Due to the new formation of Daimler Truck Holding AG, an award was made for the first time in 2022 by Daimler Truck Holding AG.

For each financial year, the Supervisory Board links the variable remuneration components to targets derived from the strategy. The degree to which these targets are achieved determines the actual payments. [↗ B.02](#)

B.02

Overview of the Remuneration System of the Board of Management

Remuneration system of the Board of Management			
Remuneration element	Description		
Fixed remuneration	Base salary	– Fixed contractually agreed remuneration paid in twelve monthly instalments	
	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	– Performance-based short-term incentive plan
		Performance criteria	– Financial performance criteria (Target achievement: 0% – 200%) – 50% Group EBIT target-/actual-comparison – 50% Free cash flow of the industrial business (FCF IB) target-/actual-comparison – ESG targets, Environmental, Social, Governance (Target achievement: 0% – 35%)
		Payment	– 50% in cash – 50% Conversion to a deferral by one year based on the relative share price development compared to the STOXX Europe Auto Index
		Cap	– 200% of base salary
	Performance Phantom Share Plan (PPSP)	Type	– Performance-based long-term incentive plan based on virtual shares (phantom shares)
		Performance period	– 4 years: 3-year performance period plus 1-year holding period
		Performance criteria	– Financial performance criteria (Target achievement: 0% – 200%) – 50% Relative share price development compared to the peer group – 50% Relative return on sales compared to the peer group
		Payment	– In cash – 25% is used to meet the share ownership guidelines
		Cap	– 250% 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		– A severance payment (if any) is limited to double the annual remuneration and may not exceed the total remuneration for the remaining term of the service contract	

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 and, if necessary, submits suggestions for changes. In doing so, the Presidential and Remuneration Committee and the Supervisory Board avail themselves of the advice of independent external remuneration experts as needed.

The Supervisory Board regularly reviews the system of Board of Management remuneration on the basis of the preparations and recommendations made by the Presidential and Remuneration Committee. The Supervisory Board makes any changes that are deemed necessary. If major changes are made to the remuneration system, or at least at intervals of four years, it is presented to the Annual General Meeting for approval. If the Annual General Meeting does not approve the remuneration system, a revised remuneration system has to be submitted for approval to the next ordinary Annual General Meeting at the very 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 base salary, amount of target short and medium-term variable remuneration, amount of target long-term variable remuneration as well as expenses for fringe benefits and retirement benefit commitments. The target total remuneration shall be in an appropriate relationship to the responsibilities and performance of each Board of Management member and to the situation of the Group. In addition, the Supervisory Board makes sure that the target total remuneration is appropriate to the market. For this reason, the Supervisory Board conducts both a horizontal and a vertical comparison.

Taking into account our market position (especially with regard to sector, size, and country), the horizontal (external) comparison of the target total remuneration was based on the companies included in the DAX as well as a group of international competitors. In particular, the relative weighting of the components and the amounts of the target total remuneration were reviewed.

For the vertical - internal - comparison of the target total remuneration, the Supervisory Board considers the two upper management levels below the Board of Management and the workforce of Daimler Truck AG in Germany for a comparison. The Supervisory Board came to the conclusion that the remuneration is in line with the market.

In the event of significant changes in the relationship between the remuneration of the Board of Management and the horizontal and vertical comparison groups the Supervisory Board establishes the causes and in the absence of objective reasons for the deviations adjusts the remuneration of the Board of Management as necessary.

3.4. Remuneration structure and target remuneration

The fixed base salary and the annual bonus (incl. deferral) each comprise approximately 30% of the target total remuneration (without the retirement benefit commitments and fringe benefits), while the variable component of remuneration with long-term incentive effect (PPSP) makes up approximately 40% of the target total remuneration. ➔ B.03

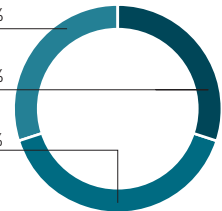
Additional components of the non-performance-related remuneration are the retirement benefit commitments and the fringe benefits (non-cash benefits in kind mainly expenses for security precautions that are borne by the Company and the provision of company cars). The contribution to the pension plan is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

B.03

Remuneration structure

Target remuneration consists of non-performance-related and performance-related components:

Base salary (not performance-related)	~ 30%
Short- and medium-term oriented variable remuneration (performance-related)	~ 30%
Long-term oriented variable remuneration (performance-related)	~ 40%



Only 50% of the annual bonus is paid out in the first half of the following financial year. The other 50% is paid out a year later (deferral) depending on the performance of the Daimler Truck Holding share compared with the STOXX Europe Auto Index. Both the deferred payment of the portion of the annual bonus and the variable component of remuneration from the PPSP with its link to additional comparative parameters and to the share price reflect the recommendations of the GCGC, which stipulates that the share of variable remuneration achieved because of meeting long-term targets shall exceed the share from short-term targets. In addition, the Stock Ownership Guidelines require Board of Management members to hold a certain number of shares for the duration of their employment in line with the GCGC recommendation.

For a full financial year, the following contractually agreed target remuneration as well as the maximum amounts of cash payments (see also the following section) currently apply to the members of the Board of Management of Daimler Truck Holding AG: [➔ B.04](#)

B.04

Maximum Cash Remuneration

Agreed maximum cash remuneration¹ for a full financial year in thousands of euros

	Chairman of the Board of Management		Chief Financial Officer		Ordinary Board of Management Member	
	Cash flow cap (excluding fringe benefits and retirement benefit commitments)		Cash flow cap (excluding fringe benefits and retirement benefit commitments)		Cash flow cap (excluding fringe benefits and retirement benefit commitments)	
in thousand of €						
Base salary	1,300		650		650	
Annual bonus (incl. Deferral)	1,300		650		650	
PPSP	1,900		900		800	
Total	4,500	7,650	2,200	4,180	2,100	3,990

¹ The annual expenses for fringe benefits and retirement benefit commitments may vary depending on the financial year and Board of Management member and is therefore not shown in the table. Amount specified under PPSP: value when granted in thousands of euros under service contracts. Amount specified under annual bonus: 50% pay-out in the first year following the financial year; remaining 50% payment in the second year following the financial year = deferral.

