

DAIMLER TRUCK

Governance Roadshow 2025

March 2025



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Bloomberg Ticker: DTG:GR
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Disclaimer

This document contains forward-looking statements that reflect our current views about future events. The words “aim”, “ambition”, “anticipate”, “assume”, “believe”, “estimate”, “expect”, “intend”, “may”, “can”, “could”, “plan”, “project”, “should” and similar expressions are used to identify forward-looking statements. These statements are subject to many risks and uncertainties, including an adverse development of global economic conditions, in particular a decline of demand in our most important markets; a deterioration of our refinancing possibilities on the credit and financial markets; events of force majeure including natural disasters, pandemics, acts of terrorism, political unrest, armed conflicts, industrial accidents and their effects on our sales, purchasing, production or financial services activities; changes in currency exchange rates, customs and foreign trade provisions; a shift in consumer preferences; a possible lack of acceptance of our products or services which limits our ability to achieve prices and adequately utilize our production capacities; price increases for fuel or raw materials; disruption of production due to shortages of materials, labour strikes or supplier insolvencies; a decline in resale prices of used vehicles; the effective implementation of cost-reduction and efficiency-optimization measures; the business outlook for companies in which we hold a significant equity interest; the successful implementation of strategic cooperations and joint ventures; changes in laws, regulations and government policies, particularly those relating to vehicle emissions, fuel economy and safety; the resolution of pending governmental investigations or of investigations requested by governments and the outcome of pending or threatened future legal proceedings; and other risks and uncertainties, some of which are described under the heading “Risk and Opportunity Report” in the current Annual Report or in the current Interim Report. If any of these risks and uncertainties materializes or if the assumptions underlying any of our forward-looking statements prove to be incorrect, the actual results may be materially different from those we express or imply by such statements. We do not intend or assume any obligation to update these forward-looking statements since they are based solely on the circumstances at the date of publication.

Governance Roadshow 2025

01 | Sustainable Business Strategy

02 | Annual General Meeting





03 | Supervisory Board

04 | Board of Management



DAIMLER TRUCK AT A GLANCE

We are one of the largest manufacturers of trucks and buses globally

<div>Unit Sales</div> <div>in k</div>	<div>2025¹: 460-480</div> <div>460</div> <div>2023: 526</div>		<div>Revenue</div> <div>in bn. €</div>	<div>2025¹: 56-58</div> <div>54.1</div> <div>2023: 55.9</div>	
<div>EBIT</div> <div>in bn. €, adjusted</div>	<div>2025¹: +5% to +15%</div> <div>4.7</div> <div>2023: 5.5</div>		<div>ROS²</div> <div>in %, adjusted</div>	<div>2025¹: 8-10</div> <div>8.9</div> <div>2023: 9.9</div>	



