

DAIMLER



Convocation
of the Annual Meeting of Daimler AG
2021

DAIMLER

- ISIN DE 000 710 000 0 -

Daimler AG Stuttgart


We herewith invite our shareholders to the

virtual Annual Meeting of Daimler AG*

on Wednesday, March 31, 2021 at 10:00 a.m., (CEST).

The Annual Meeting is held exclusively as a virtual Annual Meeting without the physical presence of shareholders or their proxies (with the exception of the Company's voting proxies). The virtual Annual Meeting is transmitted in full for shareholders entered in the share register via the e-service for shareholders at

 register.daimler.com

and broadcast audio-visually online. The introductory statement of the Chairman of the Supervisory Board and the speech by the Chairman of the Board of Management can also be followed by the interested public online at  www.daimler.com/am-2021. Voting rights may only be exercised by shareholders and their representatives by absentee voting or by granting power of attorney to the proxies appointed by the Company. The venue for the Annual Meeting within the meaning of the German Stock Corporation Act (*Aktiengesetz*) is Carl Benz-Arena, Mercedesstr. 73d, 70372 Stuttgart, Germany.

Agenda

1. Presentation of the adopted annual financial statements of Daimler AG, the approved consolidated financial statements, the combined management report for Daimler AG and the Group and the report of the Supervisory Board for the 2020 financial year

The aforementioned documents also include the explanatory report on the information required pursuant to Section 289a, Subsection 1 and Section 315a, Subsection 1 of the German Commercial Code (*Handelsgesetzbuch*) (each in the version applicable to the 2020 financial year) and the remuneration report. They are contained in the 2020 annual report along with the non-financial statement for the Company and the Group and the declaration on corporate governance but excluding the annual financial statements of Daimler AG. The annual report and annual financial statements of Daimler AG are available at www.daimler.com/am-2021.

The Supervisory Board has approved the annual financial statements and the consolidated financial statements as of December 31, 2020 prepared by the Board of Management; the annual financial statements are thereby adopted. In accordance with the statutory provisions, the Agenda does therefore not provide for a shareholders' resolution in relation to Item 1.

2. Resolution on the allocation of distributable profit

The Board of Management and the Supervisory Board propose that the distributable profit of the 2020 financial year in the amount of €1,444,280,553.45 be allocated as follows:

Dividend distribution of €1.35 for each no-par value share entitled to dividends	€1,444,280,553.45
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Pursuant to Section 58, Subsection 4, Sentence 2 of the German Stock Corporation Act (*Aktiengesetz*), the claim to payment of the dividends is due on the third business day following the Annual Meeting, therefore on April 7, 2021.

In the event that the Company directly or indirectly holds any treasury shares at the date of the Annual Meeting, that are not entitled to a dividend pursuant to Section 71b of the German Stock Corporation Act (*Aktiengesetz*), it is recommended to the Annual Meeting that with an unchanged dividend of €1.35 per no-par value share entitled to dividends the portion of the distributable profit attributable to no-par value shares not entitled to dividends shall be transferred to retained earnings.

3. Resolution on ratification of Management Board members' actions in the 2020 financial year

The Board of Management and the Supervisory Board propose that the actions of the Board of Management members who were in office in the 2020 financial year be ratified for that period.

4. Resolution on ratification of Supervisory Board members' actions in the 2020 financial year

The Board of Management and the Supervisory Board propose that the actions of the Supervisory Board members who were in office in the 2020 financial year be ratified for that period.

5. Resolution on the appointment of the auditor for the annual financial statements and the auditor for the consolidated financial statements as well as the auditor for the final balance sheets required under the German Transformation Act (*Umwandlungsgesetz*)

- Based on the recommendation of the Audit Committee (*Prüfungsausschuss*), the Supervisory Board proposes that KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, be appointed as the auditor for the annual financial statements, the auditor for the consolidated financial statements and the auditor for the review of the interim financial reports for the 2021 financial year.
- Based on the recommendation of the Audit Committee (*Prüfungsausschuss*), the Supervisory Board proposes that KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, be appointed as the auditor for the review of the interim financial reports for the 2022 financial year in the period until the next Annual Meeting of the Shareholders in the 2022 financial year.
- Based on the recommendation of the Audit Committee (*Prüfungsausschuss*), the Supervisory Board proposes that KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, be appointed, as a precautionary measure, as the auditor of the final balance sheets of the Company required under the German Transformation Act (*Umwandlungsgesetz*).

The Audit Committee (*Prüfungsausschuss*) declared in its recommendation that such recommendation is free from undue influence by third parties and that no clause of the kind referred to in Article 16(6) of the EU Auditors' Regulation (*Abschlussprüferverordnung*) has been imposed upon it (Regulation (EU) No. 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC).

It is intended that separate votes be taken on Agenda Items 5 a), 5b) and 5 c).

6. Resolution on elections to the Supervisory Board

At the close of the Annual Meeting 2021, the period of office of Dr. Manfred Bischoff and Petraea Heynike as the shareholder representatives of the Supervisory Board will end. Shareholder representative Dr. Jürgen Hambrecht has resigned from office effective as of the end of the Annual Meeting 2021.

Pursuant to Section 96, Subsection 1 and Section 101, Subsection 1 of the German Stock Corporation Act (*Aktiengesetz*) and Section 7, Subsection 1, Sentence 1, No. 3 of the German Co-determination Act (*Mitbestimmungsgesetz*), the Supervisory Board is composed of ten members representing the shareholders and ten members representing the employees, and pursuant to Section 96, Subsection 2, Sentence 1 of the German Stock Corporation Act (*Aktiengesetz*), of not less than 30% of women (i.e., not less than six) and of not less than 30% of men (i.e., not less than six). The gender quota is to be fulfilled by the Supervisory Board as a whole, unless the members representing the shareholders or those representing the employees object to joint fulfillment pursuant to Section 96, Subsection 2 sentence 3 of the German Stock Corporation Act (*Aktiengesetz*). No objection was made to joint fulfillment of the gender quota.

At the time when this convocation is published, a total of six women are members of the Supervisory Board, of whom three are shareholder representatives and three are employee representatives. The minimum quota is therefore fulfilled. In order to continue to fulfill it in future, at least one woman is to be elected as a shareholder representative. After the election of the candidates proposed by the Supervisory Board, the minimum quota would still be fulfilled.