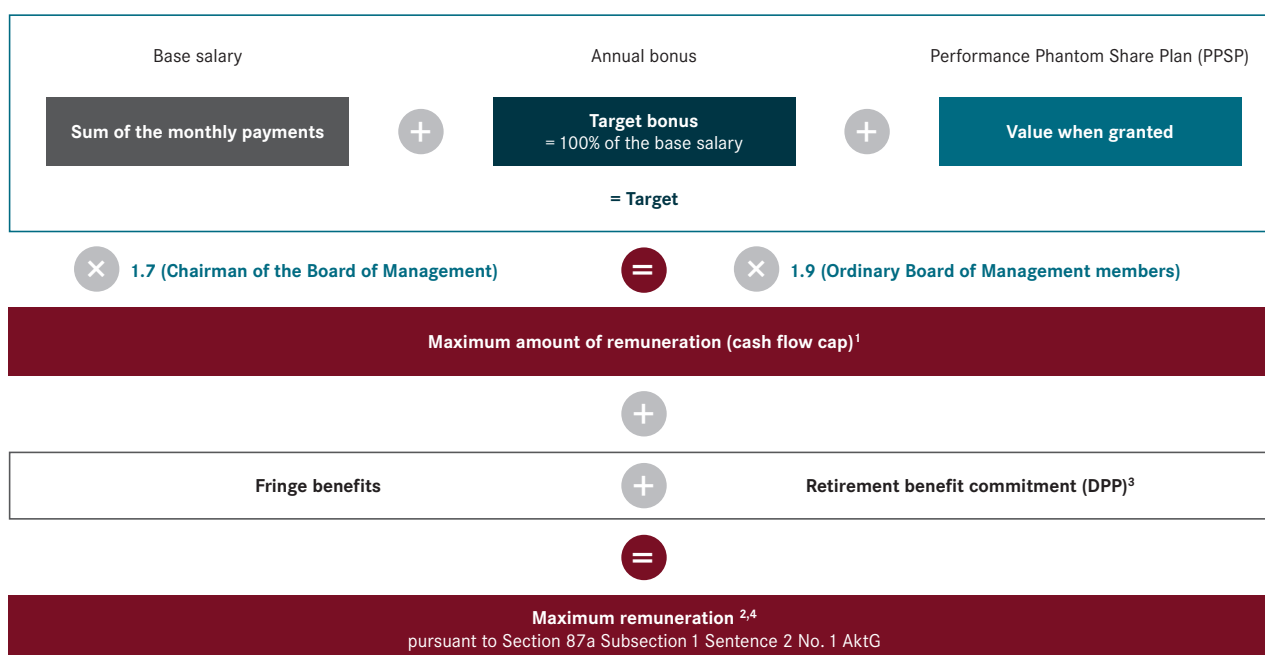
3.5. Compliance with maximum remuneration

The amounts of remuneration of Board of Management members are limited not only with regard to the variable components but also by a maximum amount of cash payments and an appropriate maximum remuneration in line with the market pursuant to Section 87a Subsection 1 Sentence 2 No.1 AktG.

The maximum amount of cash payments to the members of the Board of Management was set at 1.9 times the sum of the base salary, the target annual bonus and the value when granted of the PPSP in each case. It is 1.7 times for the Chairman of the Board of Management. The possible cap on the amount exceeding the maximum limit of the cash payments takes place with the payment of the PPSP issued in the relevant financial year. [➔ B.05](#)

B.05

Calculation of the maximum amount of remuneration (cash flow cap) and maximum remuneration 2022



The possible cap on the amount exceeding the maximum amount of remuneration (1) and/or the maximum remuneration (2) takes place in each case with the payment of the PPSP. 3) 15% based on base salary plus annual bonus. 4) The maximum remuneration for one financial year amounts to EUR10,000,000 for the Chairman of the Board of Management and EUR 6,000,000 for an ordinary member of the Board of Management.

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, PPSP) or the expense in the case of fringe benefits and retirement benefits commitments made in one year is limited to this value, regardless of when the payments are made.

If the sum of the amounts paid exceeds the maximum remuneration pursuant to Section 87a Subsection 1 Sentence 2 No. 1 AktG, the remuneration component last paid, as a rule the PPSP, will be reduced. For the financial year 2022, compliance with the defined maximum remuneration cannot yet be verified. The final payment of the PPSP tranche 2022, which was awarded to the members of the Board of Management for the first time by Daimler Truck Holding AG, can only be determined after the end of the financial year 2026, i.e., after the 4-year plan term. However, we ensure that the maximum remuneration is not exceeded at any point in time.

4. Remuneration to the Board of Management during financial year 2022

4.1. Fixed remuneration components: Base Salary

The base salary is fixed remuneration relating to the entire year, oriented toward the area of responsibility and the experience of each Board of Management member, and paid out in 12 or 24 installments for Board members in the United States of America.

Fringe Benefits

Fringe benefits are an additional component of the fixed remuneration. These are mainly composed of 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 be incurred. [↗ B.06](#)

B.06

Active Board of Management Members – Fringe Benefits¹

	In thousands of €
Daum, Martin	88.8
Goetz, Jochen	95.2
Hartwig, Jürgen	34.0
Rådström, Karin	186.4
O'Leary, John	707.0
Deppen, Karl	310.0
Unger, Stephan	25.6
Gorbach, Andreas	77.2

¹ Figures may not tie due to rounding

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 Section 93 (2) AktG. The premiums were paid by the Company.

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 2022.

Company retirement benefit plan

In 2012, Daimler AG introduced a new company retirement benefit plan for new entrants and new appointments for employees paid according to collective bargaining wage tariffs as well as for executives: the “Daimler Pensions Plan”. This retirement benefit system features the payment of annual contributions by the Company and is oriented toward the capital market. The Supervisory Board of Daimler Truck Holding AG has resolved to adopt this pension system for all members of the Board of Management appointed as of December 2021 (except for the Chairman of the Board of Management and John O’Leary, DTNA). The Company merely makes a commitment to guarantee the total of 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 of 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 provision 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 instalments, whereby interest accrues on each partial amount from the time payments commence until the payout is complete (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 Section 32 of the German Income Tax Act (*EStG*) is/are entitled to the amount credited to the DPP credit as well as a markup 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 € 1.4 million in the 2022 financial year. The present value of the total defined benefit obligation according to IFRS amounted to € 1.1 million as of December 31, 2022.

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

	Expense IFRS (Service Cost) January – December 2022	Present value of the retirement benefit entitlement IFRS Reporting date view 31.12.2022
in thousands of €		
Daum, Martin ¹	0	0
Goetz, Jochen	226,486	168,346
Hartwig, Jürgen	207,010	139,209
Rädström, Karin ²	253,751	301,307
O’Leary, John ³	0	0
Deppen, Karl	204,840	139,469
Unger, Stephan	209,125	146,693
Gorbach, Andreas	238,317	177,174
Total⁴	1,339,529	1,072,198

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

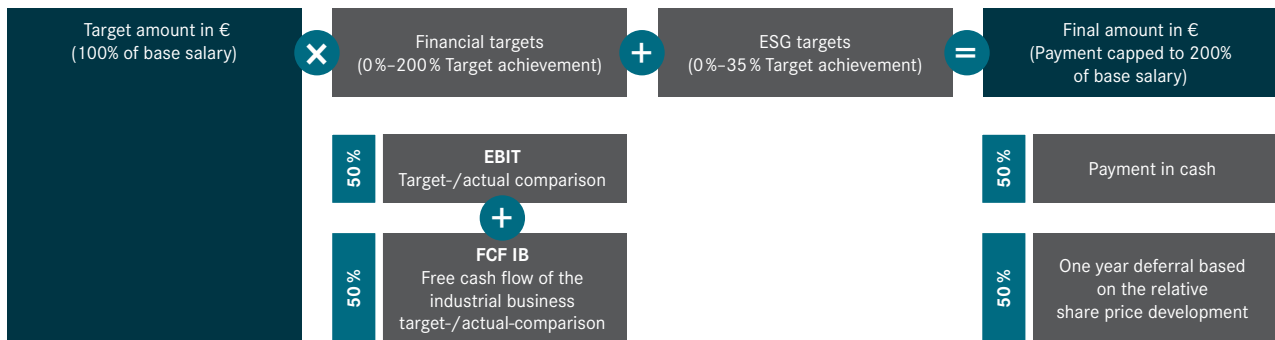
2 Including transfer module from DTAG DPP commitment

3 No commitments arising from his activities of the Board of DTHAG

4 Figures may not tie due to rounding

B.08

Overview Annual Bonus



4.2. Variable remuneration components

Annual bonus

The annual bonus is a short- and medium-term variable remuneration component and rewards the contribution made to the operational implementation of our corporate strategy, in particular the future-oriented expansion of our business model as a commercial vehicle manufacturer. The annual bonus is composed of financial and non-financial performance criteria.