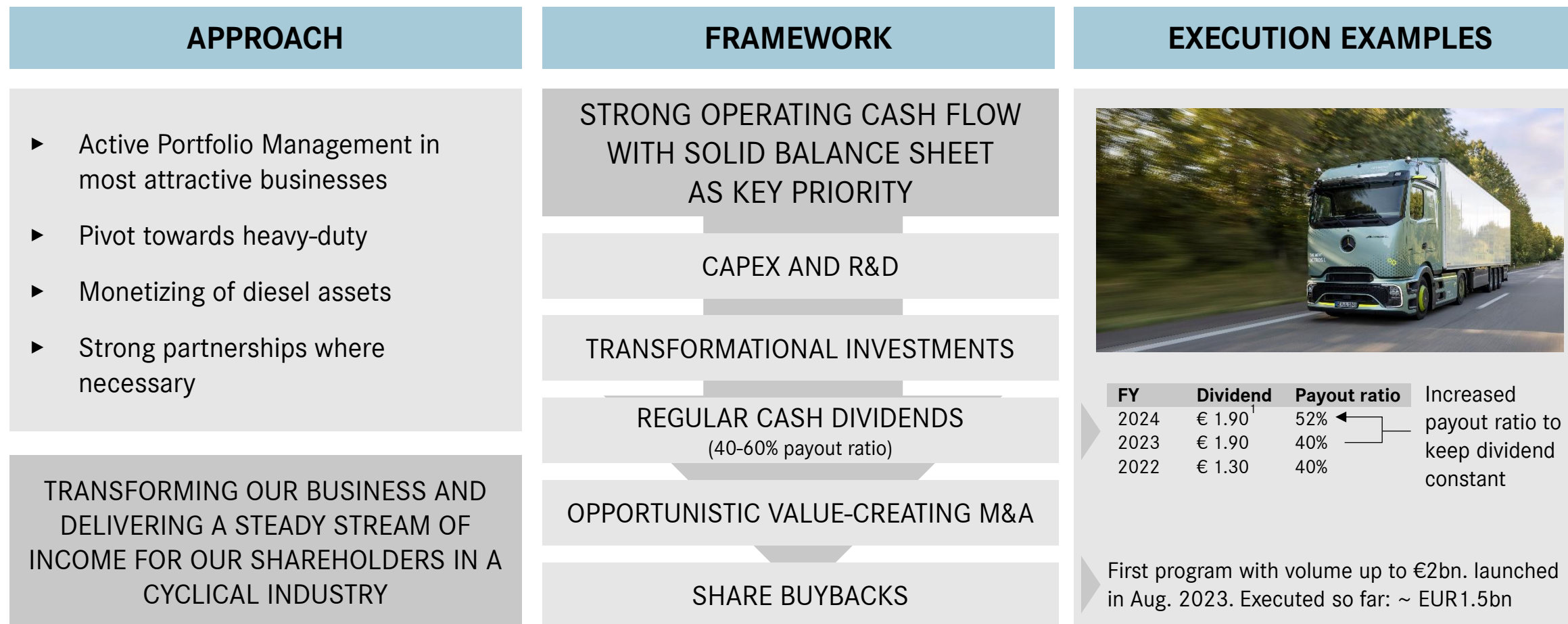
KEY STRATEGIC PRIORITIES

Our way forward will be determined in the first half of 2025



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





Focus on attractive return while investing in future value creation



¹ Proposal to AGM

OUR SUSTAINABILITY FRAMEWORK

We have set ourselves ESG ambitions

ENVIRONMENT	SOCIAL	GOVERNANCE
<div><h3>Climate & Environmental Protection</h3><div><p>We strive for our new trucks and buses to be CO₂e free during driving operation in Europe, US and Japan by 2039 – and globally by 2050.</p><p>We want to realize CO₂e neutrality on the balance sheet at our production sites in the US, Japan and India by 2025 - globally we strive for CO₂e neutrality by 2039.</p><p>We strive together with our direct suppliers for CO₂e neutral products and services in Europe, US and Japan by 2039 – and globally by 2050.</p></div><div><h3>Circular Economy</h3><div><p>We want to operate our business following a circular economy framework by minimizing the environmental impact of our products through closed material cycles.</p></div></div></div>	<div><h3>Our People</h3><div><p>We aspire to be an employer of choice, and we foster a culture of diversity, equity and inclusion - leading to a sense of belonging across all levels and regions.</p></div></div> <div><h3>Human Rights</h3><div><p>We are strongly committed to respect and support human rights and we expect the same from our business partners throughout the value chain.</p></div></div> <div><h3>Traffic Safety</h3><div><p>We strive for zero accidents with our trucks and buses.</p></div></div>	<div><h3>Responsible Governance</h3><div><p>We underline our responsibility towards the environment and society with a strong, forward-looking corporate governance.</p></div></div> <div></div>

Governance Roadshow 2025

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ANNUAL GENERAL MEETING

Daimler Truck Holding AG Annual General Meeting will take place virtually on May 27, 2025

AGENDA ITEMS

#	Topic
1	Presentation of the adopted annual financial statements of Daimler Truck Holding AG, the approved consolidated financial statements, the combined management report for Daimler Truck Holding AG and the Group as well as the report of the Supervisory Board for the 2024 financial year
2	Resolution on the appropriation of distributable profit
3	Resolution on the ratification of the Board of Management members' actions for the 2024 financial year
4	Resolution on the ratification of the Supervisory Board members' actions for the 2024 financial year
5	Resolution on the appointment of the auditor for the annual financial statements and the auditor for the consolidated financial statements, including interim financial reports and sustainability reporting
6	Resolution on the approval of the remuneration report for the 2024 financial year prepared and audited in accordance with § 162 German Stock Corporation Act
7	Resolution on remuneration for Supervisory Board members and corresponding amendment of Art. 10 (§ 10) of the Articles of Incorporation
8	Resolution on the authorization to hold a virtual General Meeting pursuant to § 118a German Stock Corporation Act by means of an adjustment to the Company's Articles of Incorporation
9	Resolution on the authorization to acquire and use treasury shares and to exclude subscription and tender rights as well as cancellation of the corresponding existing authorization
10	Resolution on the authorization for the use of derivatives in the course of the acquisition of treasury shares as well as for the exclusion of subscription and tender rights

Resolution on the authorization to hold a virtual General Meeting pursuant to § 118a German Stock Corporation Act

- ▶ Based on the very positive experience of recent years, the Board of Management and Supervisory Board of Daimler Truck Holding AG plan to propose to the Annual General Meeting that the authorization of the Board of Management to hold virtual general meetings be renewed for a period of 5 years.
- ▶ Virtual format...
 - provides for shareholder rights equivalent to the rights in a physical format, e.g. possibility of live questions and statements,
 - is highly efficient from an organizational, resource, cost and safety perspective,
 - has become a market standard in Germany with 72.5% of DAX40 companies making use of it in 2024.
 - Physical AGM in the next few years likely.
- ▶ A longer duration of the authorization will create planning security, resulting in even higher cost savings and efficiencies supporting ongoing cost down program.

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HIGHLIGHTS OF THE WORK OF THE SUPERVISORY BOARD IN 2024

Key personnel decisions on the Board of Management set the basis for long-term success

IN THE COURSE OF 2024, THE SUPERVISORY BOARD DEALT WITH AND MADE RESOLUTIONS AMONG OTHERS ON:

Board of Management	Appointment of Karin Rådström as CEO until 2029	Appointment of Eva Scherer as CFO until 2027	Reappointment of Karl Deppen until 2029
	Appointment of Achim Puchert as CEO of Mercedes-Benz Trucks until 2027	Reappointment of John O’Leary until 2026	Dissolution of BoM Division “Financial Services”
Strategy & Corporate Governance	Technology & Autonomous Strategy	Zero-Emission Product Projects	Business Unit Strategies
	Start of Overall Strategy Update	Resetting Segmentation (India, China)	Corporate Governance in the light of Sustainability



SUPERVISORY BOARD

Shareholder representatives



*Chairman SB,
PRC, NC, MC*

Joe Kaeser

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



Chairman AC

Michael Brosnan

Former CFO of Fresenius Medical Care AG & Co. KGaA



Jacques Esculier

Former Chairman and CEO of WABCO Holdings Inc



Akihiro Eto

Former President and Global Chief Operating Officer of Bridgestone Corporation



Laura Ipsen

President and CEO of Ellucian Company L.P.



Renata Jungo Brüngger

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



John Krafcik

Former CEO of Waymo LLC



Martin Richenhagen

Former Chairman, President and CEO of AGCO Corporation



Marie Wieck

Former General Manager of IBM Blockchain



Harald Wilhelm

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

SUPERVISORY BOARD

Employee representatives



*Deputy
Chairman
SB, AC,
PRC, MC*

Michael Brecht

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



Bruno Buschbacher

Chairman of the General Works Council of Daimler Buses GmbH. Chairman of the Works Council of the Mercedes-Benz Plant Mannheim



Carmen Klitzsch-Müller

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



Jörg Köhlinger

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



Jörg Lorz

Deputy Chairman of the Group Works Council of DT AG. Member of the General Works Council of DT AG. Chairman of the Works Council of the Mercedes-Benz Plant Kassel



