

Declaration of Corporate Governance pursuant to § 289 a HGB for the 2014 Financial Year

Good corporate governance is reflected in responsible corporate management. The Board of Management and the Supervisory Board endeavor to guide corporate management and to provide corporate supervision in conformity with nationally and internationally recognized standards with a view to ensuring the long-term success and sustainable value creation of our tradition-rich company.

In addition to the following Declaration of Corporate Governance pursuant to § 289a HGB for the 2014 financial year, information about Corporate Governance at Daimler AG is also provided in the Corporate Governance Report on pages 182 ff of the 2014 Annual Report. The Annual Report and the Corporate Governance Declaration will be available from February 17, 2015 on the Internet home page of the company under <http://www.daimler.com/investor-relations/reports-key-figures/reports>.

The disclosures pursuant to § 289a HGB are included in the combined Management Report of Daimler AG and the Group, but are not included in the annual audit pursuant to § 317 (2) sentence 3 HGB.

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

Daimler AG has observed the recommendations of the »Government Commission for the German Corporate Governance Code « in the version dated June 24, 2014 since its 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 a precautionary disclosure of a deviation from Clause 5.4.1 Paragraph 2 (Specific objectives for the composition of the Supervisory Board), and will continue to observe the recommendations in the future with the exception of the aforesaid deviation. Since the submission of the last Compliance Declaration in December 2013, Daimler AG has observed compliance with the recommendations of the German Corporate Governance Code in the version dated May 13, 2013, with the already noted exceptions and the precautionary disclosure of the deviation from Clause 4.2.3 Paragraph 2 page 6 (Upper limits for the remuneration of the Board of Management and its variable remuneration components), contained in the last Compliance Declaration issued 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 insurance (D&O insurance) for the members of the Supervisory Board contains a provision for a self-deductible, which is appropriate in the view of Daimler AG. However, the deductible does not correspond to the legally required self-deductible for members of the Board of Management in the amount of at least 10 percent of damages up to a minimum of one-and-a-half times the fixed annual remuneration. Since the remuneration structure for the Supervisory Board is limited to fixed, function-related remuneration without profit-sharing components, a self-deductible equal to one-and-a-half

times the fixed annual remuneration of members of the Supervisory Board would have a disproportionate economic effect compared to the members of the Board of Management, whose remuneration consists of fixed and performance-based remuneration components.

Specific objectives for the composition of the Supervisory Board (Clause 5.4.1 Paragraph 2).

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

The deviation from Clause 4.2.3 Paragraph 2 page 6 (Upper limits for the remuneration of the Board of Management and its variable remuneration components), which was declared as a precautionary measure in the last Declaration of Compliance of December 2013, was eliminated with effect from January 1, 2014. Effective from January 1, 2014, the members of the Board of Management approved the inclusion of the corresponding upper limits specified in Clause 4.2.3 Paragraph 2 Sentence 6 of the Code into their current service agreements.

Stuttgart, December 2014

For the Supervisory Board
Dr. Manfred Bischoff
Chairman

For the Board of Management
Dr. Dieter Zetsche
Chairman

Relevant disclosures on management practices extending beyond the legal requirements

German Corporate Governance Code. The framework for the corporate governance of the company is provided by German law, in particular by the German Stock Corporation Act, the Co-Determination Act and capital market legislation, as well as by the Articles of Incorporation of Daimler AG. The German Corporate Governance Code provides recommendations and suggestions for the design of this framework, which were not amended or supplemented in the reporting year. The Government Commission for the German Corporate Governance Code has merely detailed the explanations of recommended template charts for the presentation of the Board of Management remuneration in the annexes to the Code, and published the revised version in the Federal Gazette on September 30, 2014.

