

# DAIMLER

29.03.2017  
Annual Meeting  
Invitation



# 2017

# Key Figures

## Daimler Group

	2016	2015	16/15
€ amounts in millions			% change
Revenue	<b>153,261</b>	149,467	+3 <sup>1</sup>
Investment in property, plant and equipment	<b>5,889</b>	5,075	+16
Research and development expenditure	<b>7,572</b>	6,564	+15
Free cash flow of the industrial business	<b>3,874</b>	3,960	-2
EBIT	<b>12,902</b>	13,186	-2
Net profit	<b>8,784</b>	8,711	+1
Earnings per share (in €)	<b>7.97</b>	7.87	+1
Dividend per share (in €)	<b>3.25</b>	3.25	0
Total dividend	<b>3,477</b>	3,477	0
Employees (December 31)	<b>282,488</b>	284,015	-1

1 Adjusted for the effects of currency translation, revenue increased by 3%.

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## Daimler AG, Stuttgart

We herewith invite our shareholders to attend the Annual Meeting of the Shareholders of Daimler AG on Wednesday, March 29, 2017, at 10:00 a.m., in the CityCube Berlin, Entrance: Messedamm 26, 14055 Berlin, Germany.

The invitation to the Annual Meeting including the Agenda has been published in the German Federal Gazette (Bundesanzeiger) on February 15, 2017.

# Agenda\*

## **1. Presentation of the adopted financial statements of Daimler AG, the approved consolidated financial statements, the combined management report for Daimler AG and the Group with the explanatory reports on the information required pursuant to Section 289, Subsection 4, Section 315, Subsection 4 of the German Commercial Code (Handelsgesetzbuch), and the report of the Supervisory Board for the 2016 financial year**

The Supervisory Board has approved the annual financial statements and consolidated financial statements prepared by the Board of Management; the annual financial statements are thereby adopted. In accordance with the statutory provisions, the agenda does 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 recommend that the distributable profit of €3,476,971,702.75 be allocated as follows:

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Dividend distribution of €3.25 for each no par-value share entitled to dividends	€3,476,971,702.75
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Pursuant to Section 58 Subsection 4 sentence 2 of the German Stock Corporation Act (Aktiengesetz) as amended as of January 1, 2017, the claim to payment of the dividends is due on the third business day following the Annual Meeting, therefore on April 3, 2017.

At the time of convocation of the Annual Meeting, the Company does not hold any treasury shares. Should the Company hold any treasury shares at the date of the Annual Meeting, such shares are not entitled to a dividend pursuant to Section 71b of the German Stock Corporation Act (Aktiengesetz). In that case, it is recommended to the Annual Meeting that with an unchanged dividend of € 3.25 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 2016 financial year**

The Board of Management and the Supervisory Board recommend that the actions of the Board of Management members who were in office in the financial year 2016 be ratified for that period.

## **4. Resolution on ratification of Supervisory Board members' actions in the 2016 financial year**

The Board of Management and the Supervisory Board recommend that the actions of the Supervisory Board members who were in office in the financial year 2016 be ratified for that period.

## **5. Resolutions on the appointment of auditors for the Company and the Group**

- a) Based on the recommendations of the Audit Committee (Prüfungsausschuss), the Supervisory Board proposes that KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, be appointed as auditors for the audit of the year-end financial statements for the Company and the Group and a review of the interim financial statements for the 2017 financial year.
- b) Based on the recommendations of the Audit Committee (Prüfungsausschuss), the Supervisory Board proposes that KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, be appointed as auditors for a review of the interim financial statements for the 2018 financial year in the period up to the next Annual Meeting in the 2018 financial year.

## **6. Resolution on the election of members of the Supervisory Board**

At the close of the Annual Meeting on March 29, 2017, the period of office of Dr. Clemens Börsig as a member of the Supervisory Board will end. In addition, Dr. Bernd Bohr has resigned from office as from the close of this Annual Meeting.

Pursuant to Section 96, Subsection 1 and Section 101, Subsection 1 of the German Stock Corporation Act (Aktengesetz) 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 (Aktengesetz), 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 (Aktengesetz).

In connection with the proposed elections to the 2017 Annual Meeting, the members of the Supervisory Board representing the shareholders have objected to the joint fulfillment of the statutory gender quota. Therefore, the Supervisory Board shall be composed of not less than three women and not less than three men on the side of the members representing the shareholders as well as on the side of the members representing the employees.

At the time when this convocation is published, the Supervisory Board is composed of five female members in total, three of them representing the shareholders. On the basis of separate fulfillment, the minimum quota requirement thus is complied with on the side of the members representing the shareholders and would continue to be complied with after the proposed candidates have been elected.