Andrea Reith¹

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



Barbara Resch²

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



Andrea Seidel

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



Shintaro Suzuki³

President of Mitsubishi Fuso Workers' Union

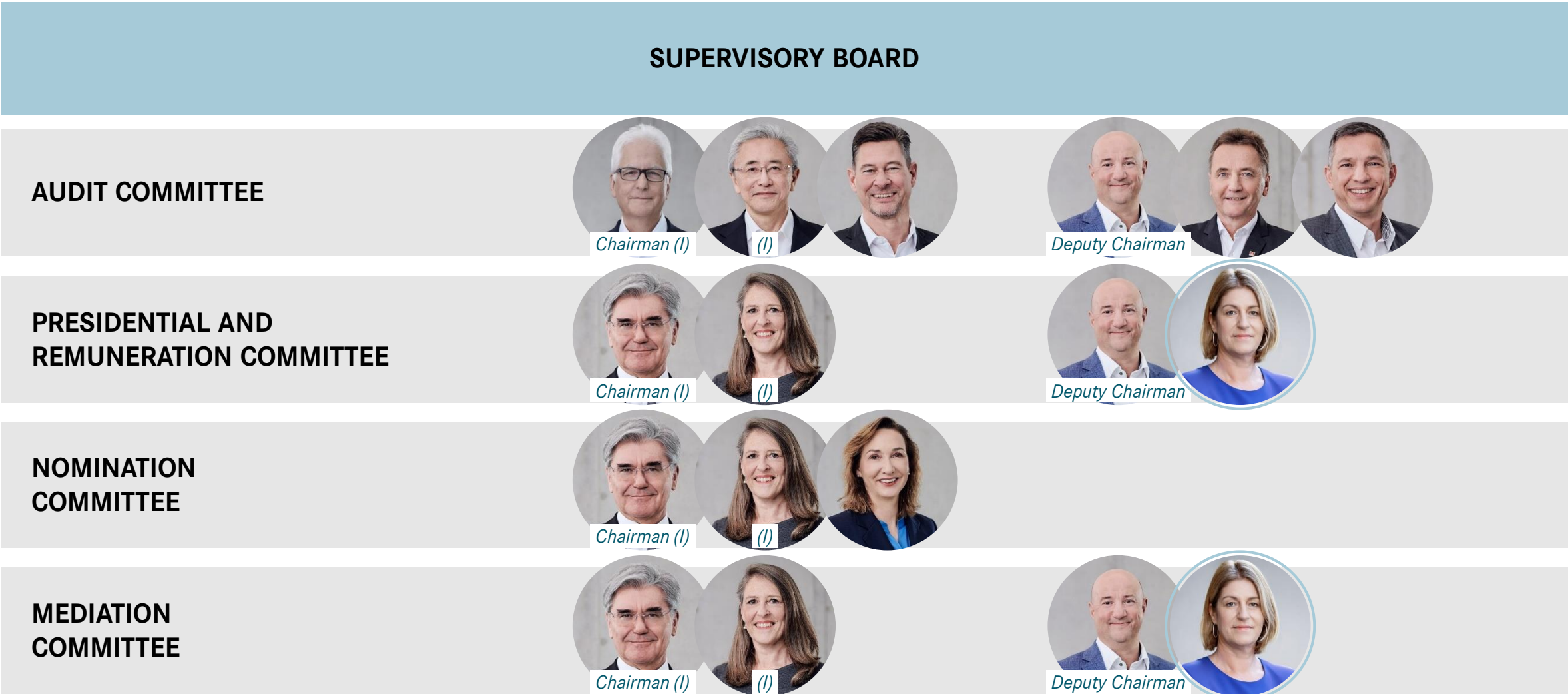


Thomas Zwick

Deputy Chairman of the General Works Council of DT AG. Chairman of the Works Council of the Mercedes-Benz Plant Wörth

SUPERVISORY BOARD COMMITTEES

Stable structure with personnel change on the employee representative side



(I) - Independent

REQUIREMENTS PROFILE FOR THE SUPERVISORY BOARD

Shareholder representatives (1/2)

		Kaeser (Chair)	Brosnan (AC Chair)	Esculier	Eto	Ipsen	Jungo Brünger	Krafcik	Richenhagen	Wieck	Wilhelm
Personal	Joined board in	2021	2021	2021	2021	2021	2021	2021	2021	2021	2021
	General limit for duration of office not breached ¹	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
	Educational/ Professional background	Business Administration	Business Administration	MBA/ Aerospace	Law/ Automotive	International Relations/ Management	Law/ Automotive	Engineering/ Business Administration	Business Administration/ Agriculture	MBA/ Information Technology	Business Administration
Diversity	Gender quota ² (SB: 30% male and 30% female)	male	male	male	male	female	female	male	male	female	male
	General age limit (max. 72 years at (re)election)	✓ (1957)	✓ (1955)	✓ (1959)	✓ (1960)	✓ (1964)	✓ (1961)	✓ (1961)	✓ (1952)	✓ (1960)	✓ (1966)
	Generation mix (min. 8 members max. 62 years at (re)election)			✓	✓	✓	✓	✓		✓	✓
	Internationality (SR: min. 30% and total SB: 15%)		✓ (US-American)	✓ (French)	✓ (Japanese)	✓ (US-American)	✓ (Swiss)	✓ (US-American)	✓ (US-American/ German)	✓ (US-American)	
Personal Suitability	Independence ¹ (>50% of SR)	✓	✓	✓	✓	✓		✓	✓	✓	
	Time effort	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
	No overboarding ³	✓ ⁴	✓	✓	✓	✓	✓ ⁴	✓	✓	✓	✓ ⁴

(SR) – Shareholder Representatives – (SB) – Supervisory Board | ¹ According to German Corporate Governance Code (GCGC) | ² Requirements of the German Stock Corporation Act (AktG) regarding Gender Quota met. | ³ Group mandates only counted once according to requirements profile | ⁴ Fulfillment of requirements profile; however, overboarding in accordance with GCGC | For further details see [Daimler Truck Annual Report 2024](#) - Declaration on Corporate Governance p. 179f

REQUIREMENTS PROFILE FOR THE SUPERVISORY BOARD

Shareholder representatives (2/2)