There is no statutory duty to observe the standards contained in the recommendations and suggestions of the Code. However, in line with the principle of »comply or explain« , according to § 161 AktG the Board of Management and the Supervisory Board are obligated to issue an annual declaration of compliance with the recommendations of the German Corporate Governance Code and to disclose and justify any deviations from the Code recommendations. With the exception of the deviations named and justified in the compliance declaration of December 2014, Daimler AG has maintained continuous compliance with the recommendations of the German Corporate Governance Code. The compliance declaration is printed on [p. 181](#) of the Annual Report and can be accessed via the Internet homepage of the

company under www.daimler.com/dai/dcgk, where non-current compliance declarations of the last five years, as well as the current version of the German Corporate Governance Code, are also available.

Daimler AG has observed the suggestions of the current Code on a continuous basis with only one exception: In a departure from the suggestion in Clause 2.3.4, the Annual Meeting of the Shareholders is not transmitted on the Internet in its entirety but only until the end of the report of the Board of Management in order to protect the nature of the Annual Meeting as a physical assembly of our shareholders. Moreover, a more extensive transmission, in particular of shareholders' statements, could impair the discussion between shareholders and management and be construed as an unjustified infringement of shareholders' personal sphere. In this context, the privacy rights of the shareholders are not automatically subordinated to the interests underlying the transmission. This is demonstrated by the legal requirement of the Articles of Incorporation or Rules of Procedure for the Annual Meeting of the Shareholders to justify the legitimacy of a full transmission.

Our principles of good conduct. Other standards of good corporate governance applied throughout our company, which extend beyond the legal requirements, are our standards of business conduct, which are codified in various documents and policies and are based on the corporate values of passion, respect, integrity and discipline. With these standards, Daimler AG has created the framework guidance for ethical conduct in conformity with the applicable laws and regulations.

Integrity Code. The Integrity Code defines the principles and guidelines for ethical conduct in the daily operations at Daimler AG. This applies to interpersonal conduct within the company as well as to conduct toward customers and business partners. Fairness, responsibility and observance of laws and rights are key principles in this respect. The Integrity Code is based on a shared understanding of values, which was developed jointly with employees. In addition to general principles of behavior, it also contains requirements and regulations concerning the protection of human rights, dealing with conflicts of interest and the prohibition of all forms of corruption.

The »Principles of Social Responsibility« are also a part of the Integrity Code and are binding for the entire Group. In them, Daimler AG pledges to observe the Principles of the UN Global Compact and thus also internationally recognized human and employee rights, such as the ban on child labor and forced labor, freedom of association and sustainable protection of the environment. In addition, Daimler AG pledges to observe equal opportunity and to comply with the principle of »equal pay for equal work«. The Integrity Code is available on the Internet under www.daimler.com/dai/iac.

Business Partner Brochure. For Daimler, ethical conduct is a basic prerequisite for trusting cooperation. Daimler AG explains its ethical principles and the associated expectations of its business partners in the brochure »Ethical Business. Our Shared Responsibility.« The brochure has been distributed to more than 63,000 external partners around the world – for example to all suppliers, joint venture partners, dealers, and marketing and sponsoring partners. The Business Partner Brochure is also available on the Internet under www.daimler.com/dai/iac.

Description of the mode of operation of the Board of Management and the Supervisory Board and of the composition of and mode of operation of their committees

According to the provisions of German Stock Corporation Law, Daimler AG is required to have a dual management system, which guarantees strict personnel separation between the Board of Management as management organ and the Supervisory Board as supervisory organ (two-tier board). The Board of Management manages the company, while the Supervisory Board oversees and advises the Board of Management. Concomitant membership in both organs is not permitted.

Board of Management. The Board of Management of Daimler AG consisted of seven members as of December 31, 2014. It was extended to eight members, effective as of January 1, 2015. Information concerning areas of responsibility and curriculum vitae is available in the Internet under www.daimler.com/dai/bom. Information about the members of the Board of Management and their areas of responsibility is also provided on p. 44 f. of the Annual Report.

