

DAIMLER TRUCK

Daimler Truck Holding AG

Information on Shareholders' Rights

Annual General Meeting
on June 21, 2023

Convenience translation.
The German text is legally binding

On the basis of § 26n(1) of the Introductory Act to the German Stock Corporation Act (*Einführungsgesetz zum Aktiengesetz*), the Board of Management of Daimler Truck Holding AG has decided, with the consent of the Supervisory Board, to hold the Annual General Meeting of the Company to be held on Wednesday, June 21, 2023, at 10:00 hours (CEST), as a

virtual General Meeting pursuant to § 118a(1) sentence 1 of the German Stock Corporation Act (*Aktiengesetz – AktG*)

without the physical presence of the shareholders (hereinafter referred to as "shareholders") or their proxies (with the exception of the proxies appointed by the Company).

The virtual General Meeting is transmitted live (audio and video) in full for shareholders registered with the share register and their proxies via the InvestorPortal at

<https://www.daimlertruck.com/investorportal/EN.html>

The introductory statement of the Chairman of the Supervisory Board and the speech of the Chairman of the Board of Management can also be followed by other interested parties live on the internet at <https://www.daimlertruck.com/en/agm-2023>.

Shareholders are entitled, in particular, to the following rights in connection with the General Meeting – in accordance with the rules applicable under the law, the Articles of Incorporation and the convening notice of the General Meeting:

- Voting right
- Right to submit requests for additions to the Agenda, counter-motions and election proposals
- Right to submit statements by way of electronic communication
- Right to speak by way of video communication
- Right to information
- Right to object on the record by way of electronic communication

The notice convening the General Meeting already contains information on the rights of shareholders pursuant to § 122(2), § 126(1) and (4), § 127, § 130a, § 131(1) and § 118a(1) sentence 2 no. 8 in conjunction with § 245 German Stock Corporation Act. The following explanations serve to provide further details.

I. General information

§ 26n(1) of the Introductory Act to the German Stock Corporation Act (Einführungsgesetz zum Aktiengesetz) provides that for general meetings convened up to and including 31 August 2023, the Board of Management may decide, with the consent of the Supervisory Board, that the meeting be held as a virtual general meeting pursuant to § 118a German Stock Corporation Act. The Board of Management of Daimler Truck Holding AG has made use of this option with the consent of the Supervisory Board.

§ 118a German Stock Corporation Act provides that certain requirements must be met with regard to shareholders' rights when a virtual general meeting is held.

The relevant passages of the above-mentioned provisions read as follows:

§ 26n Transitional Provision for the Act on the Introduction of Virtual General Meetings of Stock Corporations and Amendment of Provisions of Cooperative and Insolvency and Restructuring Law

(1) *For general meetings convened up to and including August 31, 2023, the management board may decide, with the consent of the supervisory board, that the meeting is to be held as a virtual general meeting pursuant to § 118a of the German Stock Corporation Act.*

§ 118a German Stock Corporation Act – Virtual General Meeting (excerpt)

(1) ²*If a virtual general meeting is held, the following requirements must be complied with:*

1. *the entire general meeting is broadcast by audio-visual means,*
2. *the exercise of the shareholders' voting rights is possible by way of electronic communication, namely by electronic participation or electronic absentee voting as well as by granting of powers of attorney,*
3. *shareholders connected electronically to the meeting are granted the right to submit motions and election proposals by way of video communication at the meeting,*
4. *shareholders are given the opportunity to ask questions pursuant to § 131 by means of electronic communication,*
5. *where the management board makes use of the option under § 131(1a) sentence 1, the report of the management board or its essential content are made accessible to the shareholders no later than seven days before the meeting,*

6. *the shareholders are granted the right to submit statements pursuant to § 130a(1) to (4) by way of electronic communication,*
7. *the shareholders electronically connected to the meeting are granted the right to speak at the meeting by means of video communication in accordance with § 130a(5) and (6),*
8. *the shareholders electronically connected to the meeting are granted the right to lodge an objection to a resolution of the general meeting by means of electronic communication.*

³For the calculation of the time limit pursuant to sentence 2 no. 5, § 121(7) applies; in the case of listed companies, the disclosure must be made via the company's website.