The following election proposals are based on the recommendation of the Supervisory Board's Nomination Committee (*Nominierungsausschuss*) and seek to meet the requirements profile with a competence profile and a diversity concept defined by the Supervisory Board for the entire board. The requirements profile and the status of its implementation as of December 31, 2020 are published in the declaration on corporate governance, which is available online at www.daimler.com/company/corporate-governance/declarations as a separate document and at www.daimler.com/am-2021 as part of the Annual Report.

The proposed candidates are to be elected for a four-year term of office. In the absence of a provision in the Articles of Incorporation on the term of office of Supervisory Board members, the opportunity shall therefore be taken to elect shareholder representatives for a shorter term of office than the maximum legal duration of five years. This is intended to meet the expectations of institutional investors in particular and the requirements of modern corporate governance.

The Supervisory Board proposes the election of

the following candidates specified in a) to c) below as Supervisory Board members of the shareholders effective as of the end of the Annual Meeting 2021. They will be appointed for a term of office lasting until the end of the Annual Meeting which decides on the ratification for the third fiscal year after the start of the term of office. The financial year in which the term of office begins is not counted.

- a) Elizabeth Centoni, Palo Alto, California, USA
Senior Vice President, Strategy and Emerging Technology & Incubation of Cisco Systems, Inc., USA (listed)
- b) Ben van Beurden, The Hague, The Netherlands
Chief Executive Officer of Royal Dutch Shell plc, United Kingdom, The Netherlands (listed)
- c) Dr. Martin Bruder Müller, Mannheim
Chairman of the Board of Executive Directors of BASF SE, Germany (listed).

The intention is to have the Annual Meeting decide on the candidates by way of individual voting.

In addition, it should be noted that following the departure of Dr. Manfred Bischoff from the Supervisory Board at the end of the Annual Meeting 2021, current Supervisory Board member Dr. Bernd Pischetsrieder is to be proposed as a candidate for Supervisory Board Chairman.

Further information on the candidates proposed for election, including information on memberships in other statutory supervisory boards and comparable supervisory bodies, is reproduced at the end of this agenda and is available on the Company's website at www.daimler.com/am-2021.

7. Resolution on the remuneration for the members of the Supervisory Board and related amendment to the Articles of Incorporation

Pursuant to Section 113 Subsection 3 of the German Stock Corporation Act (*Aktiengesetz*) as amended by the Act Transposing the Second Shareholder Rights Directive (ARUG II), a resolution must be passed by the Annual Meeting of every listed company at least once every four years on remuneration for Supervisory Board members. The first resolution must be adopted by the end of the first Annual Meeting following December 31, 2020.

The currently applicable remuneration of the Supervisory Board members regulated in Article 10 (§ 10) of the Articles of Incorporation was adopted by the Annual Meeting of March 29, 2017.

Based on the system for the remuneration of the members of the Supervisory Board pursuant to lit. a) below, Article 10 (§ 10) of the Articles of Incorporation is to be simplified in terms of language and the remuneration of the members and the Chairman of the Legal Affairs Committee (*Ausschuss für Rechtsangelegenheiten*) increased. In all other respects, the level of Supervisory Board remuneration is to remain unchanged.

The Legal Affairs Committee (*Ausschuss für Rechtsangelegenheiten*) is currently an other committee within the meaning of Article 10 (§ 10) of the Articles of Incorporation. Under this provision, membership of other Supervisory Board committees is remunerated with an additional €28,800.00; no higher additional remuneration is provided for the chairmanship of other committees.

The Legal Affairs Committee (*Ausschuss für Rechtsangelegenheiten*), established in 2019, coordinates the exercise of the rights and duties of the Supervisory Board with regard to the ongoing emissions and antitrust-related proceedings against Daimler AG and Group companies. It prepares resolutions of the Supervisory Board in this regard and issues corresponding resolution proposals. As part of the agreement in principle reached in the 2020 financial year with various U.S. authorities to end regulatory proceedings for alleged violations of U.S. and Californian environmental laws in connection with exhaust emissions, the Legal Affairs Committee (*Ausschuss für Rechtsangelegenheiten*) was assigned further duties and decision-making authority with regard to the execution of the obligations assumed in the agreement in principle. Due to the associated significant increase in the volume of work, the additional function-related remuneration for the Chairman and membership of the Legal Affairs Committee (*Ausschuss für Rechtsangelegenheiten*) is to be increased to €115,200.00 and €57,600.00 respectively with effect from January 1, 2021.

The Board of Management and Supervisory Board – the latter based on the recommendation of the Presidential Committee (*Präsidialausschuss*) – propose to adopt the following resolution:

- a) System for compensation of Supervisory Board members:

The remuneration of the members of the Supervisory Board is commensurate with their duties and the state of the Company and takes into account the recommendations of the German Corporate Governance Code (*Deutscher Corporate Governance Kodex*) as well as the remuneration of other major listed companies' supervisory boards.

At the same time, adequate and appropriate remuneration plays an important role in competing for outstanding individuals to fill positions on the Supervisory Board and thus in obtaining the best possible monitoring of and advice for the Board of Management. These factors in turn are a prerequisite for the long-term success of the Company.

The members of the Supervisory Board receive a function-related fixed remuneration without variable components in order to strengthen their independence in the performance of oversight and advisory duties and in personnel and remuneration decisions. In addition, especially in economically strained situations, in which variable remuneration components generally decrease, monitoring and advising the Board of Management must intensify, accompanied by an increased workload and an increase in the liability risk of the Supervisory Board members.

In relation to remuneration of Supervisory Board members, the German Corporate Governance Code (*Deutscher Corporate Governance Kodex*) recommends that appropriate consideration be given to the larger time commitment of the Chairman and the Deputy Chairman of the Supervisory Board as well as of the Chairman and the members of committees.

As already resolved by the Annual Meeting on March 29, 2017, the basic remuneration for membership of the Supervisory Board shall continue to amount to €144,000.00. The Chairman of the Supervisory Board shall continue to receive an additional €288,000.00; the Deputy Chairman of the Supervisory Board as previously an additional €144,000.00.