No member of the Board of Management exercised more than three Supervisory Board mandates in listed companies outside the Daimler Group or in Supervisory Board committees of companies with similar requirements outside the Daimler Group.

The Board of Management manages Daimler AG and the Daimler Group. With the approval of the Supervisory Board, the Board of Management determines the strategic orientation of the company, sets the corporate objectives and decides on the operative planning. The members of the Board of Management are obligated to observe the interests of the company and carry joint responsibility for the overall management. Independently of this overall responsibility, the individual members of the Board of Management manage their assigned functional divisions under their own responsibility in the framework of their instructions. Matters of fundamental or material importance and matters, which affect the responsibility areas of several members of the Board of Management, are dealt with by the entire Board of Management and require the approval of the Board of Management. The Chairman of the Board of Management coordinates the work in the Board of Management.

The Board of Management prepares the quarterly and half-yearly reports of the company, the annual financial statements of Daimler AG, the consolidated financial statements of the Group and the combined management report of the company and the Group. It ensures that the legal provisions, government regulations and internal company policies and guidelines are observed, and strives to ensure that they are also followed by the consolidated group companies (Compliance). The duties of the Board of Management also include establishing and monitoring an appropriate and efficient risk management system.

The Board of Management must obtain Supervisory Board approval for certain types of transactions of fundamental importance, which are defined by the Supervisory Board. The Board of Management reports to the Supervisory Board at regular intervals on corporate strategy, corporate planning, profitability, business development and the situation of the company, as well as about the system of internal controls, the risk management system and compliance. The Supervisory Board has specified in detail the information and reporting duties of the Board of Management.

The Board of Management has given itself Rules of Procedure, presented in the Internet under www.daimler.com/dai/rop, which regulate the procedure to be observed for the passing of resolutions and contain provisions for avoidance of conflicts of interest.

The Board of Management has not formed any committees.

Supervisory Board. In accordance with the provisions of the German Co-Determination Act, the Supervisory Board of Daimler AG has 20 members, half of whom are elected by the shareholders in the Annual Meeting of the Shareholders. The second half of the Supervisory Board is comprised of representatives who are elected by employees of the Group's German operations. Information about the individual members of the Supervisory Board is provided in the Internet under www.daimler.com/dai/supervisoryboard and on p. 52 f. of the Annual Report. Shareholder representatives and employee representatives are legally obligated to represent the company's interests in equal measure.

The Supervisory Board monitors and advises the Board of Management in its management activities. At regular intervals, the Supervisory Board receives reports from the Board of Management concerning the strategy of the company, corporate planning, revenue development, profitability, business development and the situation of the company, as well as about the system of internal controls, the risk management system and compliance. The Supervisory Board has retained approval rights for transactions of fundamental importance. Furthermore, the Supervisory Board has specified in detail the information and reporting duties of the Board of Management relative to the Supervisory Board, the Audit Committee and – between Supervisory Board meetings – to the Chairman of the Supervisory Board.

The duties of the Supervisory Board include appointing and recalling the members of the Board of Management. First-time appointments are usually made for a period of three years. In addition to the required professional qualifications appropriate for the international activity of the company, in the composition of the Board of Management, the Supervisory Board also gives special consideration to diversity. This applies in particular with respect to age, internationality, gender and other personal attributes. The Supervisory also decides on the system of Board of Management remuneration, which it reviews on a regular basis and determines the individual total remuneration of the individual members of the Board of Management in consideration of the relation of the Board of Management remuneration to that of the management executives and the workforce as a whole, also with regard to the development of remuneration over time. For purposes of this comparison, the Supervisory Board has determined the group of management executives on the basis of the internal company designations of the hierarchical levels and has defined the relevant workforce as the employees of Daimler AG in Germany. The Supervisory Board has set upper limits for the individual Board of Management remuneration as a whole, as well as with respect to its variable components, with effect from January 1, 2014.

