

DAIMLER TRUCK

Daimler Truck Holding AG

Information on shareholder rights

Annual General Meeting
on June 22, 2022

Convenience translation.
The German text is legally binding.

The Annual General Meeting of Daimler Truck Holding AG will be held at **10:00 hours (CEST) on Wednesday, June 22, 2022** as a virtual General Meeting without the physical presence of shareholders or their proxies (with the exception of the proxies appointed by the Company).

The legal basis for this is the Act on Measures in Corporate, Co-operative, Association, Foundation and Home Ownership Law to Combat the Effects of the COVID-19 Pandemic (*Gesetz über Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins-, Stiftungs- und Wohnungseigentumsrecht zur Bekämpfung der Auswirkungen der COVID-19-Pandemie*) of March 27, 2020 (Federal Law Gazette I (*Bundesgesetzblatt I*) No. 14 2020, p. 570), last amended by Art. 15 of the Act on the Establishment of a Special Fund "Reconstruction Aid 2021" and on the Temporary Suspension of the Obligation to File for Insolvency due to Heavy Rainfalls and Floods in July 2021 as well as on the Amendment of Other Acts of September 10, 2021 (*Gesetz zur Errichtung eines Sondervermögens "Aufbauhilfe 2021" und zur vorübergehenden Aussetzung der Insolvenzantragspflicht wegen Starkregenfällen und Hochwassern im Juli 2021 sowie zur Änderung weiterer Gesetze vom 10. September 2021*) (Federal Law Gazette I (*Bundesgesetzblatt I*) No. 63 2021, p. 4147) (hereinafter "COVID-19 Measures Act"). The convening notice of the General Meeting already contains information on shareholder rights. The following statements are intended to provide additional information.

The virtual General Meeting is transmitted in full for shareholders registered with the share register via the InvestorPortal at

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

and broadcast audio-visually online. The introductory statement of the Chairman of the Supervisory Board and the speech by the Chairman of the Board of Management can also be followed by the interested public online at <https://www.daimlertruck.com/agm-2022/>. Voting rights may only be exercised by shareholders or their proxies by absentee voting or by granting power of attorney and issuing instructions to the proxies appointed by the Company. The venue of the General Meeting within the meaning of the German Stock Corporation Act (*Aktiengesetz*) is Carl Benz-Arena, Mercedesstraße 73d, 70372 Stuttgart, Germany.

Shareholders can access the InvestorPortal at https://www.daimlertruck.com/investorportal/EN.html by entering their shareholder number and associated specific access number (PIN), which they can find in the documents sent to them. Shareholders who have registered for their invitation to the General Meeting to be sent electronically with a self-assigned access password must use this access password instead of the specific access number. Authorized representatives shall use the access data provided to them by the grantor.

Information on shareholder rights

Pursuant to Section 122 Subsection 2, Section 126 Subsection 1, Section 127 German Stock Corporation Act (*Aktiengesetz*), Section 1 Subsection 2 Sentence 1 No. 3, No. 4, Sentence 3 COVID-19 Measures Act

1 Requests for additions to the Agenda (Section 122 Subsection 2 German Stock Corporation Act (*Aktiengesetz*))

Shareholders whose shares together 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.

Applicants must prove that they have been holding the shares for at least 90 days prior to the day of receipt of the request and that they will hold the shares until the Board of Management has made a decision on the request. Section 70 of the German Stock Corporation Act (*Aktiengesetz*) shall apply in calculating the period of share ownership. The day of receipt of the request shall not be included in this calculation. A transfer from a Sunday, a Saturday or a public holiday to a preceding or following working day shall not be considered. Sections 187 to 193 of the German Civil Code (*Bürgerliches Gesetzbuch*) shall not apply accordingly.

Each new item must be accompanied by supporting information or a proposed resolution. The request 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 22, 2022**. Please send such requests to the following address:

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

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

<https://www.daimlertruck.com/agm-2022/>

and communicated to the shareholders. If requests for additions to the Agenda are to be announced in accordance with the above, any motions for resolutions enclosed therewith

by shareholders who are duly authorized and have registered for the General Meeting shall be treated as having been submitted at the General Meeting.