Membership and chairmanship of the Audit Committee (*Prüfungsausschuss*) shall continue to be remunerated with an additional €72,000.00 and €144,000.00 respectively. Membership of the Presidential Committee (*Präsidentalausschuss*) shall be remunerated with an additional €57,600.00. No additional remuneration shall be paid for chairmanship of the Presidential Committee (*Präsidentalausschuss*), as this activity is generally included in the remuneration of the Chairman of the Supervisory Board, who chairs the Presidential Committee (*Präsidentalausschuss*) by virtue of the Rules of Procedure of the Supervisory Board and its committees.

To date, membership of the other committees (Mediation Committee (*Vermittlungsausschuss*), Nomination Committee (*Nominierungsausschuss*) and Legal Affairs Committee (*Ausschuss für Rechtsangelegenheiten*)) has been remunerated with an additional €28,800.00. This is to remain the case for the Mediation Committee (*Vermittlungsausschuss*) and Nomination Committee (*Nominierungsausschuss*). No additional remuneration shall be paid for chairmanship of the Mediation Committee (*Vermittlungsausschuss*) and Nomination Committee (*Nominierungsausschuss*), as this activity is generally included in the remuneration of the Chairman of the Supervisory Board, who also occupies these roles by law or by virtue of the Rules of Procedure of the Supervisory Board and its committees.

With effect from January 1, 2021, the broader range of tasks and associated increased time investment required of the members and the Chairman of the Legal Affairs Committee

are to be taken into account by means of additional function-related remuneration in the amount of €57,600.00 and €115,200.00 respectively.

Functions on committees shall only be taken into account for a maximum of three committees; if a member of the Supervisory Board has functions in more than three Supervisory Board committees, the three highest-paid committee functions shall be relevant. Functions on committees shall only be remunerated for a financial year, if the relevant committee has held at least one meeting in discharge of its duties during that period.

The members of the Supervisory Board and its committees shall receive an attendance fee of €1,100.00 for each meeting of the Supervisory Board and its committees that they attend as members, provided that members shall also be entitled to receive the fee if they attend the meeting by telephone or video conference or any other similar customary means of telecommunication. The attendance fee shall only be paid once for multiple meetings of the Supervisory Board and/or its committees on one calendar day.

If any members of the Supervisory Board resign from the Supervisory Board during a financial year, they shall receive remuneration proportionate to the time of office served. This applies accordingly if a member of the Supervisory Board resigns from a function for which there is additional remuneration. Proportionate remuneration for functions on committees shall only be paid if the relevant committee has held at least one meeting in discharge of its duties during that period.

In addition to the function-related fixed remuneration and the attendance fee, the members of the Supervisory Board shall continue to be reimbursed for their expenses and the value-added tax payable on the payments made to them. In addition, the members of the Supervisory Board shall be covered by insurance against pecuniary damage, taken out by and in the interest of the Company for executive bodies and certain senior executives, insofar as such insurance coverage exists. The insurance premiums shall be paid by the Company.

The members of the Supervisory Board are required to declare to the Supervisory Board that they will each acquire shares in the company for 20% of their annual remuneration (excluding committee remuneration and the attendance fee and before deduction of taxes) and hold these shares for at least one year after they leave the Company's Supervisory Board (a "voluntary obligation" (*Selbstverpflichtung*) based on the "comply or explain" principle). This shall not apply to Supervisory Board members whose Supervisory Board remuneration is subject to the guidelines of the Confederation of German Trade Unions for transfer to the Hans Böckler Foundation on a mandatory or voluntary basis or whose remuneration is to be transferred to their employer to the corresponding extent on the basis of a service or employment contract or is to be set off against their contractual remuneration entitlement. If a smaller amount of the Supervisory Board remuneration is transferred or set off, the voluntary obligation relates to 20% of the non-transferred or set-off component. By making this voluntary obligation, the members of the Supervisory Board are demonstrating their focus on and commitment to the long-term, sustainable success of the Company.

The remuneration system and the individual remuneration provisions are regularly reviewed for appropriateness by the Presidential Committee (*Präsidentialausschuss*) of the Supervisory Board. Independent, external remuneration consultants may be consulted for the review.

At least every four years, and in the event of proposals to amend the remuneration provisions, the Annual Meeting shall adopt a resolution on the remuneration of the members of the Supervisory Board. The Annual Meeting may confirm the relevant existing system of Supervisory Board remuneration or adopt a resolution to amend it. Corresponding resolution proposals to the Annual Meeting are submitted by the Board of Management and the Supervisory Board in accordance with the statutory division of competences in order to enable mutual controls between the two bodies. The decision on the structure of the remuneration system and the amount of remuneration is the responsibility of the Annual Meeting.

b) Article 10 (§ 10) of the Articles of Incorporation shall be amended as follows:

“Article 10 (§ 10) Remuneration of the Supervisory Board, Liability Insurance

- (1) The members of the Supervisory Board shall receive a fixed basic remuneration for each full financial year in the amount of €144,000.00 for each individual member.
- (2) The Chairman of the Supervisory Board shall receive an additional €288,000.00; the Deputy Chairman of the Supervisory Board an additional €144,000.00.
- (3) Members of a committee of the Supervisory Board shall receive the following additional remuneration for each full financial year:
 - the Chairman of the Audit Committee shall receive an additional €144,000.00, and each other member of the Audit Committee shall receive an additional €72,000.00;
 - each member of the Presidential Committee shall receive an additional €57,600.00;
 - the Chairman of the Legal Affairs Committee shall receive an additional €115,200.00, and each other member of the Legal Affairs Committee shall receive an additional €57,600.00;
 - each member of other Supervisory Board committees shall receive an additional €28,800.00.

Functions on committees shall only be taken into account for a maximum of three committees; whereat if a member of the Supervisory Board has functions in more than three Supervisory Board committees, the three highest-paid committee functions shall prevail.

Functions on committees shall only be remunerated for a financial year if the relevant committee has held at least one meeting in discharge of its duties during that period.

- (4) The members of the Supervisory Board and its committees shall receive an attendance fee of €1,100.00 for each meeting of the Supervisory Board and its committees that they

attend as members. Attendance by telephone or via a video conference or any other similar customary means of telecommunication shall be considered as attendance of a meeting. The attendance fee shall only be paid once for multiple meetings of the Supervisory Board and/or its committees on one calendar day.