The Supervisory Board reviews the annual financial statements, the consolidated financial statements and the management report of the company and the Group, as well as the proposal for the appropriation of distributable profit.

After discussions with the annual auditors and considering the audit reports of the annual auditors and the audit findings of the Audit Committee, the Supervisory Board states whether any objections are to be raised on the basis of its own final review. In the absence of any objections, the Supervisory Board approves the financial statements and management reports. After the approval, the company's annual financial statements are adopted. The

Supervisory Board reports to the Annual Meeting of the Shareholders about the results of its review and about the type and scope of the monitoring of the Board of Management during the past financial year. The report of the Supervisory Board for the 2014 financial year is printed on pp. 46 ff. of the Annual Report and can be accessed in the Internet under www.daimler.com/dai/sbc .

The Supervisory Board has given itself Rules of Procedure, which regulate its duties, responsibilities and personal requirements for its members, as well as in particular the convening and preparation of its meetings and the procedure for passing of resolutions. The Rules of Procedure of the Supervisory Board is available on the Internet under www.daimler.com/dai/rop.

Supervisory Board meetings are regularly prepared in separate discussions of the employee representatives and shareholder representatives with the members of the Board of Management. Each Supervisory Board meeting provides for a so-called Executive Session for Supervisory Board discussion in the absence of the members of the Board of Management.

The composition of the Supervisory Board ensures that its members as a whole possess the knowledge, abilities and professional experience required for the appropriate performance of their tasks. Supervisory Board nominations for election of candidates for shareholder representatives by the Annual Meeting of the Shareholders, who are recommended by the Nomination Committee, are made in line with the requirements of applicable law, the Articles of Incorporation and the German Corporate Governance Code, as well as on the basis of a criteria catalog of qualifications and experience, which includes knowledge of the markets in the regions of special importance for Daimler AG, expertise in technologies management and experience in certain management functions. In addition, the members' personality and integrity, as well as the diversity with respect to age, internationality, gender and other personal attributes are important prerequisites for the effective collaboration in the Supervisory Board and for the provision of qualified monitoring and advice for the Board of Management.

With respect to its own composition, the Supervisory Board has set the following objectives in keeping with the specific situation of the company, which give due consideration to the international activity of the company, potential conflicts of interest, the number of independent members of the Supervisory Board, an age limit to be determined, and diversity, and provide for appropriate representation of women.

The members of the Supervisory Board take measures for training and continued education that are needed for the performance of their tasks under their personal responsibility with support from the company. Daimler AG provides its Supervisory Board members with training offers as required. Possible contents include, among others, training on technological and economic developments, financial reporting and accounting, the internal control and risk management system, compliance, new legal developments and Board of Management remuneration.

Composition and mode of operation of the committees of the Supervisory Board. The Supervisory Board has formed four committees which perform their mandated tasks to the extent legally permissible: the Presidential Committee, the Nomination Committee, the Audit Committee and the Mediation Committee. The respective committee chairmen report on the work of the committees to the entire Supervisory Board at the latest at the next Supervisory Board meeting following the respective committee meeting. The Supervisory Board has

issued Rules of Procedure for each of its committees. These rules of procedure are available on the Internet under www.daimler.com/dai/rop , along with information on the current staffing of these committees under www.daimler.com/dai/soc, which is also presented on p. 53 of the Annual Report.

Presidential Committee. The Presidential Committee is composed of the Chairman of the Supervisory Board, his deputy and two other members who are elected by a majority of the votes cast in the corresponding Supervisory Board resolution.

The Presidential Committee makes recommendations to the Supervisory Board for the appointment of members of the Board of Management and is responsible for their contractual affairs. It submits proposals to the Supervisory Board concerning the design of the remuneration system for the Board of Management and for the appropriate individual total remuneration of the individual members of the Board of Management in consideration of the recommendations of the German Corporate Governance Code. The Presidential Committee also decides on the approval of sideline activities for members of the Board of Management, promptly informs the Supervisory Board of any approvals it has issued on an ongoing basis and submits an overall list of sideline activities of each member of the Board of Management to the Supervisory Board for approval once per year.