These shareholder rights are based on provisions of the German Stock Corporation Act (*Aktiengesetz*), extracts of which are as follows:

Section 122 German Stock Corporation Act (*Aktiengesetz*): Convocation at the request of a minority (extract)

- (1) ¹The general meeting shall be convened if shareholders who together hold one twentieth of the share capital request this in writing, stating the purpose and the reasons; such requests must be addressed to the board of management. ²The articles of association may link the right to convene the general meeting to another form and to ownership of a smaller percentage of the share capital. ³The applicants must prove that they have been holding the shares for at least 90 days prior to the day of receipt of the request and that they will hold the shares until the board of management has made a decision on the request. ⁴Section 121 Subsection 7 shall apply accordingly.
- (2) ¹Similarly, shareholders whose shares collectively amount to one twentieth of the share capital or a notional interest of € 500 000 may request that items be placed on the agenda and be made known. ²Each new item must be accompanied by a statement of reasons or a resolution proposal. ³Requests within the meaning of sentence 1 must be received by the company at least 24 days before the general meeting, and in the case of listed companies at least 30 days before the general meeting, not including the day of receipt.

Section 121 German Stock Corporation Act (*Aktiengesetz*): General provisions (extract)

- (7) ¹For periods and deadlines calculated back from the general meeting, the day of the general meeting shall not be included. ²Rescheduling from a Sunday, a Saturday or a public holiday to a preceding or following working day is not an available option. ³Sections 187 to 193 of the German Civil Code (*Bürgerliches Gesetzbuch*) shall not apply accordingly. ⁴For non-listed companies, the articles of association may provide for a different calculation of the deadline.

Section 70 German Stock Corporation Act (*Aktiengesetz*): Calculating the share possession period

¹Where the exercise of rights attaching to the share is contingent upon the shareholder having been bearer of the share for a specified period of time, a claim to transfer of title against a credit institution, a financial services provider, a securities institution or an enterprise pursuing activities in accordance with Section 53 Subsection 1, Sentence 1, or Section 53b Subsection 1, Sentence 1, or Subsection 7 of the Banking Act (*Kreditwesengesetz*) shall be equivalent to ownership of the share. ²The period of ownership of a predecessor in title shall be attributed to the shareholder if they have purchased the share in any of the following manners: without monetary consideration,

from their trustee, as a universal successor, in the course of a distribution of assets among a community, or as part of a portfolio transfer pursuant to Section 13 of the Insurance Supervisory Act (Versicherungsaufsichtsgesetz) or Section 14 of the Act on Savings and Loan Associations (Gesetz über Bausparkassen).

The Articles of Association of Daimler Truck Holding AG make no use of the option under Section 122 Subsection 1 Sentence 2 of the German Stock Corporation Act (*Aktiengesetz*) to link the right to convene the General Meeting to another form and to ownership of a smaller percentage of the share capital.

2 Countermotions and election proposals by shareholders (Sections 126 Subsection 1, 127 German Stock Corporation Act (*Aktiengesetz*), Section 1 Subsection 2 Sentence 3 COVID-19 Measures Act)

Moreover, shareholders may send the Company any countermotions to proposals by the Board of Management and/or Supervisory Board concerning certain items on the Agenda and proposals for the election of Supervisory Board members or auditors. Countermotions (including grounds) and election proposals are to be sent exclusively to

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

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

We will publish countermotions and election proposals from shareholders required to be made accessible, including the name and place of residence or registered office of the shareholder as well as the reasons to be made accessible and, if applicable, the content to be supplemented in accordance with Section 127 Sentence 4 of the German Stock Corporation Act (*Aktiengesetz*), without undue delay upon their receipt on the internet at

<https://www.daimlertruck.com/agm-2022/>

Countermotions and election proposals relating to the items on the Agenda which are received at the above address by **no later than 24:00 hours (CEST) on June 7, 2022**, will be considered. Any statements of position by the management will also be published at the same internet address.

Countermotions and election proposals as well as the reason for countermotions need not to be made accessible in the cases stipulated in Section 126 Subsection 2 of the German Stock Corporation Act (*Aktiengesetz*). An election proposal also does not need to be made accessible if it does not contain the proposed person's name, current

profession and place of residence and, in the case of proposals for the election of Supervisory Board members, details of the proposed candidate's memberships in other statutory supervisory boards as defined by Section 125 Subsection 1 Sentence 5 of the German Stock Corporation Act (*Aktiengesetz*).

