



# Governance Presentation EGM 2021

Daimler AG

# EXTRAORDINARY GENERAL MEETING

## Agenda

- **Item 1:** Resolution on the approval of the Spin-Off and Hive-Down Agreement between Daimler AG and Daimler Truck Holding AG
- **Item 2:** Resolution on the amendment of the Company's name and on the amendment of Article 1 (§ 1) of the Articles of Incorporation (Name, Registered Office)
- **Item 3:** Resolution on elections to the Supervisory Board



# PROJECT FOCUS



# PROJECT FOCUS

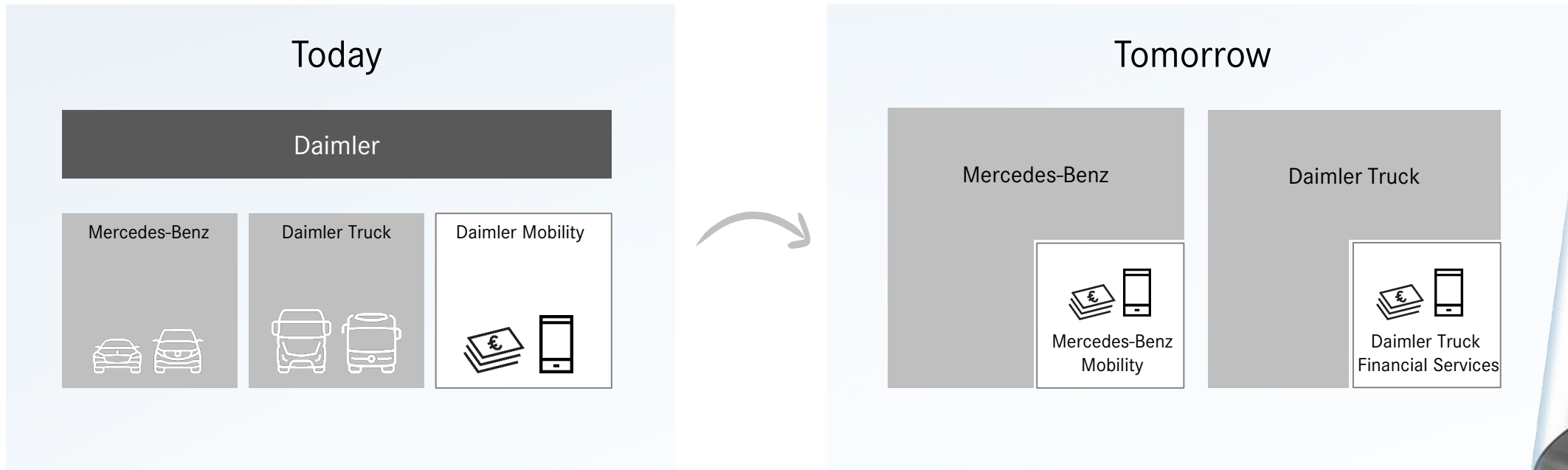
## Why are we proposing this?

- It is our conviction: **independent management and governance** will enable both businesses to win the transformation.
- With independence comes ultimate **customer dedication** and even **more entrepreneurial responsibility**.
- **Daimler Truck** will gain **full entrepreneurial freedom**, an **independent corporate-governance** structure with an **independent chairman**.
- The best ingredients we can imagine to **foster value creation** for Daimler AG shareholders and to **unlock the full potential** of the two companies.



# PROJECT FOCUS

We want to create two independent businesses with maximum focus



Schematic presentation

# PROJECT FOCUS

## Different businesses deserve the freedom to focus on their specific customers



### Passenger cars

“First move the world”

Product: Luxury experience

Customers: Mainly private (B2C)

Target: Turn modern luxury into profitable growth

Transformation: Focus on battery electric vehicles & car software



### Commercial vehicles

„For all who keep the world moving“

Product: Investment good

Customers: Mainly business (B2B)

