

# 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***

Daimler AG satisfies the recommendations of the German Corporate Governance Code Commission in the Code version dated June 24, 2014, since their publication by the Federal Ministry of Justice in the official section of the Federal Gazette on September 30, 2014 with the exception of Clause 3.8 Paragraph 3 (D & O insurance deductible for the Supervisory Board) and one deviation from Clause 5.4.1 Paragraph 2 (concrete objectives for the composition of the Supervisory Board), which was declared as a precautionary measure, and will continue to observe the recommendations with the aforesaid deviations. Since the issuance of the last compliance declaration in December 2013, Daimler AG has observed the recommendations of the German Corporate Governance Code in the version dated May 13, 2013 with the aforementioned exceptions and the deviation from Clause 4.2.3 Paragraph 2 sentence 6 (upper limits for the remuneration of the members of the Board of Management and its variable remuneration components) declared as a precautionary measure in the last compliance declaration for the period until December 31, 2013.

### **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 Paragraph 2).**

The Supervisory Board has limited its target objective for its composition regarding the number of independent members of the Supervisory Board and in consideration of potential conflicts of interest to the appointments for the shareholders' side in the light of the German Co-Determination Act and due to the lack of influence on the appointments for the employee side.

The deviation from clause 4.2.3 Paragraph 2 sentence 6, which was declared as a precautionary measure in the compliance declaration of December 2013, (maximum amounts for the overall remuneration and variable remuneration components of the Board of Management) ceased to apply effective from January 1, 2014, when the members of the Board of Management approved the inclusion of the upper limits specified in clause 4.2.3 Paragraph 2 sentence 6 of the Code in their current service agreements.

Stuttgart, December 2014

For the Supervisory Board  
Dr. Manfred Bischoff  
Chairman

For the Board of Management  
Dr. Dieter Zetsche  
Chairman