In addition, the Presidential Committee provides advice and makes decisions on corporate governance issues, for which it also makes recommendations to the Supervisory Board. It supports and advises the Chairman of the Supervisory Board and its deputy and prepares the meetings of the Supervisory Board.

Nomination Committee. The Nomination Committee is composed of at least three members, who are elected by the shareholder representatives in the Supervisory Board by a majority of the votes cast. It is the only Supervisory Board committee to be staffed exclusively by shareholder representatives and makes recommendations to the Supervisory Board concerning the election of members of the Supervisory Board representing the shareholders. In doing so the Nomination Committee takes into consideration the requirements of the German Corporate Governance Code and the Rules of Procedure of the Supervisory Board, as well as the specific objectives set by the Supervisory Board for its own composition. Moreover, the Nomination Committee also defines the requirements for the specific seats to be filled.

Audit Committee. The Audit Committee is composed of four members, who are elected by a majority of the votes cast in the relevant resolution of the Supervisory Board. The Chairman of the Supervisory Board is not concomitantly the Chairman of the Audit Committee.

The Chairman of the Audit Committee, Dr. Clemens Börsig, fulfills the criterion of independence and - like the new member of the committee Joe Kaeser - has expertise in the area of accounting, as well as knowledge and experience in the application of accounting principles and internal control procedures. Dr. h. c. Bernhard Walter, who was Chairman of the Audit Committee until his departure from the Supervisory Board in April 2014 likewise fulfilled the requirement for independence, expertise and long-standing experience in the aforementioned areas. The company bid farewell to Dr. Walter, who passed away in January 2015, with deep sadness and sympathy.

The Audit Committee deals with the supervision of accounting process and the annual external audit, the risk and compliance management system and the internal control and

internal auditing system. At least once per year, it discusses the effectiveness and functional capability of the risk management system with the Board of Management, the internal control and internal auditing system and the compliance management system. It receives regular reports about the work of the internal audit function and the compliance organization. At least four times per year, the Audit Committee is provided with the report of the Business Practices Office about complaints and information about any legal violations among top management. It receives regular information about the handling of such complaints and reports.

The Audit Committee discusses the half-yearly and quarterly reports with the Board of Management before their publication. On the basis of the external audit report, the Audit Committee reviews the annual and consolidated financial statements and management report of the company and the Group and discusses these with the annual auditor. The Audit Committee provides the Supervisory Board with its recommendations concerning the adoption of the annual financial statements of Daimler AG, the approval of the consolidated financial statements and the proposal for the appropriation of profits. Moreover, the Audit Committee also makes recommendations for the Supervisory Board proposal for the election of annual auditor, evaluates the auditor's suitability and independence and engages the auditor for the audit of the annual and consolidated financial statements and the review of the interim reports following the auditor's appointment by the Annual Meeting of the Shareholders. The Audit Committee agrees the audit fees and determines the areas of audit emphasis. The annual auditor reports to the Audit Committee on all significant reporting conditions in the accounting as well as on possible material weaknesses of the internal control and risk management system related to the accounting process.

Finally, the Audit Committee approves services not directly related to the audit of financial statements, which are to be performed for Daimler AG or its group companies by the annual auditor or its affiliates.

Mediation Committee. The Mediation Committee is composed of the Chairman of the Supervisory Board and his deputy, and respectively one member of the Supervisory Board representing the employees and one member representing the shareholders, who have been elected with a majority of the votes cast. The Mediation Committee is formed for the sole purpose of exercising the duty referred to in § 31 (3) of the German Co-Determination Act, according to which the Mediation Committee must make proposals for the appointments of members of the Board of Management if the first vote for the appointment of a member of the Management Board does not achieve the required majority of two thirds of the Supervisory Board members.