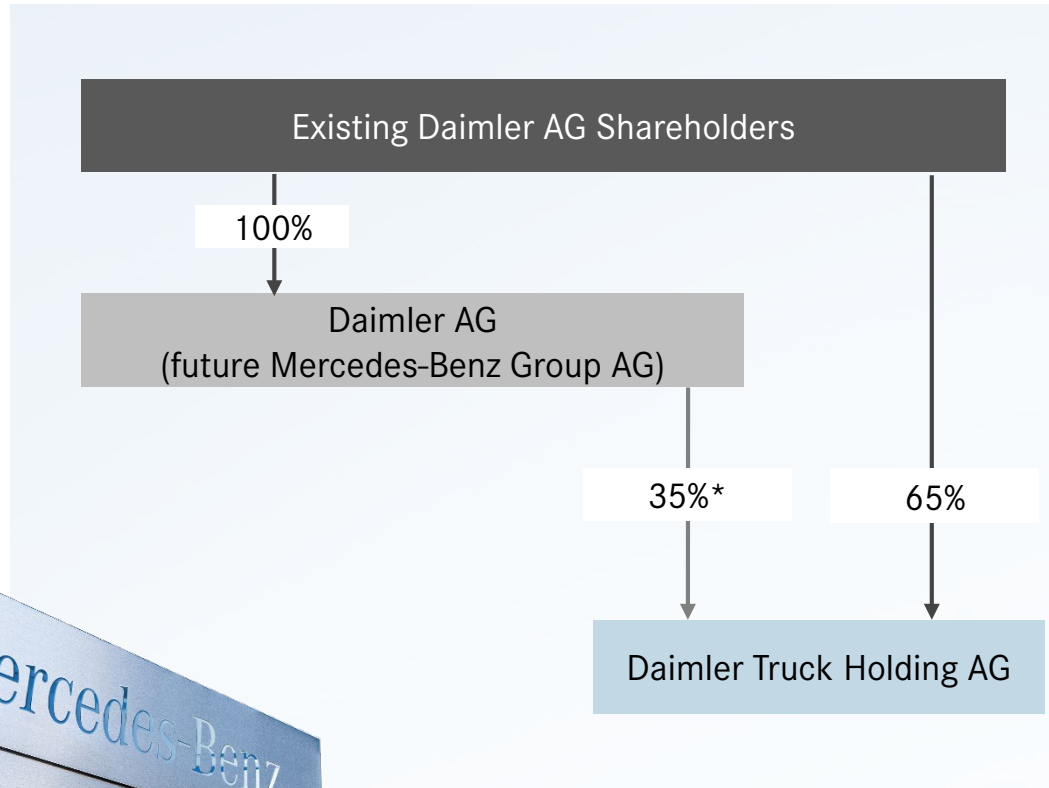
Target: Turn global scale into profit

Transformation: Battery, fuel cell, software customer solutions



# PROJECT FOCUS

## Target image of the planned transaction (simplified)



Separate listing of Daimler Truck

Distribution of majority of Daimler Truck to existing Daimler AG shareholders

2:1 allocation ratio - shareholders of Daimler AG will receive one registered share of the newly created Daimler Truck Holding AG for every two registered shares of Daimler AG

Daimler AG relinquishes control over Daimler Truck but intends to retain a minority shareholding

No additional investment needed from shareholders

\* Daimler AG intends to transfer a 5.0% interest in Daimler Truck Holding AG as collateral assets to Daimler Pension Trust e.V., which will hold the shares in trust for Daimler AG and Mercedes-Benz AG, respectively.