⁴§ 118(1) sentence 3 and 4 as well as § 67a(2) sentence 1 and (3) apply accordingly.

- (2) *¹The members of the management board shall attend at the venue of the general meeting. ²The same applies to the members of the supervisory board, unless their participation may be effected by means of video or audio transmission pursuant to § 118(3) sentence 2. ³The chairman of the meeting and, in the cases of § 176(2) sentences 1 and 2, the auditor must attend at the venue of the general meeting. ⁴A proxy appointed by the company pursuant to § 134(3) sentence 5 may attend at the venue of the general meeting.*

II. Requests for additions to the Agenda (§ 122(2) German Stock Corporation Act)

Shareholders whose combined shareholdings amount to not less than one twentieth of the share capital of Daimler Truck Holding AG or represent a pro rata amount of EUR 500,000.00 (the latter corresponding to 500,000 shares) may request that items be put on the Agenda and announced.

Shareholders bringing such motion must prove that they have been holding the shares for at least 90 days prior to the day of receipt of the motion and that they will hold the shares until the Board of Management has made a decision on the request; § 70 German Stock Corporation Act will apply to the calculation of the period of share ownership. The day of receipt of the motion is not to be included in this calculation. No transfer from a Sunday, Saturday or public holiday to a preceding or following working day will be conducted. §§ 187 through 193 German Civil Code (*Bürgerliches Gesetzbuch*) will not apply accordingly.

Any new item for the Agenda has to be accompanied by a stating of reasons or a resolution proposal. The motion must be addressed to the Board of Management of Daimler Truck Holding AG in writing and must be received by the Company no later than 24:00 hours (CEST) on May 21, 2023. Please send such motions to the following address:

Daimler Truck Holding AG
Board of Management
FAO Nils Romeike, T/COB
HPC: DTE3C
Fasanenweg 10
70771 Leinfelden-Echterdingen
Germany

Any additions to the Agenda that are required to be announced will be announced in the Federal Gazette (*Bundesanzeiger*) without delay after receipt of the relevant motion, unless this has already been done with the convening notice. Such motions will also be published and communicated to the shareholders on the internet at

<https://www.daimlertruck.com/en/agm-2023>

The relevant passages of the provisions of the German Stock Corporation Act underlying these shareholder rights read as follows:

§ 122 German Stock Corporation Act – Convening a meeting at the request of a minority (excerpts)

- (1) ¹A general meeting is to be convened if shareholders jointly representing at least one twentieth of the share capital request such meeting in writing, stating the purpose and the reasons of such meeting; such request is to be addressed to the management board. ²The articles of incorporation may provide that the right to request the convening of a general meeting requires a different form and the holding of a lower portion of the share capital. ³Persons submitting the request must prove that they have been shareholders for at least 90 days prior to the day that the request was received, and that they will continue to hold the shares until the decision by the management board on such request. § 121(7) is to be applied, *mutatis mutandis*.
- (2) ¹In the same manner, shareholders jointly representing at least one twentieth of the share capital or a proportionate amount of at least EUR^o500,000 may request that items be added to the agenda and be announced. ²Any new item for the agenda has to be accompanied by a stating of reasons or a resolution proposal. ³The request within the meaning of sentence^o1 must be received by the company no later than 24 days, in the case of listed companies no later than 30 days, prior to the meeting, excluding the day of receipt.

§ 124 German Stock Corporation Act – Announcement of requests for additions; proposals for resolutions (excerpts)

- (1) ¹If the minority has requested in accordance with § 122(2) that items be added to the agenda, such items are to be announced either at the time the meeting is convened or otherwise immediately upon receipt of the request. ²§ 121(4) applies *mutatis mutandis*;

in addition, in the case of listed companies § 121(4a) applies mutatis mutandis. ³In this context, the publication and communication must be made in the same way as the convening of the meeting.