➔ B.08

The financial performance criteria are based on the operating profit of the Daimler Truck Group (EBIT) and the free cash flow of the industrial business (FCF IB), both weighted at 50% each. EBIT and free cash flow of the industrial business are the most important financial performance indicators for the Daimler Truck Group.

The operating earnings indicator EBIT measures the earnings potential of Daimler Truck Group, the free cash flow of the industrial business is of outstanding importance for its financial strength. The strengthening of the operating business and the strong focus on cash flow optimization contribute sustainably to the achievement of the corporate strategy and long-term business development.

Furthermore, non-financial environmental, social and governance (ESG) targets set by the Supervisory Board with a focus on sustainability have an impact on the annual bonus of the entire Board of Management with increases ranging from 0 to +35 percentage points.

50% of the annual bonus is paid out in cash in the first half of the following financial year. The remaining 50% will be paid out one year later (deferral) depending on the performance of the Daimler Truck Holding AG share price compared to the STOXX Europe Auto Index. The initial amount is multiplied by the relative development of the Daimler Truck Holding AG share price compared to the STOXX Auto Index in the period December 31, 2022 – December 31, 2023. Each percentage point of share price development above/below the STOXX Europe Auto Index increases/decreases the payment the deferral accordingly. The total payment from the annual bonus (incl. deferral) is capped at 200% of the base salary for the corresponding financial year.

Financial targets

The EBIT target, which leads to a target achievement of 100% for the respective financial year, is derived on the base of the desired medium-term return, which is set by the Supervisory Board, is ambitious and oriented toward the competitive environment and derived from the growth targets. The starting point for this is the previous year’s sales for the industrial business and the previous year’s equity for the financial services business.

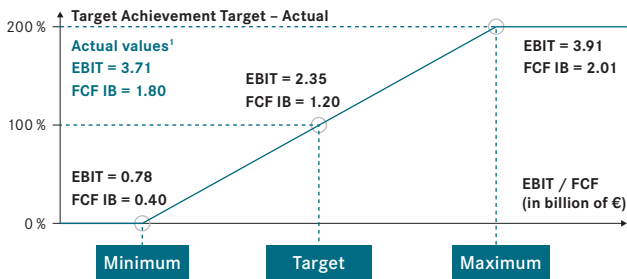
The free cash flow target for the industrial business, which corresponds to a target achievement of 100% for the respective financial year, is determined on the base of the defined EBIT target for the industrial business and a strategic target for the cash conversion rate. The cash conversion rate represents the proportion of net profit for the period that is expected to flow to liquidity after considering payments for the investments in research and development, property, plant and equipment and working capital required as part of the strategic growth target.

The range of possible target achievement for the two financial targets EBIT and free cash flow of the industrial business is between 0% and 200%.

If the actual value is at or above the maximum value of the range, the maximum target achievement is at 200%. The degree of target achievement develops linearly within the range. ➔ B.09

B.09

Financial Targets EBIT and Free Cash Flow (FCF IB) for the financial year 2022



¹ neutralized

Non-financial targets

In addition to incentives for a strong financial performance of the Daimler Truck Group, targets are aligned with the areas of ESG, considering the interests of other stakeholders are also defined. These targets reflect the increased importance of these areas.

The ESG performance criteria provide information on whether and to what extent the Daimler Truck Group is implementing sustainable strategies at the environmental, social, and governance levels and the progress we have already been able to achieve in this regard.

The following ESG performance criteria have been established for FY 2022: ➔ B.10

B.10

Overview of the defined ESG performance criteria for the 2022 financial year

ESG target	Target	Target description	Weighting (Addition)
E Environmental	Number of ZEVs sold (eTrucks and eBuses; Group Sales target)	Consideration of the sales of all electrically driven trucks and buses within the Daimler Truck Group for the year 2022 in comparison to the Daimler Truck Business Plan (DTBP)	15%
S Social	Inclusion & Diversity	Inclusion and diversity are part of our talent strategy and the foundation of our work culture	5%
G Governance	Implementation of the ESG strategy	The ESG strategy is implemented and evaluated (ESG framework, milestones, targets, KPIs, reporting)	15%

As a measure of the environmental target, the number of zero-emission vehicles (ZEVs, trucks, and buses with electric drive systems) sold at Group level in the financial year 2022 was used. To calculate the respective target achievement, the actual number of units sold is compared with the number from the Daimler Truck Business Plan. In financial year 2022, 914 units of ZEVs (eTrucks and eBuses) were sold. This corresponds to a target achievement of 0% for the environmental target. [↗ B.11](#)

B.11

Environmental: Number of ZEVs sold (eTrucks and eBuses; Group Sales target)

Degree of target achievement	Addition	Units of sold eTrucks and eBuses	Target achievement
High	15 %	≥ 100 % of units	0 %
Medium	10 %	≥ 85 % - < 100 %	
Low	5 %	≥ 70 % - < 85 %	
No target achievement	0 %	< 70 %	

As a social target, the Supervisory Board has set the coverage rate of the “Inclusion in mind” web training at levels 1 to 4 for the financial year 2022 to further embed inclusion and diversity in the working culture of Daimler Truck Holding AG. A coverage rate of 97.5% was achieved in the financial year 2022. This corresponds to an additional target achievement of 5%. [↗ B.12](#)

B.12

Social: Inclusion & Diversity

Degree of target achievement	Addition	Inclusion and Diversity	Target achievement
Target achieved	5 %	Coverage ≥ 85 %	5 %
Target not achieved	0 %	Coverage < 85 %	

B.14

Annual bonus¹ for members of the Board of Management

	Target amount thousands of € January – December 2022	Target achievement financial targets in %	Addition / deduction non-financial targets in %	Total Target Achievements in %	Total amount thousands of €	Amount to be paid out in thousands of € (excl. Deferral)
Daum, Martin	1,300				2,600	1,300
Goetz, Jochen	650				1,300	650
Hartwig, Jürgen	650				1,300	650
Rådström, Karin	650				1,300	650
O’Leary, John ²	751	181 %	20 %	200% ³	1,502	751
Deppen, Karl	650				1,300	650
Unger, Stephan	650				1,300	650
Gorbach, Andreas	650				1,300	650
Total	5,951				11,902	5,951

1 Figures may not tie due to rounding.

2 The annual bonus for John O’Leary was calculated on the basis of basic compensation in euros. Change in fixed salary due to exchange rate.

3 The cap of 200% applies to the overall target achievement.

The governance target was defined for financial year 2022 by the degree of implementation of the realigned ESG strategy. The degree of implementation of the ESG strategy was determined using the assessment of the Sustainability Steering Committee and the Supervisory Board.

For financial year 2022, a level of achievement of the defined performance criteria and milestones of 100% was jointly agreed. This corresponds to an achievement of 15% for the governance target. [↗ B.13](#)

B.13

Governance: Implementation of the ESG strategy

Degree of target achievement	Addition	Degree of achievement of defined performance criteria and milestones	Target achievement
High	15 %	= 100 % achievement	15 %
Medium	10 %	≥ 85 % achievement	
Low	5 %	≥ 70 % - < 85 % achievement	
No target achievement	0 %	< 70 % achievement	

The Supervisory Board derived a joint target achievement level for the Board of Management from the target achievement of the individual ESG targets and the strategic, organizational, and structural contribution of the Board of Management, considering the economic environment and the competitive situation/positioning. For the financial year 2022, this results in an additional +20 percentage points to the target achievement level for the financial targets.