- (5) The remuneration and the attendance fee shall be payable within two months after the end of each financial year.
- (6) If any members of the Supervisory Board resign from the Supervisory Board during a financial year, they shall receive remuneration proportionate to the time of office served. If a member of the Supervisory Board resigns from a function for which there is additional remuneration, the previous sentence applies in respect of the remuneration for the relevant function. Proportionate remuneration for functions on committees shall only be paid if the relevant committee has held at least one meeting in discharge of its duties during the respective part of the financial year.
- (7) In addition to remuneration and attendance fees, the members of the Supervisory Board shall be reimbursed for their expenses and the value-added tax payable on the payments made to them. In addition, the members of the Supervisory Board shall be covered by insurance against pecuniary damage, taken out by and in the interest of the Company for executive bodies and certain senior executives, insofar as such insurance coverage exists. The insurance premiums shall be paid by the Company.“

Upon the amendment of Article 10 (§ 10) of the Articles of Incorporation, the new rules regarding Supervisory Board remuneration shall be applicable for the first time to the financial year beginning on January 1, 2021.

8. Resolution on the amendment of Article 9 (§ 9) of the Articles of Incorporation (IV. The Supervisory Board – Resolutions of the Supervisory Board)

Article 9, Paragraph 2 of the Company’s Articles of Incorporation provides that, in justified exceptional cases, members of the Supervisory Board may, with the consent of the Chairman, participate in a meeting of the Supervisory Board or its committees via a telephone or video conference. Pursuant to Article 9, Paragraph 3 of the Articles of Incorporation, Supervisory Board members who do not attend a meeting nor participate in the manner described in Paragraph 2 may participate in a resolution of the Supervisory Board or its committees by submitting their vote in writing (also by fax) to the person chairing the meeting prior to the vote. Pursuant to Article 9, Paragraph 5 of the Articles of Incorporation, the Chairman, or in his absence the Deputy Chairman, may also arrange for voting on a resolution of the Supervisory Board to be carried out in writing, by fax or e-mail – or by a combination of these communication media – if no member of the Supervisory Board objects to this procedure within an appropriate period of time, to be determined by the Chairman.

In addition to fax and e-mail, progressive digitalization now offers further technical telecommunications options (including the use of secure data rooms) for participating in meetings of the Supervisory Board, submitting votes in absentia or conducting a vote in the Supervisory Board. These possibilities shall be appropriately reflected by amending the aforementioned provisions of the Articles of Incorporation accordingly.

The Board of Management and the Supervisory Board propose to amend the wording of Article 9, Paragraphs 2, 3 and 5 of the Articles of Incorporation as follows:

“Article 9 (§ 9) Resolutions of the Supervisory Board

- (2) In justified exceptional cases, members of the Supervisory Board may, with the consent of the Chairman, participate in a meeting of the Supervisory Board or its committees via a telephone or video conference or any other similar customary means of telecommunication.
- (3) Members of the Supervisory Board who do not attend a meeting nor participate in the manner described in paragraph 2 may participate in a resolution of the Supervisory Board or its committees by submitting their vote in writing, by fax, e-mail or any other similar customary means of telecommunication to the person chairing the meeting prior to the vote. This also applies to the additional casting vote of the Chairman.
- (5) The Chairman, or in his absence the Deputy Chairman, may also arrange for voting on a resolution of the Supervisory Board to be carried out in writing, by telephone, fax or e-mail, by any other similar customary means of telecommunication, or by a combination of these communication media, if no member of the Supervisory Board objects to this procedure within an appropriate period of time, to be determined by the Chairman. The chairman shall determine the details of the procedure. This regulation also applies to resolution of committees.“

9. Resolution on further amendments of the Articles of Incorporation

For the purpose of establishing a single place of jurisdiction at the location of the Company’s registered office, including for disputes in connection with public capital market information, the Articles of Incorporation of the Company shall be amended by adding a new Article 21a. In this context, further editorial amendments are necessary.

The Board of Management and the Supervisory Board propose to adopt the following resolution:

- a) The following Article 21a shall be added to the Articles of Incorporation after Article 21:

“Article 21a (§ 21a) Place of jurisdiction

- (1) The exclusive place of jurisdiction for all disputes with the Company or its bodies arising from the company relationship shall be at the registered office of the Company, insofar as this does not conflict with mandatory statutory provisions. Foreign courts shall not have jurisdiction over such disputes.
- (2) Paragraph 1 shall also apply to disputes between shareholders and the Company seeking compensation for damage caused on the basis of false, misleading or omitted public capital market information.”

- b) The heading of Part VII. shall be amended as follows:

“VII. Announcements, Place of Jurisdiction”

- c) The heading of Article 21 shall be amended as follows:

“Article 21 (§ 21) Announcements”

Re Agenda Item 6:

Information on the candidates proposed for election to the Supervisory Board

a) Elizabeth Centoni, Palo Alto, California, USA

Senior Vice President, Strategy and Emerging Technology & Incubation Cisco Systems, Inc., USA (listed)

Nationality: US American

Liz Centoni was born in Mumbai. She holds a Bachelor of Science in Chemistry from the University of Mumbai and a M.B.A. from the University of San Francisco.

Her career at Cisco comprised different roles. She was Vice President of Engineering Strategy and Portfolio Planning, and was for over ten years engaged in multiple engineering roles leading global teams building software and central engineering services. Liz Centoni spent two years as Vice President and General Manager of the Service Provider Access Group where she led strategy, marketing direction and engineering efforts to grow Cisco’s portfolio of Carrier Ethernet Access solutions. She spent five years as Senior Vice President and General Manager of Cisco’s Cloud, Compute, and Internet of Things (IoT) business where she drove the business and engineering strategy for the global portfolio.

As Senior Vice President, Liz Centoni is responsible for “Strategy and Emerging Technology & Incubation”. She is a voting member for Cisco Investments Group which directs company’s efforts with startups and the global venture community.

She is the Cisco Global Executive Sponsor for the “Women in Science and Engineering (WISE) program”. She is also a member of the Board of Directors for The Tech Interactive.

Liz Centoni is a member of the following further legally mandatory supervisory boards and comparable supervisory bodies:

Ingersoll Rand Inc, USA (listed), Member of the Board of Directors

b) Ben van Beurden, The Hague, The Netherlands

Chief Executive Officer of Royal Dutch Shell plc, United Kingdom, The Netherlands (listed)

Nationality: Dutch

Ben van Beurden was born in the Netherlands in 1958. He joined Shell in 1983, after graduating with a Master’s Degree in Chemical Engineering from Delft University of Technology in the Netherlands.