		Kaeser (Chair)	Brosnan (AC Chair)	Esculier	Eto	Ipsen	Jungo Brüngger	Krafcik	Richenhagen	Wieck	Wilhelm
Knowledge and Experience	Industry	✓		✓			✓	✓	✓		✓
	Technology			✓		✓		✓		✓	
	Digitalization / IT					✓	✓	✓		✓	
	Human Resources	✓		✓		✓	✓			✓	✓
	Organization	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
	Strategy	✓ (Global CEO Experience)	✓	✓	✓	✓	✓	✓	✓ (Global CEO Experience)	✓	✓
	Transformation	✓	✓	✓		✓	✓	✓		✓	✓
	Finance	✓	✓	✓	✓						✓
	Capital Market	✓	✓	✓	✓		✓		✓		✓
Financial Expertise (according to GCGC)	Accounting	✓	✓								✓
	Audit		✓								
Sustainability Expertise (according to GCGC)	Environment ¹	✓					✓				
	Social ¹			✓		✓	✓	✓		✓	
	Governance ¹	✓	✓			✓	✓			✓	✓

REQUIREMENTS PROFILE FOR THE SUPERVISORY BOARD

Employee representatives (1/2)

		Brecht (Deputy Chair)	Buschbacher	Klitzsch- Müller	Köhlinger	Lorz	Reith	Resch	Seidel	Suzuki	Zwick
Personal	Joined board in	2021	2021	2021	2021	2021	2021	2025	2022	2023	2021
	General limit for duration of office not breached ¹	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
	Educational/ Professional background	General Management/ Automotive Technician	Industrial Mechanics/ Business Administration	Business Administration	Industrial Clerk/Akademie der Arbeit	General Management	Social Economics	Management	Business Informatics/ Information Technology	Engineering	Business Administration
Diversity	Gender quota ² (SB: 30% male and 30% female)	male	male	female	male	male	female	female	female	male	male
	General age limit (max. 72 years at (re)election)	✓ (1965)	✓ (1978)	✓ (1970)	✓ (1963)	✓ (1972)	✓ (1984)	✓ (1975)	✓ (1979)	✓ (1969)	✓ (1966)
	Generation mix (min. 8 members max. 62 years at (re)election)	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
	Internationality (SR: min. 30% and total SB: 15%)								✓ (Swiss)	✓ (Japanese)	
Personal Suitability	Independence ¹ (>50% of SR)	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
	Time effort	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
	No overboarding ³	✓	✓	✓	✓ ⁴	✓	✓	✓ ⁴	✓	✓	✓

(SR) – Shareholder Representatives – (SB) – Supervisory Board | ¹ According to German Corporate Governance Code (GCGC) | ² Requirements of the German Stock Corporation Act (AktG) regarding Gender Quota met. | ³ Group mandates only counted once according to requirements profile | ⁴ Fulfillment of requirements profile; however, overboarding in accordance with GCGC | For further details see [Daimler Truck Annual Report 2024](#) - Declaration on Corporate Governance p. 179f

REQUIREMENTS PROFILE FOR THE SUPERVISORY BOARD

Employee representatives (2/2)

		Brecht (Deputy Chair)	Buschbacher	Klitzsch- Müller	Köhlinger	Lorz	Reith	Resch ²	Seidel	Suzuki	Zwick
Knowledge and Experience	Industry	✓	✓	✓		✓	✓		✓	✓	✓
	Technology	✓	✓		✓	✓	✓	✓	✓	✓	✓
	Digitalization / IT								✓		
	Human Resources	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
	Organization	✓			✓			✓			
	Strategy	✓	✓	✓	✓			✓	✓		
	Transformation	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
	Finance	✓			✓						✓
	Capital Market										
Financial Expertise (according to GGCG)	Accounting										
	Audit										
Sustainability Expertise (according to GGCG)	Environment ¹	✓	✓								✓
	Social ¹	✓		✓		✓		✓	✓	✓	
	Governance ¹	✓			✓			✓			

WAY OF WORKING IN THE SUPERVISORY BOARD

High attendance rate and interaction throughout all meetings



Supervisory Board

7 Meetings

4 face-to-face¹
3 virtual²

99%

Attendance



Audit Committee

6 Meetings

4 face-to-face¹
2 virtual²

100%

Attendance



Presidential and Remuneration Committee

10 Meetings

4 face-to-face¹
6 virtual²

100%

Attendance



Nomination Committee

1 Meeting

1 face-to-face¹

100%

Attendance

Separate **pre-discussions** for the preparation of the Supervisory Board meetings are held by the shareholder and employee representatives, supported by the Board of Management.

Ongoing dialogue between the Chairman of the Supervisory Board as well as the Chairman of the Audit Committee and the Board of Management.

Executive Sessions of the Supervisory Board without the involvement of the Board of Management, including feedback after every Supervisory Board meeting.

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

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

REMUNERATION FOR SUPERVISORY BOARD MEMBERS

Periodic remuneration review based on size positioning in the DAX

As Daimler Truck is listed in the DAX, all other companies of the DAX are used as the primary peer group to review the Supervisory Board remuneration.

The size criteria used to determine Daimler Truck’s positioning within the peer group are revenue, number of employees, and market capitalization which are equally weighted.¹

Based on these size criteria, Daimler Truck is positioned 15th (out of 40) or at the 64th percentile in the DAX.

Size positioning in the DAX

Statistic	Revenue 2023 (in million €)	Employees 2023	Avg. market cap. 2024 (through September, in million €)
10th Percentile	5,000	12,100	12,200
25th Percentile (1. Quartile)	9,600	17,600	16,800
50th Percentile (Median)	21,600	51,600	31,800
75th Percentile (3. Quartile)	61,000	129,900	59,600
90th Percentile	106,500	200,300	105,400

Daimler Truck	55,890	104,416	30,849
Absolute rank	10	13	21
Absolute rank (average)		15	
Relative rank	74%	69%	49%
Relative rank (average)		64%	

> Positioning Daimler Truck

¹ Source: Annual Reports 2023 (revenue, employees) and Refinitiv Eikon (market capitalization), revenue of banks and insurances is not comparable and thus not considered.