§ 121 German Stock Corporation Act – General provisions (excerpts)

(7) *¹In the case of time periods and dates calculated back from the meeting date, the day of the meeting is not to be counted. ²No transfer from a Sunday, Saturday or public holiday to a preceding or following working day will be conducted. ³§§ 187 to 193 of the German Civil Code (Bürgerliches Gesetzbuch) are not to be applied mutatis mutandis. ⁴In the case of unlisted companies, the articles of association may provide for a different calculation of the time limit.*

§ 70 German Stock Corporation Act – Calculation of the shareholding period

¹If the exercise of rights arising from the share is conditional upon the shareholder having been the holder of the share for a certain period of time, a claim for transfer of ownership against a credit institution, a financial services institution, a securities institution or an undertaking operating in accordance with § 53(1) sentence 1 or § 53b(1) sentence 1 or (7) of the German Banking Act (Kreditwesengesetz) is equivalent to ownership. ²The period of ownership of a predecessor in title is to be attributed to the shareholder if he/she acquired the share free of charge, from his/her trustee, as universal successor, in the event of the dissolution of a community or in the event of a portfolio transfer pursuant to § 13 of the Insurance Supervision Act (Versicherungsaufsichtsgesetz) or § 14 of the Building Societies Act (Gesetz über Bausparkassen).

III. Counter-motions and election proposals (§§ 118a(1) sentence 2 no. 3, 126(1), 127, 130a(5) sentence 3, (6) German Stock Corporation Act)

Moreover, shareholders may send to the Company any counter-motions to proposals by the Board of Management and/or Supervisory Board concerning certain items on the Agenda as well as proposals for the election of Supervisory Board members or auditors. Counter-motions (including the reasons therefore) and election proposals are to be sent exclusively to

Daimler Truck Holding AG
HPC: DTS22
Fasanenweg 10
70771 Leinfelden-Echterdingen
Germany

or by e-mail to: hv@daimlertruck.com

We will publish counter-motions and election proposals from shareholders that pursuant to §§ 126(1)-(3), 127 German Stock Corporation Act are required to be made accessible, including the name of the shareholder as well as the reasons to be made accessible and, if applicable, the content to be supplemented in accordance with § 127 sentence 4 German Stock Corporation Act, without undue delay upon their receipt on the internet at

<https://www.daimlertruck.com/en/agm-2023>

In this respect, only such counter-motions and election proposals relating to the items on the Agenda will be considered which are received by the Company addressed as specified above no later than 24:00 hours (CEST) on June 6, 2023. Any comments by the management will also be published at the same internet address.

The Board of Management reserves the right to combine counter-motions and their reasons if several shareholders raise counter-motions with regard to the same items of resolution.

Pursuant to §§ 126(4) and 127 sentence 1 German Stock Corporation Act, the counter-motions and election proposals published in this way are 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.

This does not affect the right of the chairman of the meeting to have the proposals of the Company's management voted on first. To the extent the proposals of the management are adopted with the necessary majority, the counter-motions or deviating election nominations become irrelevant.

Shareholders or their proxies who are electronically connected to the meeting may also submit motions and election proposals during the Annual General Meeting by way of video communication within the scope of their right to speak pursuant to §§ 118a(1) sentence 2 no. 3, 130a(5) sentence 3, (6) German Stock Corporation Act. Reference is being made to the more detailed explanations regarding the right to speak in Section V.

The relevant passages of the provisions of the German Stock Corporation Act underlying these shareholder rights read as follows:

§ 126 German Stock Corporation Act – Motions submitted by shareholders

- (1) *¹Motions by shareholders, including the shareholder's name, reasoning and, if any, comments from the management are to be made accessible to the eligible persons specified in § 125(1) through (3), subject to the conditions stipulated therein, provided that the shareholder has submitted at least 14 days prior to the meeting a counter-*

motion to a proposal of the management board and the supervisory board regarding a specific item on the agenda, together with the reasons therefor, to the address designated for this purpose in the convening notice. ²The day of receipt is not to be counted. ³In the case of listed companies, the information is to be made accessible via the company's website. ⁴§ 125(3) applies mutatis mutandis.