In January 2005, Ben van Beurden became Vice President Manufacturing Excellence (Houston, United States of America). He was responsible for standards in operational excellence and high-performance initiatives in refining and chemicals manufacturing. In December 2006, he was appointed Executive Vice President Chemicals (London, United Kingdom). During his tenure in this role, Van Beurden was appointed to the boards of a number of leading industry

associations including the International Council of Chemicals Associations (ICCA) and the European Chemical Industry Council (CEFIC).

Ben van Beurden became a member of the Executive Committee in January 2013 as Downstream Director, with regional responsibility for Europe and Turkey. He became Chief Executive Officer of Royal Dutch Shell plc with effect from January 1, 2014.

In 2015, he became a member of the Advisory Board of the School of Economics and Management Tsinghua University in Beijing. In 2017, Ben van Beurden became a member of the International Advisory Council of the Singapore Economic Development Board.

Ben van Beurden is not a member of any other legally mandatory supervisory boards and comparable supervisory bodies.

c) Dr. Martin Bruder Müller, Mannheim

Chairman of the Board of Executive Directors BASF SE, Germany (listed)
Nationality: German

Dr. Martin Bruder Müller was born in Stuttgart, Germany, in 1961. From 1980 onwards he studied Chemistry at the University of Karlsruhe, Germany, and received his degree there in 1985. After earning his doctorate in Karlsruhe in 1987, he did a postdoc at the University of California, Berkeley, United States.

Dr. Bruder Müller started his career with BASF in 1988 in the Ammonia Laboratory. From 1993 to 1995 he worked in New Business Development/Marketing in the Intermediates division. In 1995, he transferred to BASF Italia Spa, Milan, Italy, as Head of Sales Intermediates, Pharma Chemicals. Following this assignment, he became Staff to the Vice Chairman of the Board of Executive Directors and, from 1999 onwards, Director Production fat-soluble vitamins in the Fine Chemicals operating division.

From 2001 to 2003 he was Senior Vice President Strategic Planning and from 2003 to 2006 President of the Functional Polymers division. From May 2011, he was Vice Chairman of the Board of Executive Directors of BASF SE and from May 2015 until January 2021 Chief Technology Officer (CTO) of BASF SE. Dr. Bruder Müller has been a Member of the Board of Executive Directors since 2006, and during this time he was also responsible for the Asia Pacific region headquartered in Hong Kong, as well as the Performance Materials division. Since 2018, he is Chairman of the Board of Executive Directors of BASF SE and currently responsible for the divisions Corporate Legal, Compliance, Tax & Insurance, Corporate Development, Corporate Communications & Government Relations, Corporate Human Resources and Corporate Investor Relations.

Dr. Martin Bruder Müller is not a member of any other legally mandatory supervisory boards and comparable supervisory bodies.

The candidates' CVs are also available on the Internet at www.daimler.com/am-2021.

In the opinion of the Supervisory Board, all proposed candidates are independent within the meaning of the German Corporate Governance Code (*Deutscher Corporate Governance Kodex*); they have no personal or business relationship with Daimler AG or any of its Group companies, the corporate bodies of Daimler AG or any shareholder with a substantial interest in Daimler AG, the disclosure of which is recommended by the German Corporate Governance Code.

The Supervisory Board has also satisfied itself that the proposed candidates will be able to perform the duties expected of them in the time required for the office.

Total number of shares and voting rights

At the time of convening the Annual Meeting, the Company's share capital is divided into 1,069,837,447 shares, each of which confers one vote to its holder.

Additional Information

Information on the implementation of the virtual Annual Meeting

On the basis of Section 1 of the German Act on Measures in Corporate, Co-operative, Association, Foundation and Home Ownership Law to Combat the Effects of the COVID-19 Pandemic (*Gesetz über Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins-, Stiftungs- und Wohnungseigentumsrecht zur Bekämpfung der Auswirkungen der COVID-19-Pandemie*) of March 27, 2020 (Federal Gazette (*Bundesgesetzblatt*) I no. 14 2020, p. 570), as amended by the German Act on the Further Shortening of Residual Debt Relief Proceedings and on the Adaptation of Pandemic-Related Provisions in Corporate, Co-operative, Association, Foundation and Tenancy and Lease Law (*Gesetz zur weiteren Verkürzung des Restschuldbefreiungsverfahrens und zur Anpassung pandemiebedingter Vorschriften im Gesellschafts-, Genossenschafts-, Vereins- und Stiftungsrecht sowie im Miet- und Pachtrecht*) of December 22, 2020 (Federal Gazette I no. 67 2020, p. 3328) (hereinafter referred to as the "COVID-19 Act"), the Board of Management of Daimler AG, with the approval of the Supervisory Board, decided to hold the Annual Meeting in line with Section 1, Subsection 2 of the COVID-19 Act as a virtual annual meeting without the physical presence of shareholders or their proxies.

This results in the processes of the Annual Meeting and the shareholders' rights being modified. The complete Annual Meeting will be audio-visually broadcast on the Internet for shareholders listed as shareholders in the share register. Physical participation of the shareholders or their proxies (except for the proxies appointed by the Company) is ruled out. Voting rights may only be exercised by shareholders or their representatives by absentee voting or by granting power of attorney and issuing instructions to the proxies appointed by the Company. Electronic participation within the meaning of Section 118, Subsection 1, Sentence 2 of the German Stock Corporation Act (*Aktiengesetz*) is not possible. The shareholders will be given the right to ask questions by means of electronic communica-

tions. Finally, shareholders having exercised their voting right may lodge an objection to resolutions of the Annual Meeting on record by means of electronic communications.

With regard to the particularities of the virtual Annual Meeting, we ask our shareholders to take particular note of the following information on notification, the exercise of voting rights, further shareholder rights, and the option to follow the Annual Meeting in video and audio.