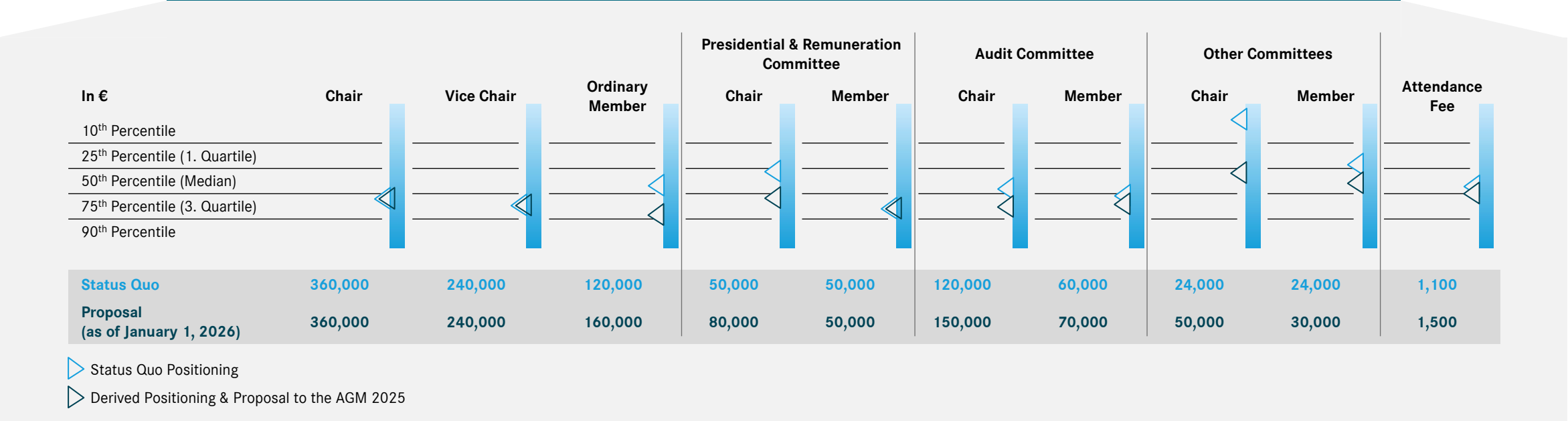
REMUNERATION FOR SUPERVISORY BOARD MEMBERS

Potential for adjustment identified. Proposal to adjust by voting in AGM 2025 with validity as of Jan 1, 2026.

Ambition to grant **appropriate and appealing remuneration for upcoming years** considering increased complexity of Supervisory Board mandate and regulatory requirements.

Current status mainly based on structure resolved by Annual General Meeting of Daimler AG in 2017, which was confirmed in 2021 and used as basis during spin-off.
The **existing provisions were confirmed** by the Annual General Meeting of Daimler Truck Holding AG in 2022.

DAX40 **peer group review** revealed lower remuneration levels (Ø53rd percentile) compared to size position¹ (Ø64th percentile).



¹ Size criteria used to determine positioning within the peer group are revenue, number of employees, and market capitalization which are equally weighted.

Governance Roadshow 2025

01 | Sustainable Business Strategy

02 | Annual General Meeting

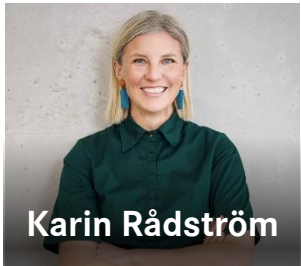
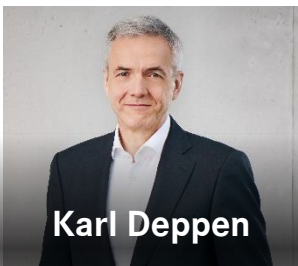
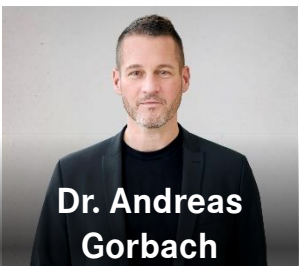

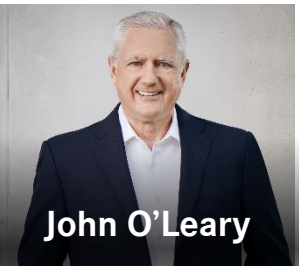

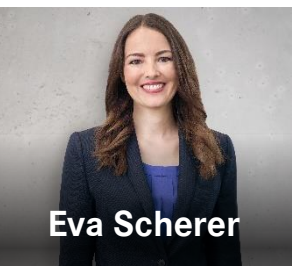
03 | Supervisory Board

04 | Board of Management



BOARD OF MANAGEMENT

Generational change ushers in a new era while ensuring stability through vast experience

 Karin Rådström President and Chief Executive Officer	 Karl Deppen Board Member for FUSO and RIZON	 Dr. Andreas Gorbach Board Member for Truck Technology	 Jürgen Hartwig Board Member for Human Resources	 John O'Leary Board Member for Daimler Truck North America	 Achim Puchert Board Member for Mercedes-Benz Trucks and BharatBenz	 Eva Scherer Chief Financial Officer
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EDUCATIONAL & PROFESSIONAL BACKGROUND: at least two members with a technical background and at least three members with expertise in sustainability issues¹



GENDER QUOTA: at least one woman and one man



GENERAL AGE LIMIT: 62 years relative to the starting date of the (new) term in office is used as benchmark



GENERATION MIX: at least three members ≤ 57 years of age at the beginning of the current appointment period



INTERNATIONALITY: at least one member of international origin



GENERAL MAXIMUM NUMBER OF EXTERNAL MANDATES: no more than two supervisory board mandates in listed companies or comparable functions and no supervisory chair in listed companies