Payment of the annual bonus in 2022

50% of the 2022 annual bonus will be paid to the Board of Management members in the first half of 2023. Based on the target achievements presented above, the amounts paid out are as follows. [↗ B.14](#)

Performance Phantom Share Plan (PPSP)

The Performance Phantom Share Plan (PPSP) is a long-term oriented variable remuneration component that is generally awarded to the members of the Board of Management of Daimler Truck Holding AG in annual tranches.

Principles of the PPSP

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 remuneration. This amount is divided by the relevant average price of the Daimler Truck Holding AG share determined over a predetermined longer period (initial price), which results in the number of phantom shares provisionally awarded in each case. At the beginning of the plan, performance criteria are defined 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 shares provisionally awarded at the beginning of the plan are converted into the final number of allocated phantom shares after the three years.

After the expiry of a further year (holding period), the final number of phantom shares is multiplied by the then applicable share price (final price) of Daimler Truck Holding AG and the payment amount is determined. For the PPSP 2018 granted and owed in financial year 2022, the final price is the average opening price of the Daimler Truck Holding AG share (Xetra or a functionally comparable successor system to the Xetra trading system of the Frankfurt Stock Exchange) between January 1, 2022 and the day before the first ordinary meeting of the Presidential and Remuneration Committee of the Supervisory Board of Daimler Truck Holding AG in 2022, but no later than the day before the Supervisory Board meeting to approve the annual financial statements for the 2021 financial year defined. The share price that is decisive for the payment of the plan is also decisive for the award of the preliminary number of phantom shares for the new plan issued in the respective year.

This maximum amount also includes dividend equivalents paid out during the four-year plan term and is paid out in the spring following the end of the plan.

Performance criteria of the PPSP

The achievement of targets for long-term variable remuneration is measured based on two performance criteria, each of which is weighted at 50%. Firstly, return on sales (RoS) according to the consolidated financial statements of Daimler Truck Holding AG in a three-year comparison with their peers is used as a performance criteria that provides incentives to ensure sustainable and profitable growth and to achieve an increase in efficiency. Secondly, the performance criteria “relative share price performance“ is used, which reflects the interests of the shareholder to a particular extent.

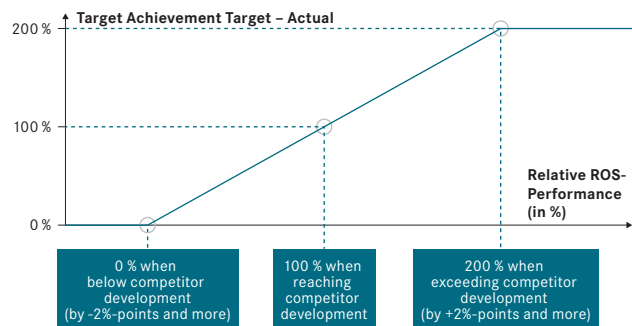
– Return on sales (RoS)

The deviation of the average RoS according to the consolidated financial statements of Daimler Truck Holding 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 Daimler Truck Holding AG corresponds to the average RoS of the peer group, the target achievement is RoS (1).

If the average RoS of Daimler Truck Holding AG is 2% points or more below (above) the average RoS of the competitor group, the success factor RoS is 0 (2). In a range of +/-2% points deviation, the target achievement RoS develops proportionally to the deviation. ↗ **B.15**

B.15

Financial Targets PPSP: Return on Sales

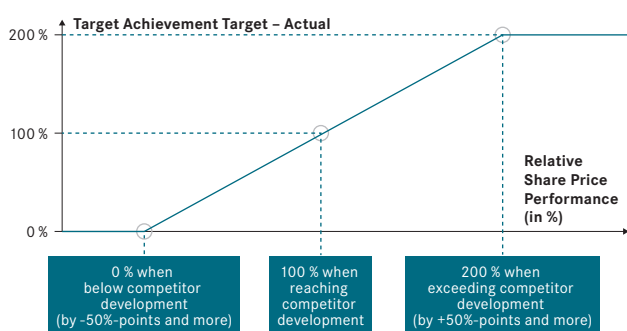


- Relative share price performance

The relative share price development is measured by the performance of the Daimler Truck Holding AG share over a three-year period compared to the performance of a defined peer group. If the performance of the Daimler Truck Holding AG share (in %) corresponds to the performance of the peer group (in %), the degree of target achievement is 100%. If the performance of the Daimler Truck Holding AG 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 % points deviation, the success factor develops proportionally. ↗ **B.16**

B.16

Financial Targets PPSP: Relative Share Performance



Award of the PPSP for the financial year 2022

In the financial year 2022, phantom shares were awarded to the members of the Board of Management of Daimler Truck Holding AG under the PPSP. The individual award value was divided by the opening price of the Daimler Truck Holding AG share. The “opening price” was the average opening price of the Daimler Truck Holding AG share (price at Xetra of the Frankfurt Stock Exchange) between January 1 and February 18, 2022. For the PPSP 2022, this opening price is €32.62. ↗ **B.17**

B.17

PPSP 2022 Board of Management Members

	Grant value in thousands of € 2022	Initial price in €	Number of preliminary allo- cated phantom shares
Daum, Martin	1,900	32.62	58,247
Goetz, Jochen	900		27,591
Hartwig, Jürgen	800		24,525
Rådström, Karin	800		24,525
O’Leary, John	800		24,525
Deppen, Karl	800		24,525
Unger, Stephan	800		24,525
Gorbach, Andreas	800		24,525

The final target achievement for the PPSP 2022 and the actual payment amounts will be published in the remuneration report for financial year 2026 after the end of the three-year performance period and the one-year holding period.

Transfer and achievement of targets - PPSP 2018

The PPSP tranches (2018-2021) awarded by Daimler AG (now: Mercedes-Benz Group AG) to Mr. Daum in the financial years 2018 to 2021 were transferred to the PPSP of Daimler Truck Holding AG with the split from the Daimler Truck Group. The remaining Board of Management members of Daimler Truck Holding AG were not yet Board of Management members of Daimler/ Mercedes-Benz Group AG at the time of the award of the PPSP tranches (2018-2021). ↗ **B.18**

B. 18

Overall Target Achievement PPSP 2018

Last name	First name	Granted value in Euro	Initial price	Preliminary number of Phantom Shares	Performance factor (Target Achievement)	Final number of Phantom Shares	Final price	Gross payout PPSP 2018 in Euro
Daum	Martin	1,100,000	73.85	14,896	54%	8,044	88.23	709,722

The payment of the PPSP 2018 is based on a combined closing price of Daimler/Mercedes-Benz Group shares and Daimler Truck share and the Daimler Truck Holding AG share in the period between January 1, 2022 and the day before the first ordinary meeting of the Presidential and Remuneration Committee of the Supervisory Board of Daimler Truck Holding AG in 2022, but no later than the day before the Supervisory Board meeting of Daimler Truck Holding AG to approve the annual financial statements for the 2021 financial year and the allocation ratio defined for the shareholders. The 2019, 2020 and 2021 PPSP tranches will be continued as Group-specific plans following the successful spin-off of Daimler Truck. In contrast to real shares, there was no inevitable impact of the spin-off on the share price of phantom shares. To compensate for the loss in value of Daimler/ Mercedes-Benz shares resulting from the spin-off, the number of preliminary phantom shares awarded was adjusted.

The relative return on sales and relative share development of the former Daimler AG (now: Mercedes-Benz Group AG) were to determine the target achievement of the financial performance criteria for the PPSP 2018. The target achievement for Mr. Daum was 54% for the PPSP 2018.