Mercedes-Benz

Daimler Truck

# PROJECT FOCUS

## Intended transaction structure and details

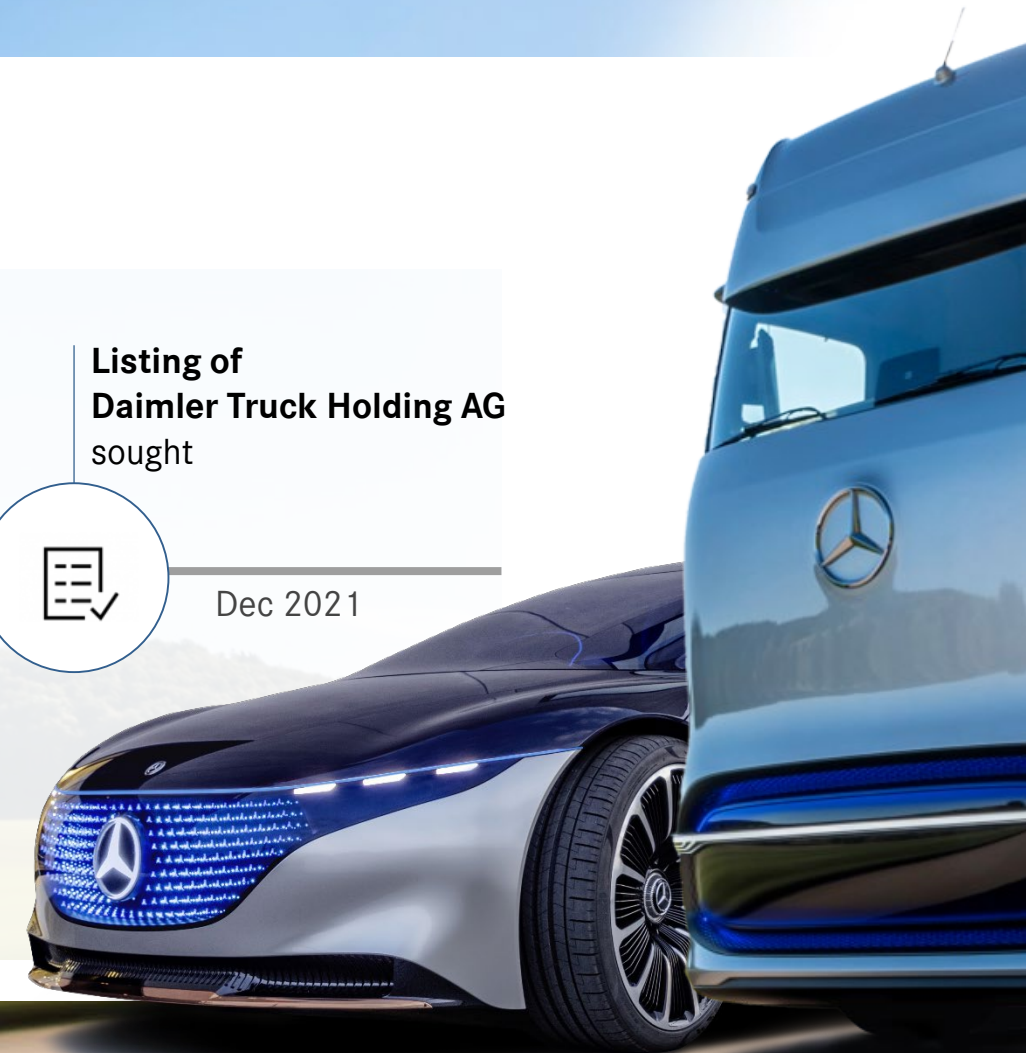
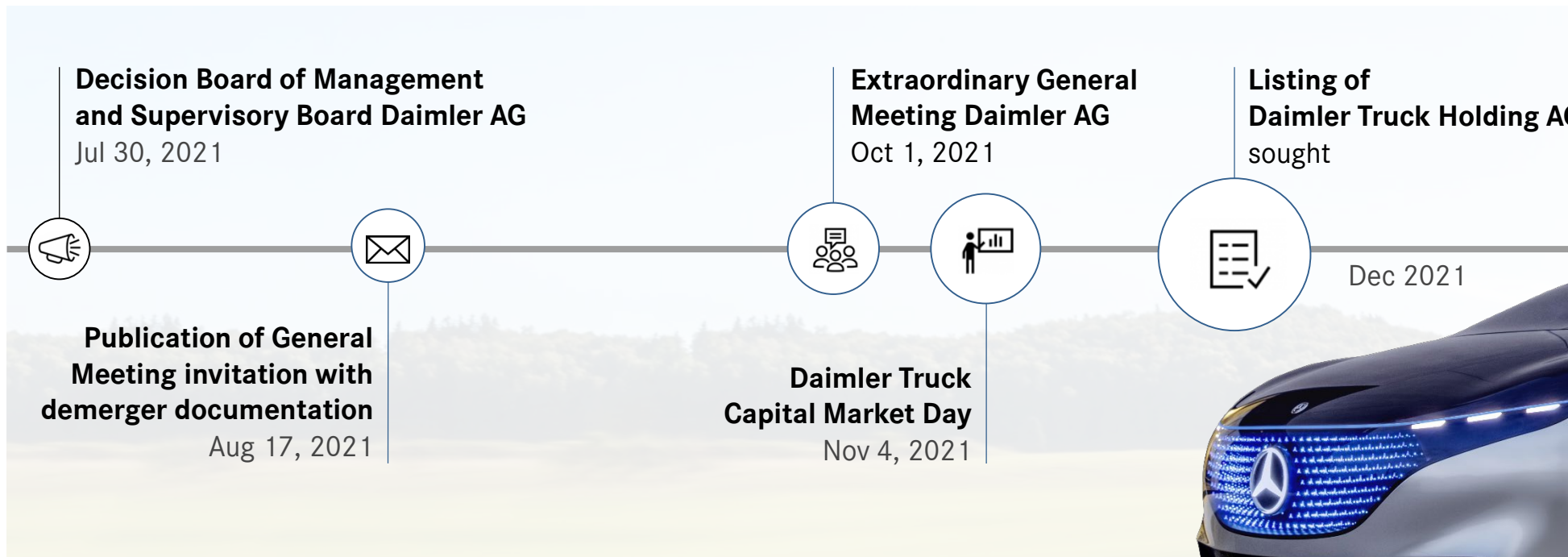
<b>True independent governance</b> of Daimler Truck		<b>Attractive financial profiles</b> for both companies		<b>Prime Standard listing</b> for Daimler Truck	
Spin-off of Significant Majority Stake	Daimler with <b>minority stake</b> (at equity) and <b>de-consolidating</b> Daimler Truck	Strong Capital Structures	Both Daimler Truck and Mercedes-Benz with <b>strong net liquidity position</b>	DAX Company	Daimler Truck Holding AG to be <b>listed in Frankfurt</b> Company expected to <b>qualify for the DAX</b>
Independent Governance	Daimler supervisory board representation <b>in line with intended deconsolidation</b> <b>Independent chairman</b> <b>8* independent</b> shareholder representatives	Ambitious Financial Targets	Separation <b>will enable</b> realization of <b>full profit potential</b>	Listing Timing	Listing targeted <b>by year-end 2021</b>