(2) ¹*A counter-motion and the reasons therefor need not be made accessible*

- 1. to the extent the management board would by reason of such accessibility become criminally liable,*
- 2. if the counter-motion would result in a resolution of the general meeting that would be illegal or would violate the articles of association,*
- 3. if the reasons contain statements which are manifestly false or misleading in material respects or which are libellous,*
- 4. if a counter-motion of such shareholder based on the same facts has already been made accessible pursuant to § 125 for the purpose of a general meeting of the company,*
- 5. if the same counter-motion of such shareholder based on essentially identical reasons has already been made accessible pursuant to § 125 for at least two general meetings of the company within the past five years and at such general meetings less than one-twentieth of the share capital represented has voted in favour of such counter-motion,*
- 6. if the shareholder indicates that he/she will neither attend nor be represented at the general meeting, or*
- 7. if within the past two years at two general meetings the shareholder has failed to table or cause to be tabled on his/her behalf a counter-motion communicated by him/her.*

²*The reasoning need not be made be made accessible if it exceeds a total of 5,000 characters.*

(3) *If several shareholders submit counter-motions for resolution in respect of the same subject matter, the management board may combine such counter-motions and the reasons provided therefor.*

(4) ¹*In the case of a virtual general meeting, motions to be made accessible in accordance with paragraphs 1 to 3 are deemed to have been made at the time they are made accessible. ²The company must enable the voting right on these motions to be exercised as soon as the shareholders can prove the legal or statutory requirements for the exercise of the voting right. ³If the shareholder who has submitted the motion is not duly*

authorized and, if registration is required, has not duly registered for the general meeting, the motion need not be dealt with at the meeting.

§ 127 German Stock Corporation Act – Election nominations by shareholders

¹§ 126 applies mutatis mutandis to a nomination by a shareholder for the election of a member of the supervisory board or external auditors. ²Such election nomination need not be supported by a statement of the reasons therefor. ³Furthermore, the management board need not make such election nomination accessible also if it fails to contain the information pursuant to § 124(3) sentence 4 and § 125(1) sentence 5. ⁴The management board must provide the following content to a shareholder's nomination for the election of supervisory board members of listed companies to which the Co-Determination Act (Mitbestimmungsgesetz), the Coal and Steel Co-Determination Act (Montan-Mitbestimmungsgesetz) or the Co-Determination Supplementary Act (Mitbestimmungsergänzungsgesetz) applies:

- 1. Reference to the requirements of § 96(2),*
- 2. Indication of whether the overall fulfilment in accordance with § 96(2) sentence 3 has been objected to, and*
- 3. Indication of how many of the seats on the supervisory board must at least be filled with women and men, respectively, in order to fulfil the minimum proportion requirement pursuant to § 96(2) sentence 1.*

§ 121 German Stock Corporation Act – General provisions (excerpts)

- (7) ¹In the case of time periods and dates calculated back from the meeting date, the day of the meeting is not to be counted. ²No transfer from a Sunday, Saturday or public holiday to a preceding or following working day will be conducted. ³§§ 187 to 193 of the German Civil Code (Bürgerliches Gesetzbuch) are not to be applied mutatis mutandis. ⁴In the case of unlisted companies, the articles of association may provide for a different calculation of the time limit.*

§ 124 German Stock Corporation Act – Announcement of requests for additions; proposals for resolutions (excerpts)

- (3) ⁴The nomination for the election of supervisory board members or auditors has to state their name, practiced profession and place of residence.*

§ 125 German Stock Corporation Act – Notices to shareholders and to members of the supervisory board (excerpt)

- (1) ⁵In the case of listed companies, any nomination for the election of supervisory board members must be accompanied by information concerning membership of such*

nominees in other statutory supervisory boards; information concerning their membership in comparable domestic and foreign supervisory bodies of business enterprises should also be included.

§ 130a German Stock Corporation Act – Right to make statements and to speak at virtual general meetings (excerpt)

(5) ³*Motions and election nominations pursuant to § 118a(1) sentence 2 no. 3, the request for information pursuant to § 131(1), follow-up questions pursuant to § 131(1d) and further questions pursuant to § 131(1e) may be part of the speaking contribution.*

With regard to the wording of § 118a German Stock Corporation Act, reference is made to Section I.

IV. Submission of statements by way of electronic communication (§§ 118a(1) sentence 2 no. 6, 130a(1) to (4) German Stock Corporation Act)

Shareholders who are registered in the share register and have duly registered to attend the General Meeting, or their proxies, may submit statements on the items on the Agenda by way of electronic communication via the InvestorPortal at

<https://www.daimlertruck.com/investorportal/EN.html>

prior to the General Meeting.