4.3. Malus and Clawback provisions

Malus and Clawback provisions are implemented in the service contracts and the PPSP plan conditions. Under these rules, a breach of the duties set out in Section 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 PPSP 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 2022, 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.

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 Daimler Truck Holding AG shares
- Chief Financial Officer:
25,000 Daimler Truck Holding AG shares
- Ordinary member of the Board of Management:
20,000 Daimler Truck Holding AG shares

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

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

The service contracts of the Board members are concluded for the duration of the appointment and are extended in each case for the duration of the reappointment. If the appointment of a member of the Board of Management is revoked in accordance with Section 84 Subsection 4 AktG and if there is good cause (wichtiger Grund) as defined by Section 626 of the German Civil Code (Bürgerliches Gesetzbuch – BGB), the service contract shall also end at the time the revocation of the appointment takes effect. In this case, no payments shall be made to the Board member for the period from the effective date of the revocation. In the event of premature termination of the employment relationship without good cause within the meaning of Section 626 BGB, the Board contracts contain commitments to pay the base salary until the original expiry of the contract. A claim to payment of the annual bonus including deferral, exists only on a pro rata basis until the end of the Board member’s term of office. The entitlement to payment of performance-related remuneration components with long-term incentive effect (PPSP) that have already been awarded is measured in accordance with the conditions of the respective plans. In the event of departure as a result of termination of employment by mutual agreement, regular expiry of the employment contract, early retirement, retirement (including after partial retirement) or occupational disability, the Board of Management member retains his/her entitlement to any dividend equivalents and to the gross payout at the end of the plan for the entire term of the plan. In the event of ordinary termination or termination without notice by the Company or the Board of Management member, all entitlements under the

PPSP are forfeited, in the case of ordinary termination on the date of departure, and in the case of termination without notice on the date of receipt of the notice of termination.

The benefits described above are subject to the severance payment cap of the GCGC. Their total including fringe benefits is limited to double the annual remuneration and may not exceed the total remuneration for the remaining term of the service contract.

Both the short-term and the deferred, medium-term portion of the annual bonus (deferral) and the proceeds from the long-term PPSP are not paid out early in the event of early termination of the contract, but at the times agreed in the service agreement or in the terms and conditions of the PPSP plan.

There are no commitments in the event of premature termination of Board members duties due to a change of control. In the event of regular termination of the employment relationship, there are no further contractual provisions or restrictions.

4.6. Sideline activities of Board of Management members

The members of the Board of Management should accept management board or supervisory board positions and/or any other administrative or honorary functions outside the Group only to a limited extent. Furthermore, they require the prior consent of the Presidential and Remuneration Committee and the annual approval of the Supervisory Board before commencing any sideline activities. This ensures that neither the time required, nor the remuneration paid for such activities leads to any conflict with the members’ duties to the Group. Insofar as such sideline activities are memberships of statutory supervisory boards or comparable boards of business enterprises, they are disclosed in the notes to the annual financial statements of Daimler Truck Holding AG, which are published on our website. In general, Board of Management members have no right to separate remuneration for board positions held at other companies of the Group.

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 management board remuneration

The remuneration granted and owed to the individual members of the Board of Management and their relative shares are shown in the following table pursuant to Section 162 AktG. [↗ B.19](#)

In principle, the variable remuneration is reported both on a vesting-oriented and on a payout-oriented interpretation. For the first half of the one-year variable remuneration (the short-term incentive) 2022 is reported in accordance with a vesting-oriented interpretation. This means that the one-year variable remuneration for which the underlying activity is fully performed at the end of the 2022 financial year is recognized for the financial year in which the performance measurement was completed and is therefore earned. For the individual remuneration components groups have been formed based on the reporting logic described below: 50% of the one-year

variable remuneration is therefore reported in the remuneration report for the financial year 2022, although the actual payout will take place in the beginning of the financial year 2023.

The other 50% of the 2022 annual bonus (deferral), on the other hand, will be reported in the remuneration report for the financial year 2024.

The payout-oriented interpretation is also chosen for the PPSP (long-term incentive). This ensures that the actual amount can be properly reported.

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

B.19

Individualized remuneration disclosure for members of the Board of Management according to Section 162 AktG^{1,5}

	Martin Daum ²				Jochen Goetz			
	Chairman of the Board of Management of DTH AG				Finance and Controlling			
	December 2021	January – December 2022	December 2021	January – December 2022	December 2021	January – December 2022	December 2021	January – December 2022
	in thousand €	in %	in thousand €	in %	in thousand €	in %	in thousand €	in %
Base salary	108.3	49.6%	1,300.0	38.3%	54.2	47.1%	650.0	46.6%
Fringe benefits	6.7	3.1%	88.8	2.6%	9.2	8.0%	95.2	6.8%
Total fixed remuneration	115.1	52.7%	1,388.8	40.9%	63.4	55.10%	745.2	53.4%
Variable remuneration	103.5	47.3%	2,009.7	59.1%	51.7	44.9%	650.0	46.6%
Annual variable remuneration (50% of annual bonus)	103.5	47.3%	1,300.0	38.3%	51.7	44.9%	650.0	46.6%
Long-term remuneration (PPSP Plan 2018)			709.7	20.9%				
Total remuneration within the meaning of Section 162 AktG	218.5	100.0%	3,398.5	100.0%	115.1	100.0%	1,395.2	100.0%
Retirement benefit expense	0.0		0.0		8.1		226.5	
Total remuneration (incl. retirement benefit expense)	218.5		3,398.5		123.2		1,621.7	

	Jürgen Hartwig				Karin Rådström			
	Human Resources				Region Europe and Latin America and the Mercedes-Benz Truck brand			
	December 2021	January – December 2022	December 2021	January – December 2022	December 2021	January – December 2022	December 2021	January – December 2022
	in thousand €	in %	in thousand €	in %	in thousand €	In %	in thousand €	In %
Base salary	54.2	50.0%	650.0	48.7%	54.2	46.7%	650.0	43.7%
Fringe benefits	2.4	2.3%	34.0	2.5%	10.0	8.7%	186.4	12.5%
Total fixed remuneration	56.6	52.3%	684.0	51.3%	64.2	55.4%	836.4	56.3%
Variable remuneration	51.7	47.7%	650.0	48.7%	51.7	44.6%	650.0	43.7%
Annual variable remuneration (50% of annual bonus)	51.7	47.7%	650.0	48.7%	51.7	44.6%	650.0	43.7%
Long-term remuneration (PPSP Plan 2018)								
Total remuneration within the meaning of Section 162 AktG	108.3	100.0%	1,334.0	100.0%	115.9	100.0%	1,486.4	100.0%
Retirement benefit expense	8.1		207.0		154.0		253.8	
Total remuneration (incl. retirement benefit expense)	116.4		1,541.0		269.9		1,740.2	

1 A portion of the total remuneration of the members of the Board of Management for the financial year 2022 by Daimler Truck Holding AG is burdened by Daimler Truck AG.

2 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) at the time of the award of the PPSP tranche (2018). In 2022, Martin Daum received a deferral payment of €690 thousand from Mercedes-Benz Group AG (then Daimler AG) for the year 2020 from the then existing employment relationship with the Board of Management.

3 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.