Conditions for exercising voting rights

Shareholders are entitled, themselves or through proxies, to exercise their voting rights if they are listed as shareholders in the Company's share register on the day of the Annual Meeting and have notified the Company in writing or via electronic media ("*Textform*") of their intention to vote at the Annual Meeting so that notification is received by the Company **at the latest by 24:00 hours CET (midnight) on Friday, March 26, 2021.**

Shareholders who are listed as shareholders in the share register can notify the shareholder service of Daimler AG of their intention to vote at the Annual Meeting at:

Daimler
Aktionärservice
Postfach 1460
61365 Friedrichsdorf, Germany
Fax: +49 69 2222 34282
Email: daimler.service@linkmarketservices.de

or as of March 2, 2021 by using the access-protected e-service for shareholders on the Internet at

 register.daimler.com

Shares will not be blocked as a result of shareholders' notification. Shareholders can also dispose of their shares after having given notification. Voting rights are based on the number of shares entered in the share register on the day of the Annual Meeting. This number of shares will correspond to the number of shares as at the notification deadline of 24:00 hours CET (midnight) on March 26, 2021 since changes to the share register are not made for technical reasons from the end of March 26, 2021 (CET) up to the end of the Annual Meeting (registration stop). The technically decisive effective date regarding the number of shares (Technical Record Date) is, therefore, the end of March 26, 2021 (CET).

Details of the e-service for shareholders

The notice of convocation of the virtual Annual Meeting on March 31, 2021 with the information pursuant to Section 125, Subsection 5 of the German Stock Corporation Act (*Aktiengesetz*) in conjunction with Implementing Regulation (EU) 2018/1212 is sent by regular mail to all shareholders entered in the share register who have not yet agreed to have it sent by e-mail. Shareholders who have agreed to have the Annual Meeting documentation sent by e-mail will receive the notice of convocation of the virtual Annual Meeting by e-mail with a link to the convocation, as well as another link to the e-service for shareholders, at the e-mail address they have specified.

On the reverse side of the letter of invitation sent by regular mail, the registration data for our e-service for shareholders can be found, i.e., the shareholder's number and the individual access number. Users of the e-service for shareholders who have already registered for the service can use their self-issued User ID and password.

With this data, shareholders using the e-service for shareholders can – as from March 2, 2021 and within the respective deadlines – give notification, authorize and instruct the voting proxies appointed by the Company, or cast their vote by absentee voting, submit questions or lodge an objection to a resolution of the Annual Meeting during the event. In addition, the entire virtual Annual Meeting will be broadcast in audio and video form via the e-service for shareholders beginning at 10:00 hours (CEST) on March 31, 2021.

The use of the e-service for shareholders by a proxy requires that the proxy receives the relevant registration data from the person granting the power of attorney.

Absentee voting procedure

Shareholders who are listed as shareholders in the share register on the day of the Annual Meeting can cast absentee votes. For this purpose, too, timely notification is indispensable (such as described above under "Conditions for exercising voting rights").

Absentee votes can be cast via the e-service for shareholders from March 2, 2021 onwards and, provided notification has been made on time, can still be withdrawn or amended in this way during the virtual Annual Meeting until the beginning of the voting on the Agenda Items.

Absentee votes can also be sent to the Company in writing or via electronic media ("*Textform*") at the address, fax number or e-mail address stated above in the section headed "Conditions for exercising voting rights" for the notification of the intention to vote at the Annual Meeting by 24:00 hours CET (midnight) on March 26, 2021 (receipt). In advance of the Annual Meeting, absentee votes timely received can also be withdrawn or amended using these communication channels when received by the Company by 24:00 hours CET (midnight) on March 26, 2021. After that date, withdrawal of or an amendment to voting decisions in absentee voting are possible via the e-service for shareholders. Please note that after March 26, 2021, 24:00 hours CET (midnight), it will no longer be possible to change the form of exercising voting rights by switching between electronic absentee voting and electronic proxy and instruction to the Company's proxy, not even via the e-service for shareholders.

Shareholders not using the e-service for shareholders to cast their absentee votes are requested to use the reply form enclosed with the invitation.

Absentee votes on Agenda Item 2 cast in advance of the voting in the virtual Annual Meeting shall also count in the voting on the adjusted proposal for the allocation of distributable profit only as a result of a change in the number of shares entitled to dividends for the preceding financial year 2020.

If an individual vote that was not announced already in the convocation notice is taken on an Agenda Item, a vote on this item in its entirety will count as a corresponding vote on each point of the individual vote.

Authorized credit institutions, shareholders' associations and other intermediaries covered by Section 135 of the German Stock Corporation Act (*Aktiengesetz*) and persons or institutions treated as such in accordance with Section 135, Subsection 8 of the German Stock Corporation Act (*Aktiengesetz*) may also use absentee voting. If requested, the Company will make available forms and communication channels for that purpose.

Exercise of voting rights by authorizing official Company proxies

Shareholders listed as shareholders in the share register on the day of the Annual Meeting have the possibility to authorize proxies appointed by the Company to vote in accordance with their instructions at the virtual Annual Meeting. For this purpose, too, timely notification is indispensable (such as described above under "Conditions for exercising voting rights").

The authorization of such proxies, the issuing of voting instructions and any amendments of such as well as the revocation of proxy authorization may be made in the following ways:

Power of attorney and instructions to the Company's proxies can be issued via the e-service for shareholders from March 2, 2021 and, provided that shareholders register in good time, can be revoked or amended in this way during the virtual Annual Meeting until the beginning of voting on the Agenda Items.

Proxy authorization and voting instructions to the proxies appointed by the Company can also be sent to the Company in writing or via electronic media ("*Textform*") at the address, fax number or e-mail address stated above in the section headed "Conditions for exercising voting rights" for the notification of the intention to vote at the Annual Meeting by 24:00 hours CET (midnight, receipt) on March 26, 2021 at the latest. In advance of the Annual Meeting, proxy authorizations and voting instructions to the Company's proxies timely received can also be withdrawn or amended in using these communication channels when received by the Company by 24:00 hours CET (midnight) on March 26, 2021. After that date, withdrawal and amendment are possible via the e-service for shareholders. Please note that after March 26, 2021, 24:00 hours CET (midnight), it will no longer be possible to change the form of exercising voting rights by switching between electronic absentee voting and electronic proxy and instruction to the Company's proxy, not even via the e-service for shareholders.

Shareholders not using the e-service for shareholders to grant proxy authorizations and issue instructions to the Company's appointed proxies are requested to use the reply form enclosed with the letter of invitation.

The Company's voting proxies will exercise shareholders' voting rights in accordance with their instructions; even when appointed as proxies, they may only exercise voting rights if express instructions have been given on the individual resolution proposals that are submitted for voting in the Annual Meeting.