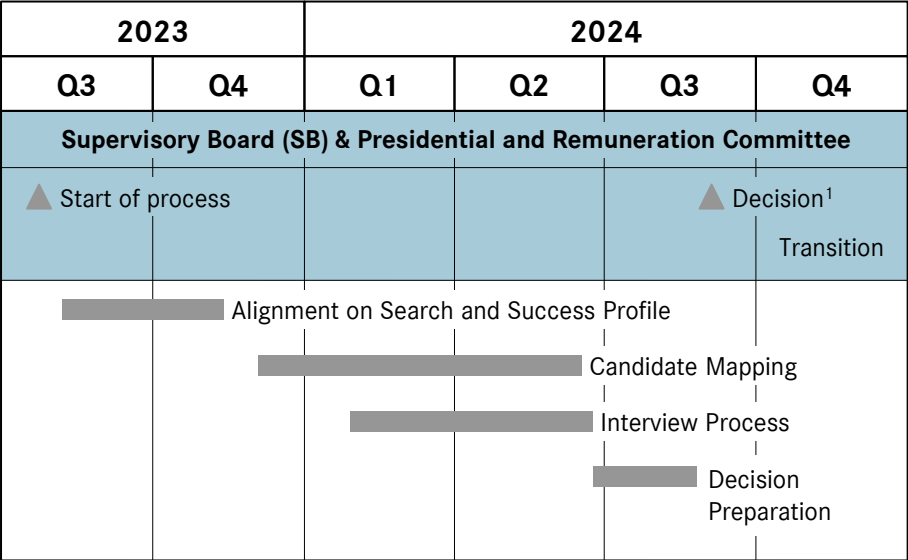
For further details on the overall requirements profile for the composition of the Board of Management see [Daimler Truck Annual Report 2024](#) - Declaration on Corporate Governance p. 170f

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

SUPERVISORY BOARD APPOINTS NEW CEO

Karin Rådström selected after comprehensive internal and external search process

SEARCH PROCESS



MAIN DECISION CRITERIA

- Vast **industry knowledge** of commercial vehicles
- Outside-in view through **external stations**
- **Successful transformation** of a low profit segment to respectable margins within short time

Year of Birth 1979

Nationality Swedish

Education Master of Engineering in Industrial Management

Appointment as CEO October 1, 2024 – January 31, 2029



2024 – today	President and CEO, Daimler Truck
2021 - 2024	Member of the Board of Management, responsible for regions Europe and Latin America and the Mercedes-Benz Trucks brand, Daimler Truck
2019 - 2020	Member of the Executive Board, responsible for Sales and Marketing, Scania
2016 - 2019	Senior Vice President and Head of Buses & Coaches, Scania
2014 - 2016	Director for Pre-Sales & Marketing Communications for East Africa, Nairobi, Kenya, Scania
2012 - 2014	Director of Fleet & Driver Services with global responsibility for the service portfolio of connected vehicles and driver services, Scania
2007 - 2012	Product Planner and Product & Area Manager in Fleet Management, Scania Group Manager of Product Information in Sales & Marketing, Scania
2004 - 2007	Trainee, Scania

¹ [Supervisory Board appoints Karin Rådström as new CEO](#)

SUPERVISORY BOARD APPOINTS CEO MERCEDES-BENZ TRUCKS AND BHARATBENZ


Achim Puchert selected for board responsibility after CEO decision on group-level

SEARCH PROCESS

2024			
Q1	Q2	Q3	Q4
Supervisory Board (SB) & Presidential and Remuneration Committee			
		▲ Group CEO Decision	▲ Decision ¹
Internal Top Talent Observation ²			
		▨	Candidate Mapping
			▨ Interviews w/ CEO
			▨ Interviews w/ SB Members

MAIN DECISION CRITERIA

- Track record in **driving growth** and delivering on performance targets
- Drives **financial resilience** by lean mindset and consequent cost optimization
- Lives **customer-centricity**

Year of Birth	1979	
Nationality	German	
Education	Master International Management M.Sc. Economics and Business Administration	
Appointment	December 1, 2024 – November 30, 2027	
2024 – today	Member of the Board of Management, responsible for Mercedes-Benz Trucks and BharatBenz², Daimler Truck	
2022 - 2024	CEO and President Mercedes-Benz do Brasil, Daimler Truck	
2020 - 2021*	Senior Vice President Overseas, Daimler Truck	
2019 - 2021*	Senior Vice President Sales, Marketing and Customer Service Asia, Daimler Truck	
2015 - 2019	Director International Operations Mercedes-Benz Trucks, Daimler	
2013 - 2015	Senior Manager Alliance Office Daimler Truck – Kamaz, Daimler	
2010 - 2013	Assistant to Head of Sales, Marketing and Customer Service Mercedes-Benz Trucks, Daimler	
2007 - 2010	Market Management and Sales Controlling Mercedes-Benz Trucks Eastern Europe, Russia and Africa, DaimlerChrysler	
2006 - 2007	International Management Associate Daimler AG, DaimlerChrysler	
2002 - 2006	Sales and Key Account Management, Mercedes-Benz Danmark	
*) in dual role		

Reading Material



SUPERVISORY BOARD – EMBEDDING SUSTAINABILITY IN CORPORATE GOVERNANCE

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

Overall responsibility for the supervision of sustainability issues lies within the Supervisory Board¹

- Sustainability is of such central importance that the Supervisory Board deals with this cross-sectional topic regularly and intensively. A separate Sustainability Committee has therefore not been established by the Supervisory Board.
- The Board of Management regularly reports to the Supervisory Board on the strategy of Daimler Truck and its individual segments, also considering ecological and social objectives and on the corporate planning, which includes sustainability-related objectives.
- The Supervisory Board as a whole holds the broad sustainability expertise² of its members, which enables the Supervisory Board to address the sustainability-related issues within its work.

Presidential and Remuneration Committee

- Supports the Supervisory Board regarding sustainability-related issues relating to the determination of sustainability targets and the assessment of their achievement in the context of the remuneration of the Board of Management or relating to Daimler Truck's Corporate Governance.
- All four members of the Presidential and Remuneration Committee have expertise in the sustainability area "Governance"².