The following additional requirements apply to such statements:

- » Statements must be submitted in text form exclusively via the InvestorPortal no later than 24:00 hours (CEST) on June 15, 2023 (with the date and time of receipt being decisive).
- » The statements must not exceed 10,000 characters (including spaces).

Further details on the technical and legal requirements for submitting statements are provided on the InvestorPortal.

Statements will not be made accessible if they do not originate from a shareholder who has duly registered for the virtual General Meeting, if they contain more than 10,000 characters or if a case within the meaning of § 130a(3) sentence 4 in conjunction with § 126(2) sentence 1 no. 1, no. 3 or no. 6 German Stock Corporation Act exists.

We will publish the statements to be made accessible for the shareholders who are registered in the share register and have duly registered to participate in the

General Meeting, or their proxies, no later than 24:00 hours (CEST) on June 16, 2023 on the InvestorPortal at

<https://www.daimlertruck.com/investorportal/EN.html>.

By submitting a statement, the shareholder or his/her proxy agrees that the statement will be made accessible on the InvestorPortal, including his/her name.

It should be noted that motions to supplement the Agenda, motions, counter-motions or election proposals, information requests or objections contained in a statement submitted prior to the General Meeting will be disregarded. Such motions etc. are to be submitted or made or declared exclusively by the means separately indicated in this convening notice.

The relevant passages of the provisions of the German Stock Corporation Act underlying these shareholder rights read as follows:

§ 130a AktG – Right to make statements and to speak at virtual general meetings (excerpts)

- (1) *¹In the event of a virtual general meeting, the shareholders have the right to submit statements regarding the items on the agenda prior to the meeting by way of electronic communication using the address communicated for this purpose in the notice convening the meeting. ²The right may be restricted to shareholders duly registered for the meeting. ³The scope of the statements may be reasonably limited in the convening notice.*
- (2) *Comments must be submitted no later than five days before the meeting.*
- (3) *¹The submitted statements must be made accessible to all shareholders no later than four days before the meeting. ²Making the statements accessible may be restricted to shareholders duly registered for the meeting. ³In the case of listed companies, the statements are to be made accessible via the company's website; in the case of sentence 2, accessibility may also be provided via the website of a third party. ⁴§ 126(2) sentence 1 nos. 1, 3 and 6 apply mutatis mutandis.*
- (4) *§ 121(7) applies to the calculation of the time limits referred to in para. (2) and para. (3) sentence 1.*

§ 121 German Stock Corporation Act – General provisions (excerpts)

- (7) *¹In the case of time periods and dates calculated back from the meeting date, the day of the meeting is not to be counted. ²No transfer from a Sunday, Saturday or public holiday to a preceding or following working day will be conducted. ³§§ 187 to 193 of the German Civil Code (Bürgerliches Gesetzbuch) are not to be applied mutatis mutandis.*

⁴In the case of unlisted companies, the articles of association may provide for a different calculation of the time limit.

With regard to the wording of § 118a German Stock Corporation Act, reference is made to Section I.

V. Right to speak by way of video communication (§§ 118a(1) sentence 2 no. 7, 130a(5) and (6) German Stock Corporation Act)

Shareholders or their proxies who are electronically connected to the meeting will be granted the right to speak at the meeting by means of video communication.

Speaking contributions can be registered from the beginning of the meeting via the InvestorPortal at

<https://www.daimlertruck.com/investorportal/EN.html>

For this purpose, a facility for virtual requests to speak will be set up in the InvestorPortal. Speaking contributions may include motions and election proposals pursuant to § 118a(1) sentence 2, no. 3 German Stock Corporation Act and requests for information pursuant to § 131(1) German Stock Corporation Act.

The chairman of the meeting will explain in more detail the procedure for requesting to speak and speaking at the General Meeting.

The management reserves the right to check the functionality of the video communication between the shareholder and the Company prior to the speaking contribution and to reject the latter if the functionality is not ensured (§ 130a(6) German Stock Corporation Act). Recommendations for optimal functioning of video communication can be found at

<https://www.daimlertruck.com/en/agm-2023>

The chairman of the meeting may impose reasonable time limits on the shareholders' right to ask questions and speak in accordance with § 14(3) of the Articles of Incorporation of the Company. In particular, at the start of or during the General Meeting, he is authorized to set an appropriate time limit for the duration of the entire General Meeting, for discussion of individual Agenda Items and for individual speaking contributions or questions. Moreover, the chairman of the meeting may decide to end the debate if this is necessary for the proper conducting of the General Meeting.