# PROJECT FOCUS

## Listing of Daimler Truck Holding AG is planned to be complete by year-end 2021



# PROJECT FOCUS

## Our intention is to create value

### Customers

We want to increase our competitiveness through an even sharper focus. Our customers will gain solutions tailored to their specific needs.

### People

We want to take advantage of growth opportunities – with our people, and for our people. Our goal: safe, attractive jobs in the long term.

### Shareholders

We want to establish two undisputed innovation leaders. Our shareholders will profit from the value crystallization.

### Partners

We want to set the pace in both industries – with strong technological partnerships to jointly accelerate technological progress.

### Society

Economic success is the prerequisite to achieve our societal responsibility and our environmental commitment.

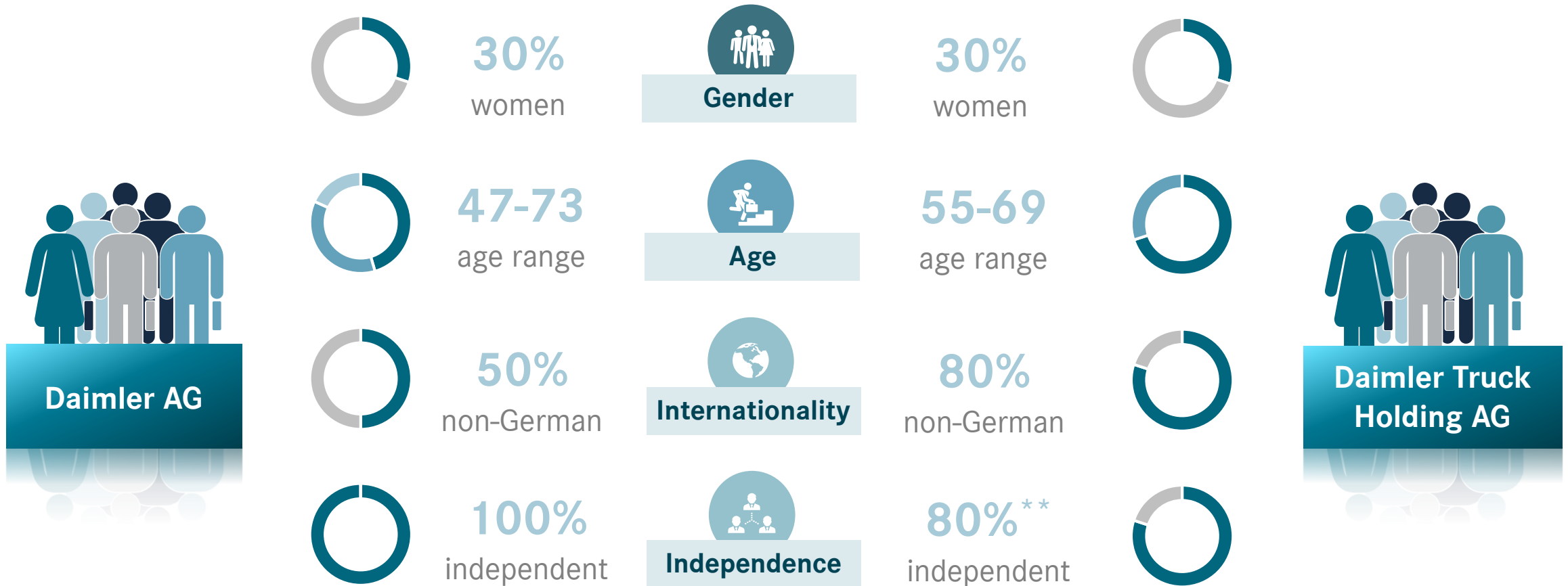


# Supervisory Boards



# SUPERVISORY BOARDS

## Diversity profile of Supervisory Board members of Daimler AG\* and designated Supervisory Board members of Daimler Truck Holding AG



Referring to the shareholder representatives of the supervisory boards

# SUPERVISORY BOARD DAIMLER AG

## New candidates with experience in corporate transformation, digitalization, interaction with global markets and ESG

### Prof. Dr. Helene Svahn

Professor in Nanobiotechnology at the Royal Institute of Technology, Stockholm, Sweden



#### Experience

Transformational experience, International automotive market experience, International management experience, Technical experience, ESG & Social Compliance



#### Gender

Female



#### Age

47



#### Internationality

Swedish



#### Independence

YES



#### Other mandates\*

1 (Axel Johnson International AB; not listed)



# SUPERVISORY BOARD DAIMLER AG

## New candidates with experience in corporate transformation, digitalization, interaction with global markets and ESG

### Olaf Koch

Partner und Managing Director Zintinus GmbH, Berlin, Germany



#### Experience

Long year CEO experience, Transformational experience, broad M&A expertise, International automotive market experience, Financial expertise, IT experience (software, networks), ESG & Social Compliance