Instructions to the Company's voting proxies on Agenda Item 2 issued in advance of the voting in the virtual Annual Meeting will also apply in the voting of the adjusted proposal for the allocation of distributable profit only as a result of a change in the number of shares entitled to dividends for the preceding financial year 2020.

If an individual vote that was not announced already in the convocation notice is taken on an item on the Agenda, an instruction on this item in its entirety will be deemed instruction on each point of the individual vote.

Authorized banks, shareholders' associations and other intermediaries covered by Section 135 of the German Stock Corporation Act (*Aktiengesetz*) and persons or institutions treated as such in accordance with Section 135, Subsection 8 of the German Stock Corporation Act (*Aktiengesetz*) may also issue power of attorney and instructions to the Company's proxies. If requested, the Company will make available forms and communication channels for that purpose.

Procedure for proxy voting

Shareholders listed as shareholders in the share register on the day of the Annual Meeting also have the option of voting by other proxy than the voting proxies appointed by the Company, for example by a credit institution or a shareholders' association. In these cases, too, timely notification (such as described above under "Conditions for exercising voting rights") is to be ensured by the shareholder or by a proxy.

If **neither a credit institution nor a shareholders' association** or other intermediary covered by Section 135 of the German Stock Corporation Act (*Aktiengesetz*) nor any other person or institution treated as equivalent pursuant to Section 135, Subsection 8 of the German Stock Corporation Act (*Aktiengesetz*) is authorized, the granting of the power of attorney, its revocation and proof of authorization vis-à-vis the Company must be in text form.

The proof of authorization vis-à-vis the Company can be sent to the Company at the address, fax number or e-mail address specified above in the section "Conditions for exercising voting rights" for notification.

Statutory provisions, in particular Section 135 of the German Stock Corporation Act (*Aktiengesetz*), apply to the authorization and revocation of proxy authorizations of **credit institutions, shareholders' associations**, other **intermediaries** covered by Section 135 of the German Stock Corporation Act (*Aktiengesetz*) or equivalent persons or institutions as defined by Section 135, Subsection 8 of the German Stock Corporation Act (*Aktiengesetz*), as well as to the proof of such authorization or revocation. Please also observe any regulations of the banks, shareholders' associations, other intermediaries covered by Section 135 of the German Stock Corporation Act (*Aktiengesetz*) or other equivalent persons or institutions.

If persons or institutions mentioned in the preceding paragraph are listed in the share register, they can exercise the voting rights for shares they do not own only if they are authorized to do so.

Proxies (with the exception of the Company's proxies) cannot physically participate in the Annual Meeting, either. They may exercise the voting rights for the shareholders they represent only by means of absentee voting or by issuing a (sub-)proxy and instructions to the proxies of the Company.

Note for shareholders entered in the US share register

Shareholders entered in the US share register can also notify the Company of their intention to vote at the Annual Meeting and obtain further information from

Daimler AG
c/o American Stock Transfer & Trust Company, LLC
6201 15th Avenue 3rd Floor
Brooklyn, NY 11219
USA
Fax No. +1 718 765 8730

Further information on the shareholders' rights and possibilities

Requests for additions to the Agenda (Section 122, Subsection 2 of the German Stock Corporation Act (*Aktiengesetz*))

Shareholders whose combined shareholdings add up to the proportionate amount of €500,000.00 of the share capital of Daimler AG (equivalent to 174,216 shares) can request that items be placed on the Agenda and announced as such. Each new item must be accompanied by supporting information or a resolution proposal. Such requests are to be addressed in writing to the Board of Management of Daimler AG. Pursuant to Section 122, Subsection 2 of the German Stock Corporation Act (*Aktiengesetz*), such requests must be received by the Company at least 30 days before the Annual Meeting, i.e., at the latest by 24:00 hours CET (midnight) on February 28, 2021. Please send such requests to the following address:

Daimler AG
The Board of Management
Attn.: Dr. Michael Hörting, COB/CO
HPC 096 - F600
70546 Stuttgart, Germany

Pursuant to Section 122, Subsection 2 in conjunction with Subsection 1 of the German Stock Corporation Act (*Aktiengesetz*), shareholders making such requests must prove that they have held the required number of shares for at least 90 days prior to the day the request is received and that they will hold the shares until the Board of Management decides on the request. Section 70 of the German Stock Corporation Act (*Aktiengesetz*) is to be applied to the calculation of the period of ownership of the shares, Section 121, Subsection 7 of the German Stock Corporation Act (*Aktiengesetz*) is to be applied accordingly to the calculation of the period.

If not previously announced when the Annual Meeting was convened, additions to the Agenda that are required to be announced are published in the Federal Gazette (*Bundesanzeiger*) without undue delay upon receipt of the corresponding request. They are also published online at www.daimler.com/am-2021 and are communicated to the shareholders entered in the share register.

Counter motions and election proposals (Section 126 and Section 127 of the German Stock Corporation Act (*Aktiengesetz*))

Any counter motions to proposals of the Board of Management and/or Supervisory Board concerning certain items of the Agenda and election proposals that are to be made accessible prior to the Annual Meeting are to be sent exclusively to:

Daimler AG
Investor Relations
HPC 096 – F343
70546 Stuttgart, Germany
(Fax +49 711/17-94075)

or by e-mail to:

investor.relations@daimler.com

We shall publish any counter motions and election proposals required to be made accessible that are received at the address indicated in the preceding paragraph 14 days prior to the Annual Meeting at the latest, i.e. by 24:00 hours CET (midnight) on March 16, 2021, including the shareholder's name and reasons that are to be made accessible – furnished with the supplementary contents provided under Section 127, Sentence 4 of the German Stock Corporation Act (*Aktiengesetz*), if any – upon receipt, online at www.daimler.com/am-2021. Any statements of position by the Management will also be published at the same Internet address.

Counter motions and election proposals as well as the reason for counter motions need not to be made accessible in the cases stipulated in Section 126, Subsection 2 of the German Stock Corporation Act (*Aktiengesetz*). An election proposal also does not need to be made accessible if it does not contain the proposed person's name, current profession and place of residence and, in the case of proposals for the election of Supervisory Board members, details of the proposed candidate's memberships in other statutory supervisory boards as defined by Section 125, Subsection 1, Sentence 5 of the German Stock Corporation Act (*Aktiengesetz*).