Audit Committee

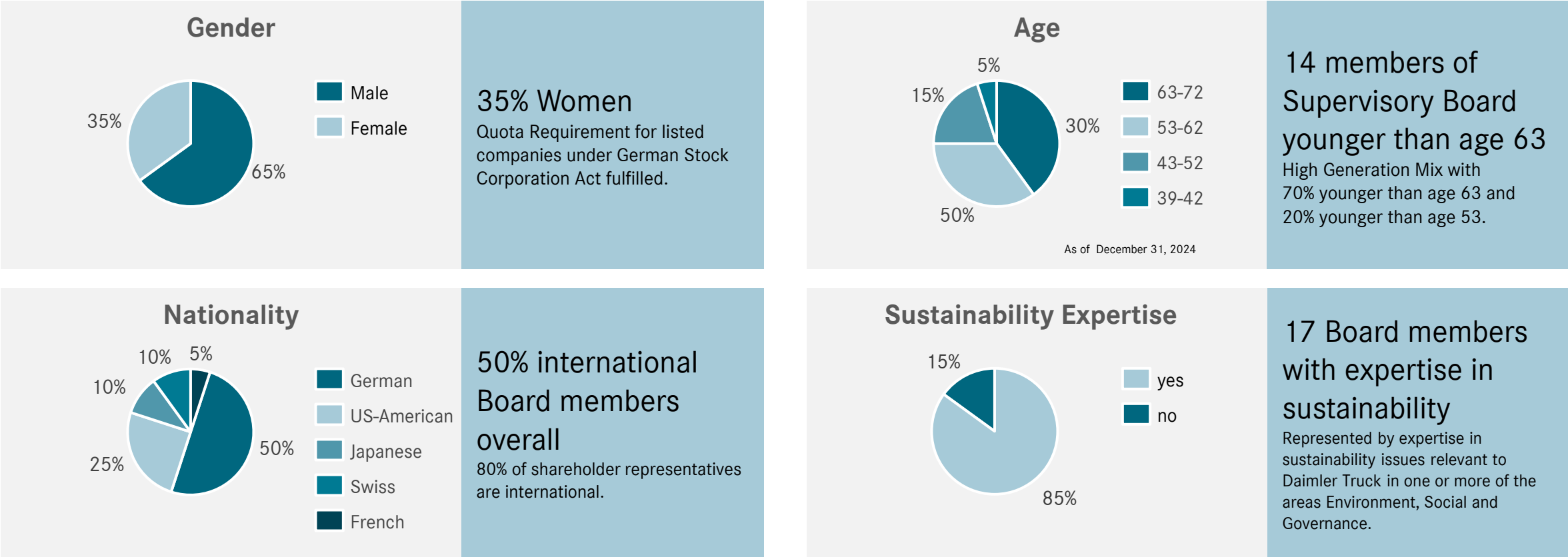
- Is responsible for the preliminary examination of the (mandatory) sustainability reporting and the internal control and risk management system which also covers sustainability-related objectives.
- In order to be able to fulfil these tasks, the Audit Committee has two financial experts: At least one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



¹ [Embedding of sustainability in the Supervisory Board](#) | ² According to German Corporate Governance Code, expertise regarding sustainability issues relevant to Daimler Truck

SUPERVISORY BOARD – OVERVIEW OF WHOLE BOARD

High expertise and strong mix within shareholder and employee representatives



BOARD OF MANAGEMENT – REMUNERATION SYSTEM

Promoting the corporate strategy and long-term development of Daimler Truck

REMUNERATION SYSTEM¹

25 - 35%	BASE SALARY Non-performance related
20 - 34%	ANNUAL BONUS (STI) Short-term incentive performance-based; 100% cash
	<div>FINANCIAL TARGETS</div> <div>SUSTAINABILITY TARGETS</div>
35 - 50%	Virtual Share-based Equity Plan (LTI) Long-term incentive performance-based (3-year performance period, 1-year retention period, 50% of payout to be invested in real shares)
	<div>FINANCIAL TARGETS</div> <div>SUSTAINABILITY TARGETS</div>

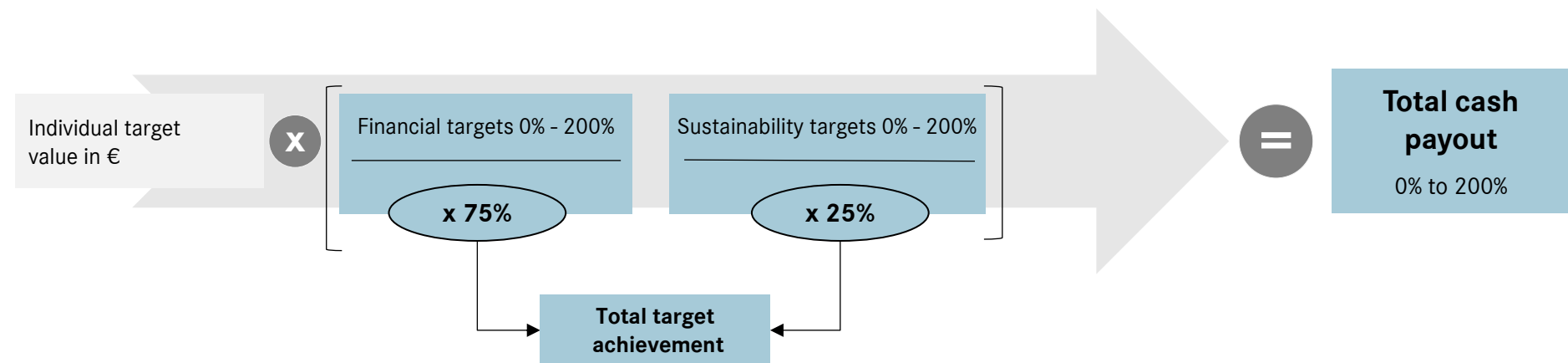


(STI) – Short-term incentive – (LTI) – Long-term incentive | ¹ For members of the Board of Management (other than CEO and CFO). Calculated without Fringe Benefits and Pension Contribution on base salary and annual bonus (STI) | For further details see [Remuneration Report 2024](#)

BOARD OF MANAGEMENT – ELEMENTS OF THE ANNUAL BONUS (STI)

Short-term incentive with a strong focus on financial targets

20 - 34% **ANNUAL BONUS (STI):** Short-term incentive performance-based; 100% cash



Financial targets

EBIT¹

FCF IB
(Free Cash Flow Industrial Business)

Sustainability targets²

Zero Emission Vehicles
Number of eBuses & eTrucks sold

Lost Time Injury Rate
Frequency of accidents resulting in injuries with subsequent absence