The Board of Management reserves the right to combine countermotions and grounds if several shareholders raise countermotions with regard to the same items of resolution.

Countermotions and election proposals published in this way shall be deemed to have been made at the virtual General Meeting if the shareholder submitting the motion or filing the election proposal is duly authorized by registration with the share register and has registered for the General Meeting. The right of the chair of the General Meeting to have the vote on the management's proposals first remains unaffected.

These shareholder rights are based on provisions of the German Stock Corporation Act (*Aktiengesetz*) and the COVID-19 Measures Act, which also determine the conditions under which countermotions and election proposals need not be made available. Extracts of these provisions are as follows:

Section 126 German Stock Corporation Act (*Aktiengesetz*): Motions by shareholders

(1) ¹Motions by shareholders, including the name of the shareholder, the statement of reasons, and any comment by the management, must be made available to the persons duly entitled pursuant to Section 125 Subsections 1 to 3 on the conditions stipulated therein if the shareholder has sent a countermotion to a proposal made by the board of management or supervisory board for a specific item on the agenda, together with a statement of reasons, at least 14 days before the general meeting of the company to the address specified for this purpose in the notice. ²The day of receipt shall not be included in this calculation. ³In the case of listed companies, the information shall be made available on the company's website. ⁴Section 125 Subsection 3 shall apply accordingly.

(2) ¹A countermotion and the related statement of reasons do not need to be made available

1. to the extent that the board of management would incur criminal liability by making them available,
2. if the countermotion would result in the adoption of a resolution by the general meeting that is contrary to the law or the articles of association,
3. if the statement of reason contains information that is obviously incorrect or misleading in material respects or contains insults,
4. if a countermotion by the shareholder based on the same facts and circumstances has already been made available for a general meeting of the company in accordance with section 125,

5. *if the same countermotion by the shareholder together with a statement of substantially the same reasons has already been made available during the past five years for at least two general meetings of the company in accordance with section 125 and less than one twentieth of the represented share capital voted in favor of such countermotion at the general meeting,*
6. *if the shareholder indicates that they do not wish to attend the general meeting in person or to be represented by a proxy, or*
7. *if, at two general meetings during the past two years, the shareholder failed, in person or by proxy, to put forward the countermotion previously communicated by them.*

²*The statement of reasons does not need to be made available if it exceeds 5 000 characters in total.*

- (3) *If several shareholders submit countermotions with regard to the same item to be resolved, the board of management may combine the countermotions and the related statements of reasons.*

Section 127 German Stock Corporation Act (Aktiengesetz): Election proposals by shareholders

¹*Section 126 shall apply mutatis mutandis to proposals for the election of supervisory board members or auditors submitted by a shareholder. ²The election proposal does not require a statement of reasons. ³The board of management also does not need to make the proposal available if it fails to contain the information pursuant to Section 124 Subsection 3 sentence 4 and Section 125 Subsection 1 Sentence 5. ⁴The board of management shall supplement shareholder proposals for the election of candidates for the supervisory board of listed companies, to which the Employee Co-Determination Act (Mitbestimmungsgesetz), the Act on the Co-Determination by Employees in the Supervisory Boards and Management Boards of Mining Enterprises and Enterprises in the Iron- and Steel-Producing Industry (Montan-Mitbestimmungsgesetz), or the Amending Act on Employee Co-Determination in the Iron- and Steel-Producing Industry (Mitbestimmungsergänzungsgesetz) applies, with the following content:*

1. *Indication of the requirements stipulated by Section 96 Subsection 2,*
2. *Whether an objection has been raised against the fulfilment of the ratio by the supervisory board as a whole pursuant to Section 96 Subsection 2 Sentence 3, and*
3. *The number of seats on the supervisory board that must be filled, at a minimum, by women and men, respectively, in order to fulfil the requirement as to the minimum ratio pursuant to Section 96 Subsection 2 Sentence 1.*

Section 124 German Stock Corporation Act (*Aktiengesetz*): Announcement of requests for additions to the agenda; proposals for resolution (extract)

- (3) ⁴*Proposals for the election of supervisory board members or auditors shall state the candidate's name, occupation held, and place of residence.*