The relevant passages of the provisions of the German Stock Corporation Act and the Articles of Incorporation underlying these shareholder rights read as follows:

§ 130a AktG – Right to make statements and to speak at virtual general meetings (excerpts)

- (5) ¹Shareholders connected electronically to the meeting are to be granted the right to speak at the meeting by means of video communication. ²The form of video communication offered by the company is to be used for the speaking contributions. ³Motions and election nominations pursuant to § 118a(1) sentence 2 no. 3, the request for information pursuant to § 131(1), follow-up questions pursuant to § 131(1d) and further questions pursuant to § 131(1e) may be part of the speaking contribution. ⁴§ 131(2) sentence 2 applies mutatis mutandis.
- (6) The company may reserve the right in the convening notice to check the functionality of the video communication between the shareholder and the company at the meeting and prior to the speaking contribution and to reject the latter if the functionality is not ensured.

§ 131 German Stock Corporation Act – Right of shareholders to information (excerpt)

- (2) ²The articles of association or the bylaws pursuant to § 129 may authorize the chairman of the meeting to reasonably limit a shareholder's time to speak and ask questions and may provide relevant details in this respect.

With regard to the wording of § 118a German Stock Corporation Act, reference is made to Section I.

§ 14 of the Articles of Incorporation of Daimler Truck Holding AG – Chairmanship (excerpts)

- (3) The Chairman may set an appropriate time limit with respect to the right of shareholders to speak and ask questions. In particular, at the start of or during the Shareholders' Meeting, he is authorized to set an appropriate time limit for the duration of the entire Shareholders' Meeting, for discussion of individual agenda items and for individual comments or questions. Moreover, the Chairman may decide to end the debate if this is necessary for the proper conducting of the Meeting.

VI. Right to information (§§ 118a(1) sentence 2 no. 4, 131, 130a(5) sentence 3, (6) German Stock Corporation Act)

Pursuant to § 131(1) German Stock Corporation Act, shareholders or their proxies who are electronically connected to the meeting must be provided with information on the Company's affairs by the Board of Management at the General Meeting upon request, to the extent such information is necessary for a proper assessment of the item on the Agenda and there is no right to refuse to provide information. This

obligation to provide information also includes the legal and business relationships of Daimler Truck Holding AG with its affiliated undertakings as well as the situation of the Company and the undertakings included in the consolidated financial statements.

Pursuant to § 131(1d) German Stock Corporation Act, shareholders or their proxies who are electronically connected to the meeting are also granted the right to ask questions about all of the answers given by the Board of Management at the meeting.

It is envisaged that the chairman of the meeting will determine, pursuant to § 131(1f) German Stock Corporation Act, that the right to information and the right to pose questions may be exercised exclusively by way of video communication.

Shareholders or their proxies who are electronically connected to the meeting may also submit their requests for information during the General Meeting by way of video communication within the scope of the right to speak. Reference is being made to the more detailed explanations regarding the right to speak in Section V.

Pursuant to § 131(1a) sentence 1 of the German Stock Corporation Act, the Board of Management may stipulate that shareholders' questions must be submitted by way of electronic communication no later than three days before the meeting. The Board of Management of Daimler Truck Holding AG has not made use of this option. Questions may therefore only be asked *at* the General Meeting on June 21, 2023 in the manner set out above.

The chairman of the meeting may impose reasonable time limits on the shareholders' right to ask questions and speak in accordance with § 14(3) of the Articles of Incorporation of the Company. In particular, at the start of or during the General Meeting, he is authorized to set an appropriate time limit for the duration of the entire General Meeting, for discussion of individual Agenda Items and for individual speaking contributions or questions. Moreover, the chairman of the meeting may decide to end the debate if this is necessary for the proper conducting of the General Meeting.