#### Gender

Male



#### Age

51



#### Internationality

German



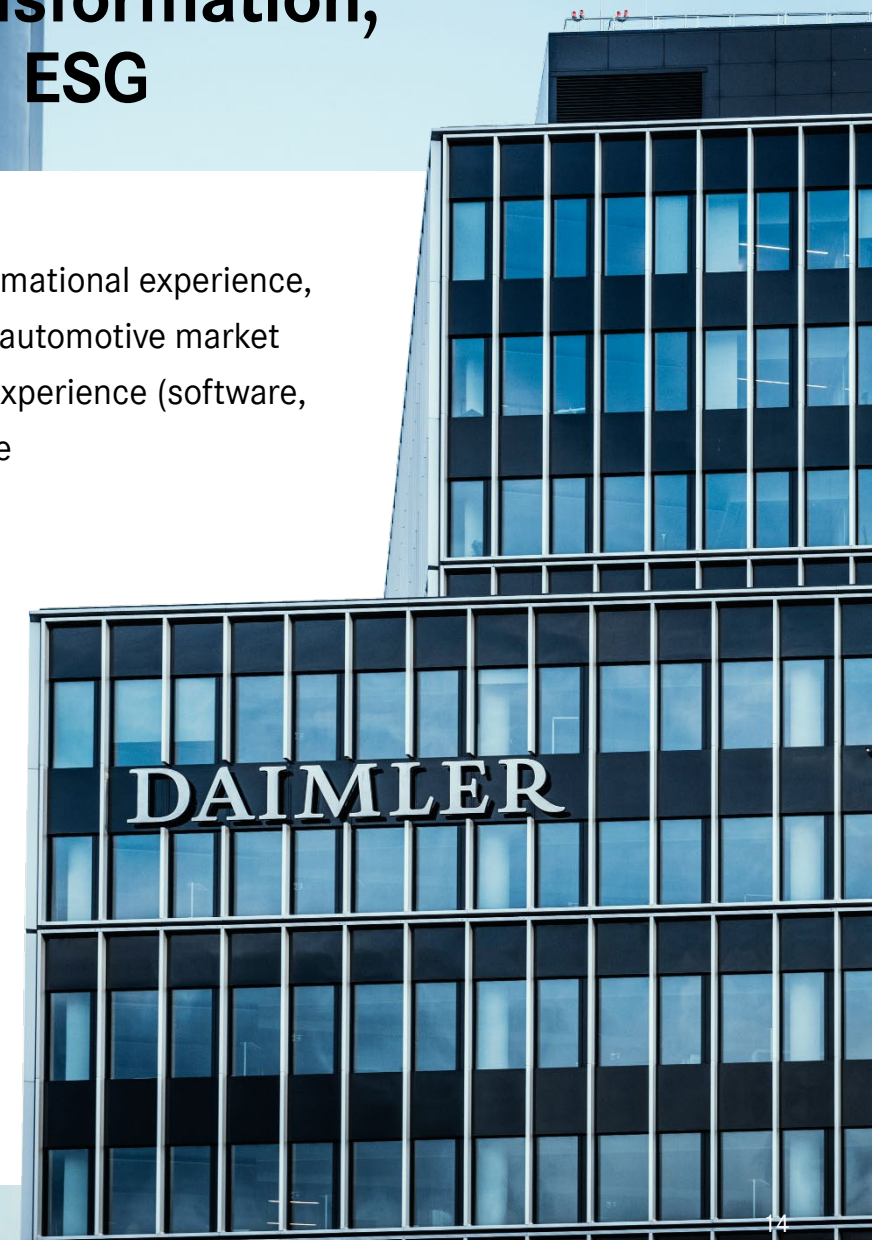
#### Independence

YES



#### Other mandates\*

0

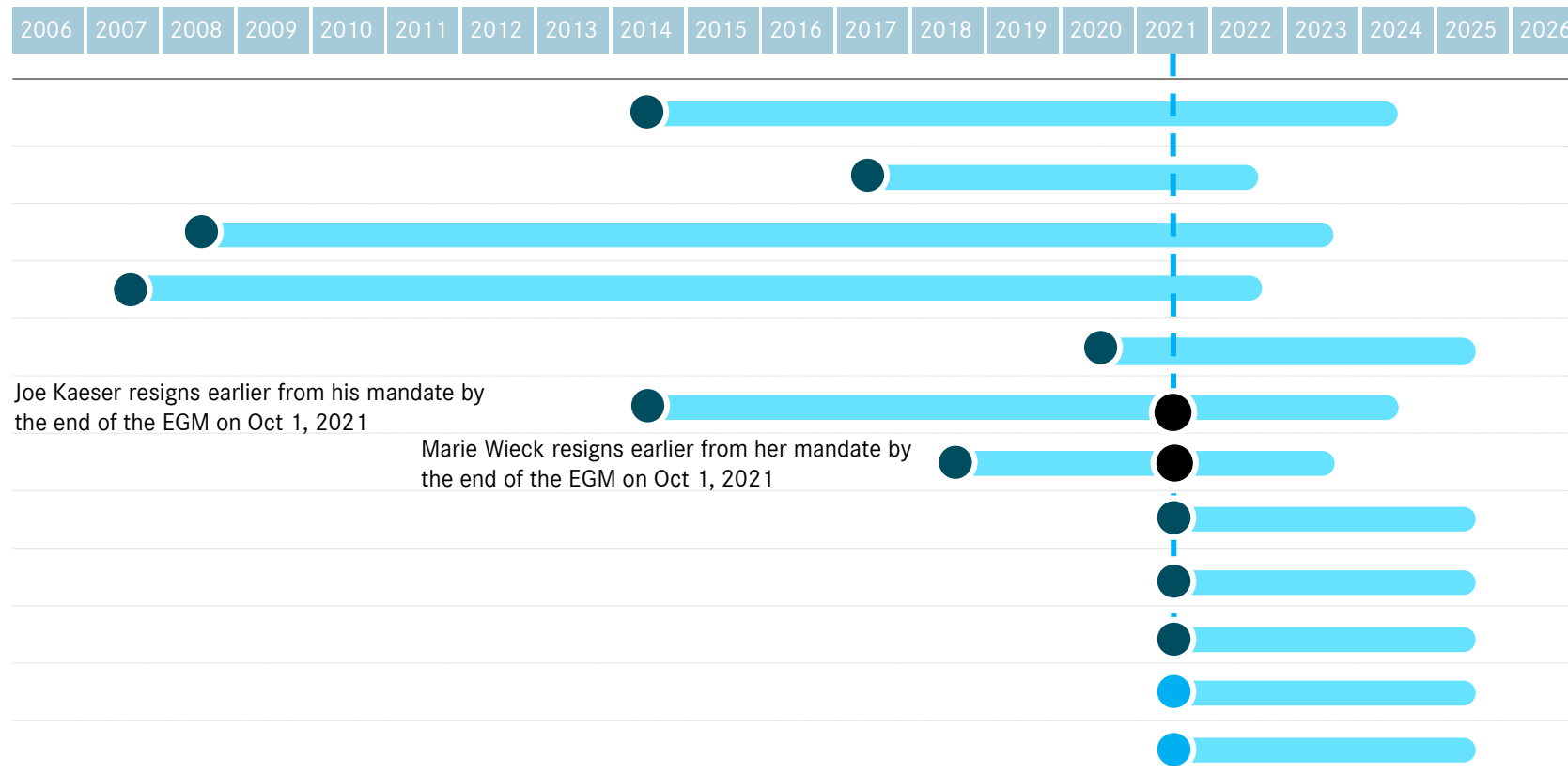


\* Member of any other legally mandatory supervisory boards and comparable supervisory bodies

# SUPERVISORY BOARD DAIMLER AG

## Staggered terms of shareholder representatives with a four-year term for members elected as of the Annual General Meeting 2021