Section 125 German Stock Corporation Act (*Aktiengesetz*): Notices to shareholders and members of the supervisory board (extract)

- (1) ⁵*For listed companies, information on the candidates' membership of other supervisory boards to be established by law is to be attached to any proposal for the election of candidates to the supervisory board; information on their membership in comparable supervisory committees of business enterprises within Germany and abroad should be attached.*

These shareholder rights are based on provisions of the COVID-19 Measures Act, extracts of which are as follows:

Section 1 COVID-19 Measures Act: Stock corporations; partnerships limited by shares; European companies (SE); mutual insurance associations (extract)

- (2) ³*Motions or election proposals by shareholders that are to be made accessible pursuant to Section 126 or Section 127 of the German Stock Corporation Act (*Aktiengesetz*) shall be deemed to have been made at the meeting if the shareholder making the motion or submitting the election proposal is duly legitimized and registered for the General Meeting.*

3 Right of shareholders to ask questions by means of electronic communications (Section 1 Subsection 2 Sentence 1 No. 3, Sentence 2 COVID-19 Measures Act)

Shareholders and their proxies (with the exception of proxies appointed by the Company) have a right to ask questions by means of electronic communications pursuant to Section 1 Subsection 2 Sentence 1 No. 3 in conjunction with Sentence 2 of the COVID-19 Measures Act. With the approval of the Supervisory Board, the Board of Management has determined that questions from shareholders or their proxies must be submitted by **no later than 24:00 hours (CEST) on June 20, 2022** (the date and time of receipt being decisive), exclusively via the InvestorPortal. Only duly authorized and registered shareholders have the right to submit questions. Thereafter, and in particular during the virtual General Meeting, no questions or follow-up questions may be asked.

The Board of Management will decide in its dutiful free discretion how it will answer properly submitted questions. In particular, it can answer several questions together. Questions in other languages than German will not be answered. When answering questions during the General Meeting or in the event that questions and answers are

published in advance on the Company's website, the name of the person asking the question will only be disclosed (insofar as questions are answered individually) if express consent to disclosure of the name was given when the question was submitted.

There is no right to information pursuant to Section 131 of the German Stock Corporation Act (*Aktiengesetz*) at the virtual General Meeting.

This right to ask questions by means of electronic communication is based on provisions of the German Stock Corporation Act (*Aktiengesetz*) and the COVID-19 Measures Act, extracts of which are as follows:

Section 1 COVID-19 Measures Act: Stock corporations; partnerships limited by shares; European companies (SE); mutual insurance associations (extract)

(2) ¹The board of management may decide that the general meeting shall be held in the form of a virtual general meeting without the physical presence of the shareholders or their authorized representatives, provided that

1. the entire general meeting is transmitted by video and audio,
2. shareholders can exercise their voting right by means of electronic communication (postal vote or electronic participation) and grant power of attorney,
3. shareholders are given the right to ask questions by means of electronic communication,
4. shareholders who have exercised their voting right in accordance with No. 2 are, by way of derogation from Section 245 No. 1 of the German Stock Corporation Act (*Aktiengesetz*) and waiving the requirement of physical presence at the general meeting, given the opportunity to object to a resolution adopted by the general meeting.

²The board of management decides at its due and sole discretion how it answers questions; the board of management may also require that questions must be submitted by means of electronic communication no later than one day before the general meeting.

Section 131 German Stock Corporation Act (*Aktiengesetz*): A shareholder's right to information

(1) ¹The board of management must provide each shareholder at the general meeting upon request with information about the company's affairs to the extent that such information is necessary for the proper assessment of the relevant agenda item. ²This duty to provide information also extends to the legal and business relationships of the Company with affiliated companies. ³Where a company avails itself of the eased requirements pursuant to Section 266 Subsection 1 Sentence 3, Section 276, or Section 288 of the German Commercial Code (*Handelsgesetzbuch*), then any shareholder may request that, at the

general meeting deliberating on the annual accounts, the annual accounts be made available to the shareholder in the form that they would have without these eased requirements. ⁴ *The obligation of the board of management of a parent company to provide information (Section 290 Subsections 1 and 2 of the German Commercial Code (Handelsgesetzbuch)) at the general meeting to which the consolidated financial statements and the consolidated management report are submitted shall also extend to cover the situation of the group and the enterprises included in the consolidated financial statements.*