The relevant passages of the provisions of the German Stock Corporation Act and the Articles of Incorporation underlying these shareholder rights read as follows:

§ 131 German Stock Corporation Act – Shareholders' right to information

(1) ¹*Each shareholder is to be provided upon request with information by the management board at the general meeting regarding the company's affairs, to the extent that such information is necessary to allow for an adequate evaluation of the relevant item on the agenda.* ²*The obligation to provide information also extends to the company's legal and business relations with any affiliated undertakings.* ³*If a company makes use of the less*

stringent requirements pursuant to § 266(1) sentence 3, § 276 or § 288 of the German Commercial Code (*Handelsgesetzbuch*), each shareholder may request that the annual financial statements be presented to him/her at the general meeting dealing with such annual financial statements in the form that such statements would have without application of the less stringent requirements.⁴The duty of the management board of a parent company to provide information (§ 290(1) and (2) of the German Commercial Code) at the general meeting at which the consolidated financial statements and group management report are presented also extends to the group's situation and the affiliated undertakings included in the consolidated financial statements.

- (1a) ¹In the case of a virtual general meeting, paragraph 1 sentence 1 is to be applied with the proviso that the management board may stipulate that shareholders' questions must be submitted by way of electronic communication no later than three days before the meeting. ²For the calculation of the time limit, § 121(7) applies.³Questions not submitted in time do not have to be considered.
- (1b) ¹The scope of the submission of questions may be reasonably limited in the convening notice. ²The right to submit questions may be restricted to shareholders duly registered for the meeting.
- (1c) ¹The company has to make duly submitted questions accessible to all shareholders before the meeting and answer them not later than one day before the meeting; § 121(7) applies to the calculation of the time limit.²In the case of listed companies, the questions and the answers thereto have to be made accessible via the company's website. ³§ 126(2) sentence 1 nos. 1, 3 and 6 apply *mutatis mutandis* to making the questions accessible. ⁴If the answers are consistently accessible one day before the start and at the meeting, the management board may refuse to provide information on these questions at the meeting.
- (1d) ¹Every shareholder connected electronically to meeting must be granted the right to ask follow-up questions at the meeting by way of electronic communication regarding all answers given by the management board before and at the general meeting. ²Paragraph 2 sentence 2 also applies to the right to ask follow-up questions.
- (1e) ¹In addition, every shareholder connected electronically to the meeting must be granted the right at the meeting by way of electronic communication to ask questions on matters which have arisen only after the expiry of the time limit pursuant to paragraph 1a sentence 1. ²Paragraph 2 sentence 2 also applies to this right to ask questions.
- (1f) The chairman of the meeting may determine that the right to information pursuant to paragraph 1, the right to ask follow-up questions pursuant to paragraph 1d and the right to ask questions pursuant to paragraph 1e may be exercised at the general meeting exclusively by way of video communication.
- (2) ¹The information provided must comply with the principles of conscientious and accurate accounting. ²The articles of association or the bylaws pursuant to § 129 may

authorize the chairman of the meeting to reasonably limit a shareholder's time to speak and ask questions and may provide relevant details in this respect.

(3) ¹*The management board may refuse to provide information*

1. *to the extent that providing such information is, according to sound business judgement, suitable to cause material damage to the company or an affiliated undertaking;*
2. *to the extent that such information relates to tax valuations or the amount of certain taxes;*
3. *with regard to the difference between the value at which items are shown in the annual balance sheet and the higher market value of such items, unless the general meeting is to approve the annual financial statements;*
4. *with regard to the methods of accounting and valuation, if disclosure of such methods in the notes suffices to provide a true and fair view of the actual condition of the company's assets, financial position and profitability within the meaning of § 264(2) of the German Commercial Code; the foregoing does not apply if the general meeting is to approve the annual financial statements;*
5. *to the extent the management board would by granting the information become criminally liable;*
6. *to the extent that, in the case of credit institutions, financial services institutions or securities institutions, information need not be provided on the methods of accounting and valuation applied and setoffs made in the annual financial statements, management report, consolidated financial statements or group management report;*
7. *to the extent the information is continuously accessible on the website of the company for at least seven days prior to the beginning of and during the general meeting.*