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

5 Figures may not tie due to rounding differences.

B.19 - Continuation**Individualized remuneration disclosure for members of the Board of Management according to Section 162 AktG^{1,5}**

	John O'Leary³				Karl Deppen			
	Region North America and brands Freightliner, Western Star and Thomas Built Buses				Truck China and the regions Japan and India with brands FUSO and BharatBenz			
	December 2021	January – December 2022	December 2021	January – December 2022	December 2021	January – December 2022	December 2021	January – December 2022
	in thousand €	in %	in thousand €	in %	in thousand €	In %	in thousand €	In %
Base salary	59.4	52.4%	750.7	34.0%	54.2	48.7%	650.0	40.4%
Fringe benefits	2.1	1.9%	707.0	32.0%	5.3	4.7%	310.0	19.3%
Total fixed remuneration	61.5	54.3%	1,457.7	66.0%	59.4	53.5%	960.0	59.6%
Variable remuneration	51.7	45.7%	750.7	34.0%	51.7	46.5%	650.0	40.4%
Annual variable remuneration (50% of annual bonus)	51.7	45.7%	750.7	34.0%	51.7	46.5%	650.0	40.4%
Long-term remuneration (PPSP Plan 2018)								
Total remuneration within the meaning of Section 162 AktG	113.2	100.0%	2,208.4	100.0%	111.2	100.0%	1,610.0	100.0%
Retirement benefit expense	0.0		0.0		8.1		204.8	
Total remuneration (incl. retirement benefit expense)	113.2		2,208.4		119.3		1,814.8	

	Stephan Unger⁴				Andreas Gorbach			
	Financial Services				Truck Technology			
	December 2021	January – December 2022	December 2021	January – December 2022	December 2021	January – December 2022	December 2021	January – December 2022
	in thousand €	in %	in thousand €	in %	in thousand €	In %	in thousand €	In %
Base salary	54.2	50.7%	650.0	49.0%	54.2	49.0%	650.0	47.2%
Fringe benefits	0.9	0.8%	25.6	1.9%	4.7	4.2%	77.2	5.6%
Total fixed remuneration	55.0	51.5%	675.6	51.0%	58.8	53.2%	727.2	52.8%
Variable remuneration	51.7	48.5%	650.0	49.0%	51.7	46.8%	650.0	47.2%
Annual variable remuneration (50% of annual bonus)	51.7	48.5%	650.0	49.0%	51.7	46.8%	650.0	47.2%
Long-term remuneration (PPSP Plan 2018)								
Total remuneration within the meaning of Section 162 AktG	106.8	100.0%	1,325.6	100.0%	110.6	100.0%	1,377.2	100.0%
Retirement benefit expense	8.1		209.1		8.1		238.3	
Total remuneration (incl. retirement benefit expense)	114.9		1,534.7		118.7		1,615.5	

1 A portion of the total remuneration of the members of the Board of Management for the financial year 2022 by Daimler Truck Holding AG is burdened by Daimler Truck AG.

2 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) at the time of the award of the PPSP tranche (2018). In 2022, Martin Daum received a deferral payment of €690 thousand from Mercedes-Benz Group AG (then Daimler AG) for the year 2020 from the then existing employment relationship with the Board of Management.

3 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.

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

5 Figures may not tie due to rounding differences.

5. Remuneration 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 Section Subsection 3 AktG, the remuneration system for the Supervisory Board was presented to the 2022 Annual Meeting and approved by 99.84% of the votes.

The Supervisory Board remuneration is as a function-related fixed remuneration without variable components and appropriately takes into account the responsibilities and scope of activities of Supervisory Board members. 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.20**

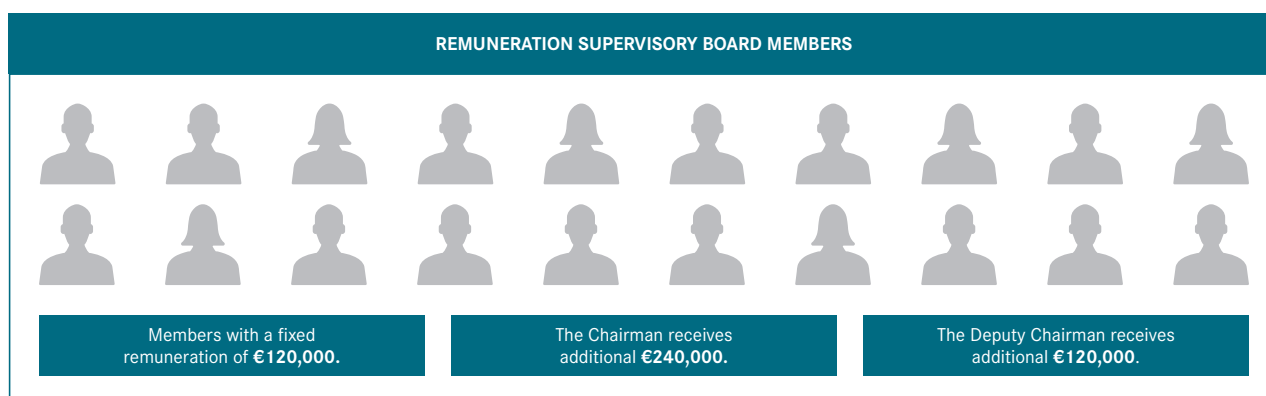
The members of the Supervisory Board and its committees receive an attendance fee of €1,100 for each Supervisory Board and committee meeting they attend. For several meetings of the Supervisory Board and/or its committees on one calendar day, the attendance fee is paid only once. In addition, the members 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 senior executives. The insurance premiums were paid by the Company.

In the financial year 2022, no remuneration was paid for services provided personally beyond the aforementioned board and committee activities, in particular for advisory or agency services, except for the remuneration paid to the members of the Supervisory Board representing the employees in accordance with their contracts of employment.

B.20

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 individual granted and owed remuneration of the members of the Supervisory Board of Daimler Truck Holding AG is shown in the following table. The granted and owed remuneration (vesting-oriented interpretation) to the individual members of the Supervisory Board and their relative shares are shown in the following table pursuant to Section 162 AktG. [➔ B.21](#)

B.21

Disclosure of the remuneration of the members of the Supervisory Board on an individual basis pursuant to Section 162 AktG

Incumbent Supervisory Board members (Financial Year 2022)	Fixed remuneration		Committee remuneration		Attendance fee		Total remuneration granted and owed 2022
	In thousands of €	in %	In thousands of €	in %	In thousands of €	in %	In thousands of €
Kaeser, Joe (01.01.2022 – 31.12.2022) Chairman of the Supervisory Board	360	80.5%	74	16.5%	13.2	3.0%	447.2
Brecht, Michael (01.01.2022 – 31.12.2022) Deputy Chairman of the Supervisory Board	240	65.7%	110	30.1%	15.4	4.2%	365.4
Brosnan, Michael (01.01.2022 – 31.12.2022)	120	47.6%	120	47.6%	12.1	4.8%	252.1
Buschbacher, Bruno (01.01.2022 – 31.12.2022)	120	94.0%	0	0.0%	7.7	6.0%	127.7
Curry, Raymond (22.11.2022 – 31.12.2022)	13.2	92.3%	0	0.0%	1.1	7.7%	14.3
Dorn, Harald (01.01.2022 – 22.11.2022)	107.2	94.2%	0	0.0%	6.6	5.8%	113.8
Esculier, Jacques (01.01.2022 – 31.12.2022)	120	95.6%	0	0.0%	5.5	4.4%	125.5
Eto, Akihiro (01.01.2022 – 31.12.2022)	120	62.5%	60	31.2%	12.1	6.3%	192.1
Ipsen, Laura (01.01.2022 – 31.12.2022)	120	94.8%	0	0.0%	6.6	5.2%	126.6
Jungo Brüngger, Renata (01.01.2022 – 31.12.2022)	120	78.5%	24	15.7%	8.8	5.8%	152.8
Klitzsch-Müller, Carmen (01.01.2022 – 31.12.2022)	120	94.8%	0	0.0%	6.6	5.2%	126.6
Köhlinger, Jörg (01.01.2022 – 31.12.2022)	120	62.5%	60	31.2%	12.1	6.3%	192.1
Krafcik, John (01.01.2022 – 31.12.2022)	120	94.0%	0	0.0%	7.7	6.0%	127.7
Lorz, Jörg (01.01.2022 – 31.12.2022)	120	94.0%	0	0.0%	7.7	6.0%	127.7
Peter, Claudia (01.01.2022 – 22.11.2022)	107.2	94.2%	0	0.0%	6.6	5.8%	113.8
Reith, Andrea (01.01.2022 – 31.12.2022)	120	94.0%	0	0.0%	7.7	6.0%	127.7
Richenhagen, Martin (01.01.2022 – 31.12.2022)	120	94.0%	0	0.0%	7.7	6.0%	127.7
Seidel, Andrea (22.11.2022 – 31.12.2022)	13.2	92.3%	0	0.0%	1.1	7.7%	14.3
Wieck, Marie L. (01.01.2022 – 31.12.2022)	120	57.9%	74	35.7%	13.2	6.4%	207.2
Wilhelm, Harald (01.01.2022 – 31.12.2022)	120	62.5%	60	31.2%	12.1	6.3%	192.1
Zitzelsberger, Roman (01.01.2022 – 31.12.2022)	120	65.9%	50	27.5%	12.1	6.6%	182.1
Zwick, Thomas (01.01.2022 – 31.12.2022)	120	62.5%	60	31.2%	12.1	6.3%	192.1