(2) ¹*The information shall comply with the principles of diligent and accurate reporting.* ²*The articles of association or the rules of procedure pursuant to Section 129 may grant authority to the person chairing the meeting to impose a reasonable time limit on, and provide details for, the right of the shareholders to ask questions and to speak.*

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

1. *inasmuch as the provision of the information, when adjudged applying prudent business judgement, is suited to cause a greater than insignificant disadvantage to the company or an affiliated enterprise;*
2. *inasmuch as it refers to carrying values for tax purposes or the amount of individual taxes;*
3. *regarding the difference between the value at which objects were stated in the annual balance sheet and a higher value of such objects, unless the general meeting approves and establishes the annual accounts;*
4. *regarding the accounting and valuation methods insofar as it suffices to cite these methods in the notes in order to accurately represent the company's assets, financial position, and revenue situation in keeping with its actual circumstances in the sense of Section 264 Subsection 2 of the German Commercial Code (Handelsgesetzbuch); this shall not apply if the general meeting approves and establishes the annual accounts;*
5. *inasmuch as the management board would be liable to punishment under law were it to provide the information;*
6. *inasmuch as, in the case of a credit institution, a financial services provider or a securities institution, no information need be provided regarding the accounting and valuation methods applied, nor regarding the netting performed in the annual accounts, management report, consolidated financial statements, or consolidated management report,*
7. *inasmuch as such information is continuously accessible on the company's website for at least seven days prior to commencement of the general meeting, and also in its course.*

²Any refusal to provide information for other than the grounds set out above is not permissible.

- (4) ¹Where information has been provided to a shareholder because of their capacity as such, and this was done outside of the general meeting, it is to be provided to every other shareholder making a corresponding request at the general meeting, even if such information is not required in order to appropriately adjudge the item of business set out in the agenda. ²The board of management may not refuse to provide the information in accordance with Subsection 3 Sentence 1 Nos. 1 to 4. ³Sentences 1 and 2 shall not apply if a subsidiary (Section 290 Subsections 1 and 2 of the German Commercial Code (Handelsgesetzbuch)), a joint venture (Section 310 Subsection 1 of the German Commercial Code (Handelsgesetzbuch)) or an associated enterprise (Section 311 Subsection 1 of the German Commercial Code (Handelsgesetzbuch)) issues the information to a parent company (Section 290 Subsections 1 and 2 of the German Commercial Code (Handelsgesetzbuch)) for purposes of including the company in the consolidated financial statements of the parent company and the information is required for this purpose.
- (5) Where a shareholder's request for information is refused, they may demand that their question and the grounds for refusing to provide the information be included in the minutes of the meeting.

4 Objection on record (Section 1 Subsection 2 Sentence 1 No. 4 COVID-19 Measures Act)

Shareholders who have exercised their voting rights in person or by proxy may, from the beginning until the closing of the General Meeting by the chair of the General Meeting, declare their objection to resolutions of the General Meeting on record via the InvestorPortal on the internet at

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

by derogation from Section 245 No. 1 of the German Stock Corporation Act (Aktiengesetz) without physically attending the General Meeting.

This shareholder right is based on provisions of the COVID-19 Measures Act and the German Stock Corporation Act (Aktiengesetz), extracts of which are as follows:

Section 1 COVID-19 Measures Act: Stock corporations; partnerships limited by shares; European companies (SE); mutual insurance associations (extract)

- (2) ¹The board of management may decide that the general meeting shall be held in the form of a virtual general meeting without the physical presence of the shareholders or their authorized representatives, provided that

[...]

4. *shareholders who have exercised their voting right in accordance with No. 2 are, by way of derogation from Section 245 No. 1 of the German Stock Corporation Act (Aktiengesetz) and waiving the requirement of physical presence at the general meeting, given the opportunity to object to a resolution adopted by the general meeting.*

Section 245 No. 1 German Stock Corporation Act (Aktiengesetz): Authority to bring an action for avoidance (extract)

The following shall have authority to bring an action for avoidance:

1. *any shareholder attending the general meeting, provided they have purchased the shares prior to publication of the agenda and provided they raised an objection concerning the resolution and had it recorded in the minutes*

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