### Shareholder Representative





Strategy  
Our way  
forward



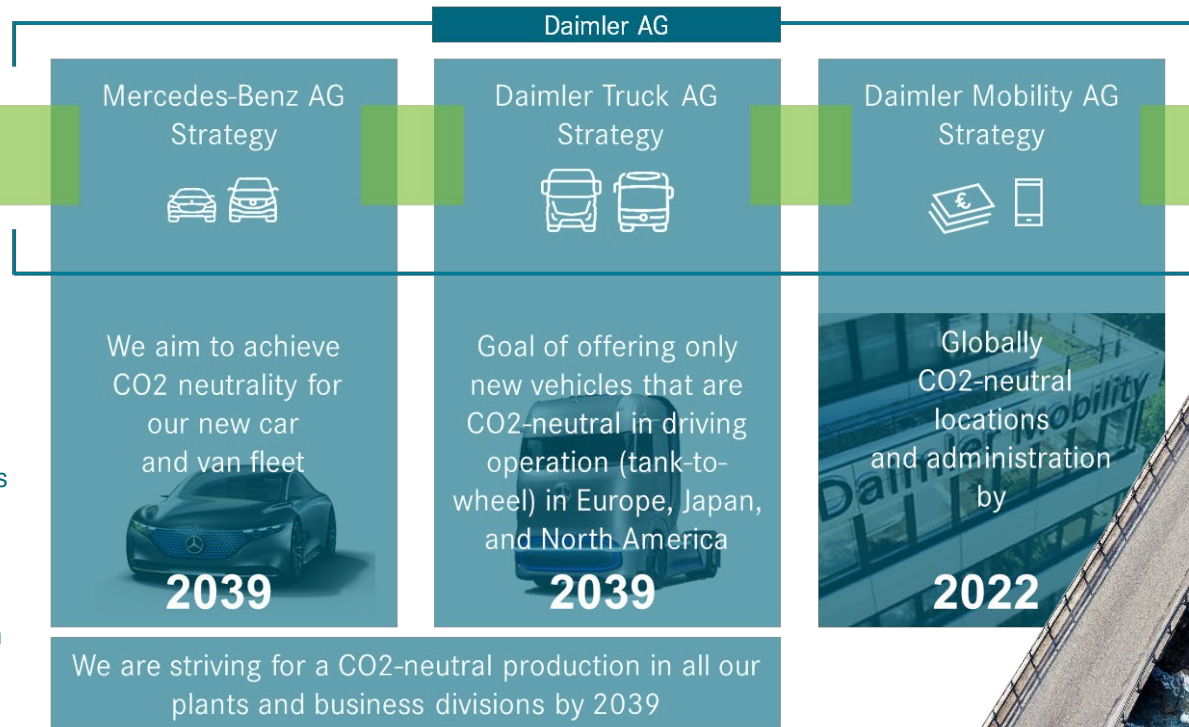
# SUSTAINABILITY

## An integral part of our divisional business strategies

SUSTAINABILITY

### AMBITION 2039

- Fully committed to Paris Climate Agreement; Ambition 2039 is our roadmap to get there
- Involvement in inter-company initiatives aiming for CO2 neutrality ten years earlier than Paris
- Politics has to ensure that these goals can be achieved – infrastructure, green electricity, charging stations and distribution networks.



# SUSTAINABILITY

## Sustainable value for all stakeholder groups



# SUSTAINABILITY

## Clear objectives, comprehensive disclosure and guided by international frameworks

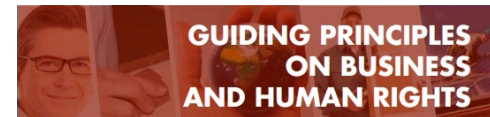
We embedded the **Sustainable Development Goals** in our strategy concentrating on the areas where we can create the most value added



We use comprehensive **reporting frameworks** to provide transparent and comparable information on our strategy and activities



Our strategy is guided by **international frameworks, our corporate values and integrity**



# MERCEDES-BENZ CARS

## The pre-eminent luxury car business

Leading automotive luxury brand

Global “**pure play**” OEM with **unique brand** recognition  
“Ambition 2039” amplifying **clear commitment to Sustainability** as strategic priority  
Attractive **captive financial services** business supporting sales

Win in a transforming environment

**Leading player** in **electric drive, car software** (MBUX, MBOS)  
Automated driving: Dedicated **partnership with NVIDIA**  
Leaner and faster to pursue **dedicated car strategy**  
More agile to embrace change and partners

Focus on profitable growth

Focus on **luxury experience** and key regions  
Focus on efficiency measures to **improve industrial footprint** and **fixed costs**  
Strong balance sheet, **robust liquidity**



# MERCEDES-BENZ CARS

**We will build the world's most desirable cars**

## **Think**

and act  
like a luxury  
brand

## **Focus**

on  
profitable  
growth

## **Expand**

customer  
base by  
growing  
sub-brands

## **Embrace**

customers  
and grow  
recurrent  
revenues

## **Lead**

in electric  
drive and  
car software

## **Lower**

cost base  
and improve  
industrial  
footprint

Driven by a highly qualified and motivated team

Sustainability, integrity, and diversity as our foundation

# MERCEDES-BENZ CARS

With our **Ambition 2039** we put a stake into the ground

Our ambition:  
carbon-neutrality by 2039

It's our ambition to drive the **plug-in hybrid & BEV share up to 50% in 2025**.  
By the **end of the decade**, we will be ready to go **all-electric**



# DAIMLER TRUCK

## Unlocking the full potential

Global  
#1  
CV player

Global market presence with **market-leading brands** in triad markets  
**Ready to seize opportunities** in emerging markets  
Leverage **existing global platforms** to turn scale into profit

Lead in  
industry  
transformation

Powertrain: **technological lead** (TCO) and **strong partnerships** (Fuel Cell)  
Automated driving: **Dual track strategy** with Torc Robotics & Waymo  
**Optimize product** and **service portfolio**, streamline industrial footprint

Realize  
profit  
potential

**Europe:** Execution of the **initiated restructuring**  
**DTNA:** Expansion of the **leading market position and profitability**  
Benefit from **scale and strong partners to amortize tech investment**



# DAIMLER TRUCK

## Convictions driving our propulsion system strategy

**WE WILL  
RAMP DOWN  
CURRENT ICE  
POWERTRAIN**

Manage the ICE ramp-down while staying technology competitive

**WE ARE COMMITTED  
TO BOTH BEV &  
HYDROGEN  
SOLUTIONS**

BEV and FCEV are complementary and both will be needed

**WE WILL MOVE  
RAPIDLY TO WIN  
THE PROPULSION  
TECHNOLOGY RACE**

We have the right levers to accelerate ZEV





# Disclaimer

This document contains forward-looking statements that reflect our current views about future events. The words “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 towards smaller, lower-margin vehicles; 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, labor 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 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.