

DAIMLER

Declaration

by the Board of Management and Supervisory Board of Daimler AG pursuant to Section 161 of the German Stock Corporation Act (AktG) regarding the German Corporate Governance Code

The Board of Management and Supervisory Board of Daimler AG declare that the recommendations of the German Corporate Governance Code Commission in the Code version dated May 26, 2010, published by the Federal Ministry of Justice in the official section of the Federal Gazette on July 2, 2010, have been and are being applied since the last declaration of compliance issued in December 2011, with the exception of Clause 3.8 paragraph 3 (D & O insurance deductible for the Supervisory Board) and Clause 5.4.6 paragraph 2 Sentence 1 (Performance-based compensation of Members of the Supervisory Board). The recommendations of the German Corporate Governance Code in the version dated May 15, 2012 have been observed by Daimler AG since the time of their publication in the official section of the Federal Gazette, with the exception of a deviation from Clause 3.8 paragraph 3 (Deductible for D & O Insurance for the Supervisory Board) and a deviation from Clause 5.4.1 paragraph 2 (Specific objectives for the composition of the Supervisory Board) which was declared as a precautionary measure. Daimler AG will continue to observe these recommendations in the future, with the aforementioned deviations.

D&O insurance deductible for the Supervisory Board (Clause 3.8, Paragraph 3)

As in previous years, the Directors' & Officers' liability insurance (D&O insurance) also contains a provision for a deductible for the members of the Supervisory Board, which is appropriate in the view of Daimler AG. However, this deductible does not correspond to the legally required deductible for members of the Board of Management in the amount of at least 10% of the damage up to at least one and a half of the fixed annual remuneration. Since the remuneration structure of the Supervisory Board is limited to fixed remuneration without performance bonus components, setting a deductible for Supervisory Board members in the amount of 1.5 times the fixed annual remuneration would have a disproportionate economic impact when compared with the members of the Board of Management, whose compensation consists of fixed and performance bonus components.

Specific objectives for the composition of the Supervisory Board (Clause 5.4.1 para 2 German Corporate Governance Code in the version of May 15, 2012).

In its meeting held on December 12, 2012, the Supervisory Board elaborated and confirmed the target objective for the number of independent shareholder representatives anchored in its Rules of Procedure prior to the effective date of the German Corporate Governance Code version of May 15, 2012, published after the amendment of the Code. In this meeting, the Supervisory Board also differentiated the target objective for consideration of potential conflicts of interest in its composition in conformity with the new version of the German Corporate Governance Code. In the absence of any influence on the appointments for the employee representatives' side, the Supervisory Board limited itself to the corresponding target objectives for the shareholder representatives.

DAIMLER

Performance-based Compensation of Members of the Supervisory Board (Clause 5.4.6, Paragraph 2, Sentence 1 in the version of May 26, 2010)

The members of the Daimler AG Supervisory Board receive suitable remuneration, which includes fixed and function-based components, as well as attendance fees, but does not include any performance-bonus components. A base annual fee is set for each member, with corresponding fixed increases for the Chair or Deputy Chair of the Supervisory Board and in the case of committee membership, and special consideration to the Chair in the Audit Committee in accordance with the respective area of responsibility. In our view, a function-based system of remuneration is also more appropriate for the supervisory role of the Supervisory Board than performance-based remuneration since it eliminates possible conflicts of interest arising from decisions of the Supervisory Board that could influence performance criteria. Therefore, there is no performance-based remuneration.

This deviation from the German Corporate Governance Code no longer applies since the recommendation regarding the performance-based remuneration of the Supervisory Board is no longer contained in the new version of the German Corporate Governance Code of May 15, 2012.

Stuttgart, December 2012

The Supervisory Board

The Board of Management