A counter-motion or election proposal to be made accessible in accordance with Sections 126, 127 of the German Stock Corporation Act (*Aktiengesetz*) will be deemed to have been made during the virtual Annual Meeting if the shareholder making the request or submitting the election proposal has duly registered for the Annual Meeting. The right of the Chairman of the Annual Meeting to put the Management's resolution proposals to vote first remains unaffected.

Right of shareholders to ask questions by means of electronic communications (Section 1, Subsection 2, Sentence 1, No. 3, Sentence 2 of the COVID-19 Act as amended on December 22, 2020)

The shareholders will be given the right to ask questions by means of electronic communications in accordance with Section 1, Subsection 2, Sentence 1, No. 3, Sentence 2 of the COVID-19 Act.

The Board of Management, with the approval of the Supervisory Board, decided that shareholders registered for the Annual Meeting or their proxies may submit questions to the Company via the e-service for shareholders at

register.daimler.com

by 24:00 hours CEST (midnight, receipt) on March 29, 2021. Please refer to the instructions for registering for the e-service for shareholders described above in the section “Details on the e-service”.

Authorized intermediaries, shareholders’ association and persons and institutions treated as such in accordance with Section 135, Subsection 8 of the German Stock Corporation Act (*Aktiengesetz*) also have the opportunity to submit questions by way of electronic communication within that period. Upon request, the Company will provide a communication channel for that purpose.

After that point in time, and in particular during the virtual Annual Meeting, no questions may be asked.

The Board of Management will decide in its dutiful free discretion how they will answer questions (Section 1, Subsection 2, first half of Sentence 2 of the COVID-19 Act as amended on December 22, 2020). When answering questions during the Annual Meeting or in the event that questions and answers are published in advance on the Company’s website, the Company will disclose the names of the questioners only if the latter have expressly requested to do so when submitting their questions.

Submitting video messages for publication via the e-service for shareholders

During the virtual Annual Meeting, the shareholders or their proxies do not have the opportunity to comment on the Agenda. Therefore, the shareholders are given the opportunity (over and above the requirements of the COVID-19-Act) to comment on the Agenda in the form of video messages.

For this reason, shareholders registered for the Annual Meeting or their proxies will have the opportunity to submit comments regarding the Agenda electronically as a video message via the e-service for shareholders at

 register.daimler.com

by 24 March 2021, 24:00 hours (CET). The duration of such video message shall not exceed three minutes. Furthermore, only such video messages are admissible in which the shareholder or proxy appears in person. By submitting the video message, the shareholder or proxy declares his consent to the video message being published in the e-service for shareholder by mentioning the name.

Information on technical and legal requirements for submitting video messages can be found in the e-service for shareholders.

It is intended to publish any video messages submitted on the e-service for shareholders prior to the Annual Meeting. However, there is no legal claim to publication of a video message. In particular, the Company reserves the right not to publish video messages with offensive, discriminatory, criminally relevant or obviously false or misleading content as well as those without any reference to the Agenda or in a language other than German. This also applies to video messages that exceed three minutes or that do not meet the technical requirements. Only one video message per shareholder will be published.

The video messages shall give shareholders or their proxies the opportunity to comment on the Agenda. Should a video message contain questions, counter motions or election proposals that have not also been submitted as described in the sections “Right of shareholders to ask questions” and “Counter motions and election proposals”, these will not be considered in the virtual Annual Meeting.

Possibility of objections to the resolutions of the Annual Meeting (Section 1, Subsection 2, Sentence 1, No. 4 of the COVID-19 Act as amended on December 22, 2020)


Shareholders having exercised their voting right personally or through proxies have the opportunity to lodge an objection to resolutions of the Annual Meeting by means of electronic communications.


Corresponding declarations must be sent to the company via the e-service for shareholders at

 register.daimler.com

Declarations may be made from the beginning of the virtual Annual Meeting through its conclusion by the Chairman of the meeting. Please refer to the instructions for registering for the e-service for shareholders described above in the section “Details on the e-service”.

Video and audio broadcast of the entire Annual Meeting on the Internet

The entire Annual Meeting will be audio-visually broadcast for shareholders listed as shareholders in the share register via the e-service for shareholders at  register.daimler.com beginning at 10:00 hours (CEST) on March 31, 2021. Shareholders listed as shareholders in the share register will be given access by entering the shareholder number and the individual access number, which are indicated on the reverse side of the letter of invitation sent by regular mail; proxies are likewise given access by entering the shareholder number and the individual access number of the shareholder. Users of the e-service for shareholders who have already registered for the service will use their self-issued User ID and password. Following the Annual Meeting on the Internet does not enable participation within the meaning of Section 118, Subsection 1, Sentence 2 of the German Stock Corporation Act (*Aktiengesetz*).

Other interested persons can follow the introductory statement of the Chairman of the Supervisory Board and the speech of the Chairman of the Board of Management live at  www.daimler.com/am-2021, too; these will also be available as a recording after the virtual Annual Meeting.

Website providing information and documentation for the Annual Meeting

The convocation of the Annual Meeting with the further legally required information and explanations, including the information pursuant to Section 124a of the German Stock Corporation Act (*Aktiengesetz*) and further explanations on the aforementioned rights of the shareholders, are available at the website www.daimler.com/am-2021. There, you can also find the currently valid version of the Articles of Incorporation of Daimler AG as well as a mark-up version of the sections affected by the adjustments proposed under Agenda Items 7, 8 and 9.

Further information about the Annual Meeting and the subsequent voting results as well as the resolution on Agenda Item 7 with the remuneration system for the Supervisory Board can also be accessed at the same Internet address.

Data protection notice

In order to enable you to exercise your shareholder rights, we process personal data about you and/or your proxy(ies) for the preparation, implementation and follow-up of the virtual Annual Meeting and to maintain the share register.

Daimler AG processes this data as the data controller in accordance with the provisions of data protection law, in particular of the EU General Data Protection Regulation (GDPR).

If the legal requirements are met, every data subject has the right to information, correction, restriction, deletion and, if applicable, objection regarding the processing of their personal data at any time, as well as the right to data transmission and the right to complain to a competent supervisory authority.

You can find more information about the handling of your personal data and your rights under the GDPR online at register.daimler.com/en/Content/dataprotection/

The convocation of the Annual Meeting will be published in the Federal Gazette (*Bundesanzeiger*) on February 19, 2021.

Stuttgart, February 2021

Daimler AG
The Board of Management