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

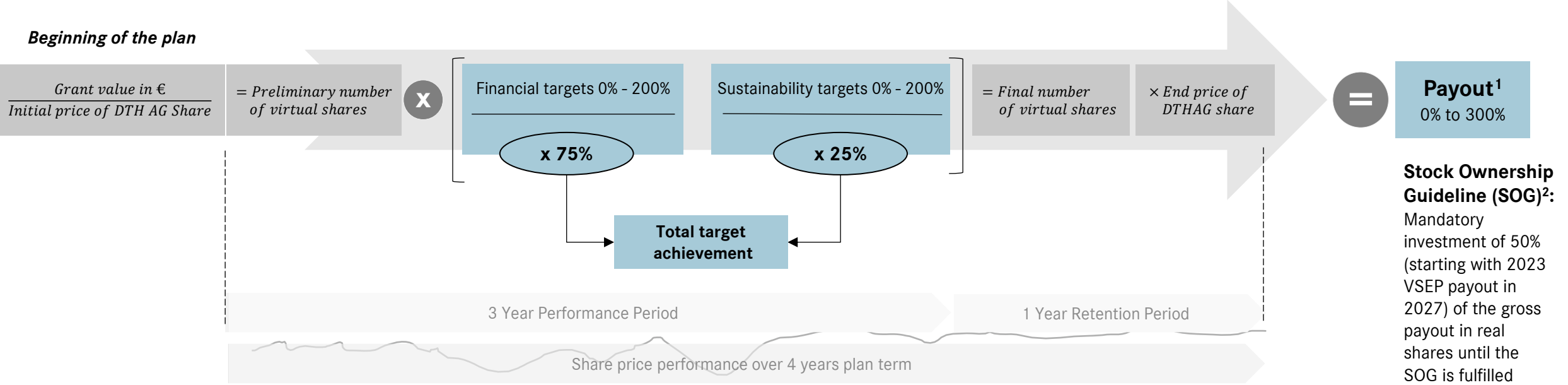
(STI) – Short-term incentive | ¹ EBIT of Daimler Truck Group (Group EBIT), respectively the EBIT of the segments of Daimler Truck (Segment EBIT) |

² Sustainability targets for Board of Management Remuneration 2024 were published within Annual Report and [Remuneration Report 2024](#)

BOARD OF MANAGEMENT – ELEMENTS OF THE SHARE-BASED EQUITY PLAN (LTI)

Strong focus on long-term value creation

35 - 50% Virtual Share-based Equity Plan (LTI): Long-term incentive performance-based

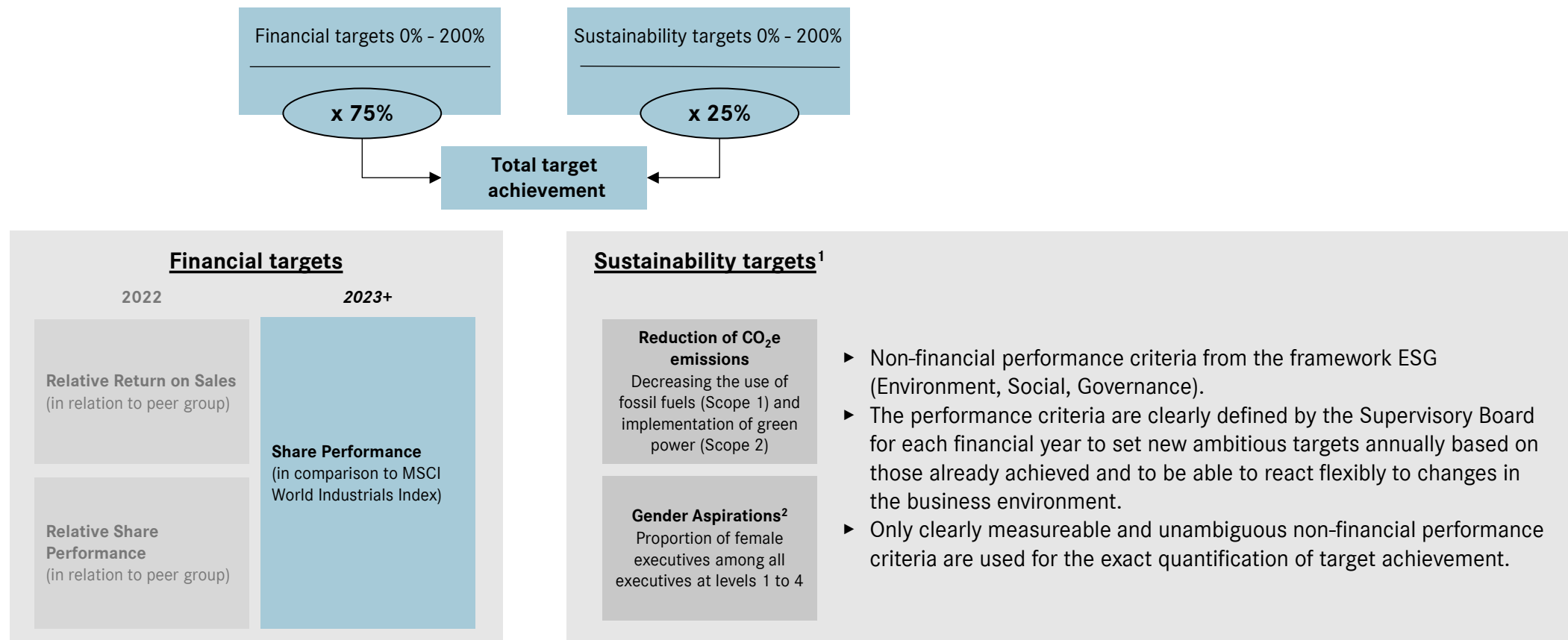


(LTI) – Long-term incentive – (DTH AG) – Daimler Truck Holding AG | ¹ Reduction of payout in case the total maximum remuneration exceeds its predefined maximum limit | ² For former plans 25% | For further details see [Remuneration Report 2024](#)

BOARD OF MANAGEMENT – ELEMENTS OF THE SHARE-BASED EQUITY PLAN (LTI)

Target achievement mostly driven by share price performance

35 - 50% Virtual Share-based Equity Plan (LTI): Long-term incentive performance-based



¹ Sustainability targets for Board of Management Remuneration 2024 were published within Annual Report and [Remuneration Report 2024](#) | ² Excluded from LTI 2025

DAIMLER TRUCK



March 2025

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WKN: DTR0CK
Bloomberg Ticker: DTG:GR
Reuters Ticker: DTGGe.DE