6. Comparative representation

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

Due to the formation of Daimler Truck Holding AG in financial year 2021, remuneration only for the period from December 10, 2021 to December 31, 2021, so that a comparative presentation is only possible to a very limited extent, taking into account the transitional provision of Section 26j (2) Sentence 2 Introductory Act to the Stock Corporations Act (Einführungsgesetz zum Aktiengesetz - EGAktG).

The increase in remuneration in the comparative presentation of the annual change in remuneration of the current and former members of the Board of Management and the Supervisory Board is mainly due to the comparison of remuneration data for different time periods. The calculation of the development of Board of Management and Supervisory Board

remuneration is based on the remuneration granted and owed in the respective financial year in accordance with Section 162 Subsection 1 sentence 1 AktG. In addition to the development of the net profit of Daimler Truck (Holding) AG, the pre-tax earnings (EBIT) and the free cash flow of the Daimler Truck Group are also used as key figures for the development of the Company's performance.

The selected key performance indicators appropriately reflect our development. Both indicators are also included in the annual bonus. No *pro rata temporis* data are used for the development of the company's earnings and the average remuneration of employees (active workforce excluding trainees and interns, thesis writers, doctoral candidates, and working students) at Daimler Truck AG Germany on a full-time equivalent basis. The results of the comparative analysis are shown in the following tables.

Due to differing comparative periods, high percentages result in the first-time comparative reporting. [↗ B.22 – B.23](#)

B.22

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

	Actual December 2021	Actual 2022 January – December	Delta absolute	Delta in %
Values in thousands of €				
Changes in Remuneration of Board of Management				
Daum, Martin	218.5	3,398.5	3,180.0	1455.4%
Goetz, Jochen	115.1	1,395.2	1,280.1	1112.2%
Hartwig, Jürgen	108.3	1,334.0	1,225.7	1131.8%
Rådström, Karin	115.9	1,486.4	1,370.5	1182.5%
O'Leary, John	113.2	2,208.4	2,095.2	1850.9%
Deppen, Karl	111.2	1,610.0	1,498.8	1347.8%
Unger, Stephan	116.8	1,325.6	1,208.8	1034.9%
Gorbach, Andreas	110.6	1,377.2	1,266.6	1145.2%
Development of key figures				
Net profit Daimler Truck Holding AG (HGB) in Mio. € ¹	1,206	1,362	156	12.9%
Average remuneration employees ² Daimler Truck AG (active workforce/ full-time equivalent) in thousands of €	79.4	86	6.6	8.3%

¹ Net profit DTH AG Actual 2021 = Full fiscal year (25.03.2021 – 31.12.2021).

² Personnel expenses DT AG: special effects adjusted.

B.23**Comparative Presentation Supervisory Board**

Incumbent Supervisory Board members (Financial year 2022)	Actual	Actual	Delta (absolute)	Delta (relative)
	December 2021	January - December 2022		
	in thousands of €	in thousands of €	in thousands of €	in %
Kaeser, Joe Chairman of the Supervisory Board	22.8	447.2	424.4	1,861%
Brecht, Michael Deputy Chairman of the Supervisory Board	15.6	365.4	349.8	2,247%
Brosnan, Michael	8.3	252.1	243.8	2,926%
Buschbacher, Bruno	8.3	127.7	119.4	1,433%
Curry, Raymond	n.a.	14.3	14.3	n.a.
Dorn, Harald	8.3	113.8	105.5	1,266%
Esculier, Jacques	8.3	125.5	117.2	1,407%
Eto, Akihiro	8.3	192.1	183.8	2,206%
Ipsen, Laura	8.3	126.6	118.3	1,420%
Jungo Brüngger, Renata	8.3	152.8	144.5	1,734%
Klitzsch-Müller, Carmen	8.3	126.6	118.3	1,420%
Köhlinger, Jörg	8.3	192.1	183.8	2,206%
Krafčík, John	8.3	127.7	119.4	1,433%
Lorz, Jörg	8.3	127.7	119.4	1,433%
Peter, Claudia	8.3	113.8	105.5	1,266%
Reith, Andrea	8.3	127.7	119.4	1,433%
Richenhagen, Martin	8.3	127.7	119.4	1,433%
Seidel, Andrea	n.a.	14.3	14.3	n.a.
Wieck, Marie L.	8.3	207.2	198.9	2,387%
Wilhelm, Harald	8.3	192.1	183.8	2,206%
Zitzelsberger, Roman	8.3	182.1	173.8	2,086%
Zwick, Thomas	8.3	192.1	183.8	2,206%

7. Outlook for the financial year 2023

The remuneration system for the members of the Board of Management of Daimler Truck Holding AG in the financial year 2023 is subject to approval by the Annual General Meeting 2023.

The Annual General Meeting of Daimler Truck Holding AG had its first opportunity to pass a resolution on the approval of the remuneration system for the members of the Board of Management on 22 June 2022. The remuneration system for the Board of Management was approved by a majority of 96.2% of the votes cast. The Supervisory Board of Daimler Truck Holding AG has resolved to further refine the current Board of Management remuneration system. [↗ B.24](#)

The existing remuneration system was revised together with an independent consultant, during the reporting period. This was Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, further adapting our remuneration system to current market practice and the business model of Daimler Truck Holding AG. Subject to approval by the Annual Shareholders' Meeting on 21 June 2023, this is to enter into force retroactively as of 1 January 2023 and be implemented accordingly in the service contracts of the members of the Board of Management.

This further development of the remuneration system considered not only the alignment with the Company's business strategy but also the feedback from investors and proxy advisors, which was provided and considered in an ongoing dialog and as part of the last vote on the remuneration system.

The underlying structure and system of the previous remuneration system approved by the Annual General Meeting has been retained. Significant changes relate to the structure of the performance-related short-term and long-term variable remuneration.

In the future, both variable remuneration instruments will be supplemented by additional sustainability criteria (ESG targets) to further promote the implementation of our sustainable business strategy.