²*The provision of information may not be refused for other reasons.*

(4) ¹*If information has been provided to a shareholder by reason of his/her status as a shareholder outside of the general meeting, such information has to be provided upon request to any other shareholder at the general meeting, even if such information is not necessary to permit a proper evaluation of an item on the agenda. ²In the case of the virtual general meeting, it must be ensured that each shareholder electronically connected to the meeting can submit his/her request pursuant to sentence 1 by way of electronic communication. ³The management board may not refuse to provide such information on the grounds of paragraph 3 sentence 1, nos. 1 through 4. ⁴Sentences 1 through 3 do not apply if a subsidiary (§ 290(1) and (2) German Commercial Code), a*

joint venture (§ 310(1) German Commercial Code) or an associated undertaking (§ 311(1) German Commercial Code) provides information to a parent company (§ 290(1) and (2) German Commercial Code) for the purpose of inclusion of the company in the consolidated financial statements of the parent company and such information is needed for such purpose.

- (5) ¹A shareholder who has been denied information may request that his/her question and the reason for which the information was denied be recorded in the minutes of the meeting. ²In the case of the virtual general meeting, it must be ensured that each shareholder electronically connected to the meeting can submit his/her request pursuant to sentence 1 by way of electronic communication.

§ 130a AktG – Right to make statements and to speak at virtual general meetings (excerpts)

- (5) ³Motions and election nominations pursuant to § 118a(1) sentence 2 no. 3, the request for information pursuant to § 131(1), follow-up questions pursuant to § 131(1d) and further questions pursuant to § 131(1e) may be part of the speaking contribution.
- (6) The company may reserve the right in the convening notice to check the functionality of the video communication between the shareholder and the company at the meeting and prior to the speaking contribution and to reject the latter if the functionality is not ensured.

§ 121 German Stock Corporation Act – General provisions (excerpts)

- (7) ¹In the case of time periods and dates calculated back from the meeting date, the day of the meeting is not to be counted. ²No transfer from a Sunday, Saturday or public holiday to a preceding or following working day will be conducted. ³§§ 187 to 193 of the German Civil Code (Bürgerliches Gesetzbuch) are not to be applied mutatis mutandis. ⁴In the case of unlisted companies, the articles of association may provide for a different calculation of the time limit.

With regard to the wording of § 118a German Stock Corporation Act, reference is made to Section I.

§ 14 of the Articles of Incorporation of Daimler Truck Holding AG – Chairmanship (excerpts)

- (3) The Chairman may set an appropriate time limit with respect to the right of shareholders to speak and ask questions. In particular, at the start of or during the Shareholders' Meeting, he is authorized to set an appropriate time limit for the duration of the entire Shareholders' Meeting, for discussion of individual agenda items and for individual comments or questions. Moreover, the Chairman may decide to end the debate if this is necessary for the proper conducting of the Meeting.

VII. Record of objection by way of electronic communication (§§ 118a(1) sentence 2 no. 8, 245 sentence 1 no. 1, sentence 2 German Stock Corporation Act)

Shareholders or their proxies who are electronically connected to the meeting may, from the beginning until the closing of the General Meeting by the chairman of the General Meeting, via the InvestorPortal on the internet at

<https://www.daimlertruck.com/investorportal/EN.html>

declare their objection to resolutions of the General Meeting for the record. The notary public has authorized the Company to receive objections via the InvestorPortal and will receive the objections via the InvestorPortal.

The relevant passages of the provisions of the German Stock Corporation Act underlying these shareholder rights read as follows:

§ 245 German Stock Corporation Act – Right to bring an action for avoidance

¹The following persons have the right to bring an action for avoidance

- 1. any shareholder appearing at the general meeting if he/she had already acquired the shares prior to the announcement of the agenda and has declared his/her objection to the resolution to be recorded in the minutes;*
- 2. any shareholder who did not attend the general meeting if he/she has been wrongfully denied admission to the general meeting or if the meeting has not been properly convened or the subject matter of the resolution has not been properly announced;*
- 3. in the case of § 243(2), any shareholder, if he/she had already acquired the shares prior to the announcement of the agenda;*
- 4. the management board;*
- 5. any member of the management board and the supervisory board if, as a result of the execution of the resolution, members of the management board or the supervisory board commit a criminal act or an administrative offence or if they would become liable to pay compensation.*

²In the case of the virtual general meeting, all shareholders electronically connected to the meeting are deemed to be attending within the meaning of sentence 1 number 1.

With regard to the wording of § 118a German Stock Corporation Act, reference is made to Section I.

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