The application of the aligned financial and non-financial performance criteria supports the business strategy and thus the long-term development of the Company. In the remuneration of the Board members, this creates a strong performance incentive at all levels.

Long-term share-based remuneration reflects our sustainable success and plays a central role in the alignment of interests between members of the Board of Management and shareholders. By linking the long-term variable remuneration even more closely to the development of the share price in the future, this alignment of interests will be further emphasized. It is intended to supplement the long-term variable remuneration from the 2024 financial year onwards with a further financial performance criteria to measure capital efficiency in addition to the relative share price development and the sustainability targets, e.g. ROCE (Return on Capital Employed).

The revised shareholding obligation provides for an accelerated build-up. The members of the Board of Management will reinvest 50% of their payment (beginning with VSEP 2023 payout) from the long-term variable remuneration in shares of Daimler Truck Holding AG until the minimum number of shares is reached, instead of previously 25%. For the duration of their respective appointment as a member of the Board of Management, the shares are deposited in a securities account held by Daimler Truck in the name of the respective member of the Board of Management.

The deferral of parts of the short-term variable remuneration into medium-term variable remuneration (deferral) is no longer in line with prevailing market practice. For this reason, part of the short-term variable remuneration will no longer be deferred for a further year, as was previously the case. The target value of the former deferral will be split between both the short-term variable remuneration and the long-term variable remuneration. The associated increase in the award amount of the long-term variable remuneration further strengthens the alignment of interests of our members of the Board of Management and shareholders.

In the future, the determination of the maximum remuneration will be more clearly aligned with the standard market definition and is intended to be more transparent and comprehensible, for shareholders.

In addition, as part of the implementation of the Second Management Positions Act (FüPoG II), the handling of remuneration in the event of a possible termination of a mandate for Board members is regulated for the first time ("Stay on Board").

The further refined remuneration system ("Remuneration System 2023+") for the Board of Management of Daimler Truck Holding AG will be submitted to the Annual General Meeting of the Company on June 21, 2023 for approval in accordance with Section 120a Subsection 1 AktG.

Subject to its approval by the Annual General Meeting, the Remuneration System 2023+ shall apply retrospectively to all incumbent members of the Board of Management as of January 1, 2023 and in the case of new appointments and reappointments.

B.24

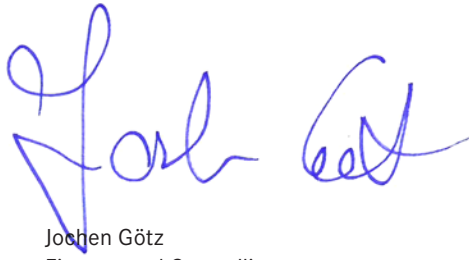
Overview over the planned remuneration system 2023+ of the Board of Management

Remuneration system of the Board of Management															
	Remuneration component	Description													
Fixed remuneration	Base salary	- Fixed contractually agreed remuneration paid in twelve monthly instalments													
	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	<table border="1"> <tr> <td>Tranche 2023</td> <td>From Tranche 2024 onwards</td> </tr> <tr> <td>- 75% Financial performance criteria (target achievement: 0% - 200%)</td> <td>- 75% Financial performance criteria (target achievement: 0% - 200%)</td> </tr> <tr> <td>- Group EBIT target-/actual-comparison</td> <td>- Group and Segment EBIT target-/actual-comparison</td> </tr> <tr> <td>- Free cash flow of the industrial business (FCF IB) target-/actual-comparison</td> <td>- Free cash flow of the industrial business (FCF IB) target-/actual-comparison</td> </tr> <tr> <td>- 25% Non-financial performance criteria (target achievement: 0% - 200%)</td> <td>- 25% Non-financial performance criteria (target achievement: 0% - 200%)</td> </tr> <tr> <td>- Sustainability targets</td> <td>- Sustainability targets</td> </tr> </table>	Tranche 2023	From Tranche 2024 onwards	- 75% Financial performance criteria (target achievement: 0% - 200%)	- 75% Financial performance criteria (target achievement: 0% - 200%)	- Group EBIT target-/actual-comparison	- Group and Segment EBIT target-/actual-comparison	- Free cash flow of the industrial business (FCF IB) target-/actual-comparison	- Free cash flow of the industrial business (FCF IB) target-/actual-comparison	- 25% Non-financial performance criteria (target achievement: 0% - 200%)	- 25% Non-financial performance criteria (target achievement: 0% - 200%)	- Sustainability targets	- Sustainability targets
		Tranche 2023	From Tranche 2024 onwards												
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- 25% Non-financial performance criteria (target achievement: 0% - 200%)	- 25% Non-financial performance criteria (target achievement: 0% - 200%)														
- Sustainability targets	- Sustainability targets														
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													
	Leistungskriterien	<table border="1"> <tr> <td>Tranche 2023</td> <td>From Tranche 2024 onwards</td> </tr> <tr> <td>- 75% Financial performance criteria (target achievement: 0% - 200%)</td> <td>- 75% Financial performance criteria (target achievement: 0% - 200%)</td> </tr> <tr> <td>- Relative share price development</td> <td>- Relative share price development</td> </tr> <tr> <td>- 25% Non-financial performance criteria (target achievement: 0% - 200%)</td> <td>- Further financial performance criteria (e.g. measurement of capital efficiency)</td> </tr> <tr> <td>- Sustainability targets</td> <td>- 25% Non-financial performance criteria (target achievement: 0% - 200%)</td> </tr> <tr> <td></td> <td>- Sustainability targets</td> </tr> </table>	Tranche 2023	From Tranche 2024 onwards	- 75% Financial performance criteria (target achievement: 0% - 200%)	- 75% Financial performance criteria (target achievement: 0% - 200%)	- Relative share price development	- Relative share price development	- 25% Non-financial performance criteria (target achievement: 0% - 200%)	- Further financial performance criteria (e.g. measurement of capital efficiency)	- Sustainability targets	- 25% Non-financial performance criteria (target achievement: 0% - 200%)		- Sustainability targets	
	Tranche 2023	From Tranche 2024 onwards													
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- Relative share price development	- Relative share price development														
- 25% Non-financial performance criteria (target achievement: 0% - 200%)	- Further financial performance criteria (e.g. measurement of capital efficiency)														
- Sustainability targets	- 25% Non-financial performance criteria (target achievement: 0% - 200%)														
	- Sustainability targets														
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	A severance payment (if any) is limited to double the annual remuneration and may not exceed the total remuneration for the remaining term of the service contract													

For the Board of Management (03.2023):

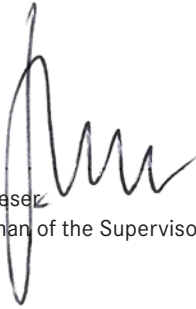


Martin Daum
Chairman of the Board of
Management
Daimler Truck Holding AG



Jochen Götz
Finance and Controlling

For the Supervisory Board (03.2023):



Joe Kaeser
Chairman of the Supervisory Board

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

To Daimler Truck Holding AG, Leinfelden-Echterdingen,

Opinion

We have formally examined the remuneration report of Daimler Truck Holding AG, for the financial year from January 1 to December 31, 2022, 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 (08.2021))*. 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 QS 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.

Leinfelden-Echterdingen, March 9, 2023

KPMG AG
Wirtschaftsprüfungsgesellschaft
[Original German version signed by:]

Pritzer

Mokler

Wirtschaftsprüfer

Wirtschaftsprüfer

[German Public Auditor]

[German Public Auditor]