The proposals are based on the recommendations of the Supervisory Board's nomination committee. These recommendations were made by the nomination committee in line with the requirements of the German Corporate Governance Code and taking account of the targets specified by the Supervisory Board regarding its composition.

The Supervisory Board proposes the election of

- a) Dr. Clemens Börsig, Frankfurt am Main, Chairman of the Management Board of Deutsche Bank Stiftung,
- b) Bader Mohammad Al Saad, Kuwait City, Kuwait, Managing Director and Chairman of the Executive Committee of the Board of Kuwait Investment Authority

as members of the Supervisory Board representing the shareholders effective as of the end of this Annual Meeting for the period until the end of the Annual Meeting that passes a resolution on the ratification of the actions of the Boards for the fourth financial year after the beginning of the period of office. The financial year in which the period of office begins is not counted.

It is intended to have the Annual Meeting decide on the candidates by way of separate voting.

Dr. Clemens Börsig is also a member of the supervisory boards required by law or comparable domestic or foreign supervisory bodies of the following companies:

Linde AG  
Bayer AG  
Emerson Electric Co.

Bader Mohammad Al Saad is not a member of other supervisory boards required by law or comparable supervisory bodies in domestic or foreign companies.

In the appraisal of the Supervisory Board, the proposed candidates do not have any personal or business relations subject to disclosure recommendation pursuant to Section 5.4.1 of the German Corporate Governance Code with Daimler AG or its group companies, the corporate bodies of Daimler AG, or with a shareholder holding a material interest in Daimler AG. Within the meaning of this recommendation, shareholders holding a material interest are shareholders who directly or indirectly hold more than 10% of the voting shares of the company.

The Supervisory Board has made sure with the nominated candidates that they have sufficient time to fulfil the tasks associated with the office.

## **7. Resolution on the adjustment of the Supervisory Board Remuneration and related amendment to the Articles of Incorporation**

The remuneration of the members of the Supervisory Board of Daimler AG was last adjusted in 2014. Adequate and appropriate remuneration is an important factor when competing for outstanding individuals to be appointed to the Supervisory Board. Against the background of continuously increasing requirements regarding the controlling activities of the Supervisory Board and in view of the supervisory board remuneration of comparable companies, the Supervisory Board remuneration is to be adjusted in order to preserve its competitiveness.

The amount of the meeting fee is to remain unchanged. In future, however, members participating in multiple meetings of the Supervisory Board and/or its committees on the same calendar day are to receive only one fee.

The members of the Supervisory Board declare to the Supervisory Board that on an annual basis they will each acquire shares in the Company for 20% of their remuneration pursuant to the proposed new version of Section 10 Subsection 1 of the Articles of Incorporation (excluding committee remuneration and the meeting fee and before tax) and that they will hold these shares for at least until the end of one year after they have left the Company's Supervisory Board (self-commitment pursuant to the principle of "comply or explain"). This shall not apply to Supervisory Board members whose Supervisory Board remuneration mandatorily or voluntarily is subject to the Guidelines of the Federation of German Trade Unions (Richtlinien des Deutschen Gewerkschaftsbundes) on the transfer of supervisory board remuneration to the Hans-Böckler-Foundation or to the same extent is subject to a transfer or credit obligation (Abführungs- oder Anrechnungspflicht) towards the employer under a service or employment agreement. In the event that only a lower amount of the Supervisory Board remuneration is transferred or credited, the self-commitment applies to 20% of the amount not transferred or credited. By this self-commitment, the members of the Supervisory Board are demonstrating their focus on and commitment to the long-term, sustainable success of the undertaking.

The Board of Management and the Supervisory Board propose that the following resolution be adopted:

Section 10 Subsection 1 of the Articles of Incorporation is reworded as follows:

### **"Section 10 Remuneration of the Supervisory Board, Liability Insurance**

(1) The members of the Supervisory Board shall each be reimbursed for their expenses (including the costs of any value-added tax incurred by them in the performance of their office) and receive a fixed remuneration payable after the end of each financial year, that shall amount to €144,000.00 for each individual member.

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.

Members of the Audit Committee shall each receive an additional €72,000.00, the members of the Presidential Committee an additional €57,600.00 and the members of the other Supervisory Board committees an additional €28,800.00; in derogation of the above, the Chairman of the Audit Committee shall receive an additional €144,000.00.

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 positions 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.

The members of the Supervisory Board and its committees shall receive a fee of €1,100.00 for each meeting of the Supervisory Board and its committees that they attend as members. The meeting 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 step down 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 steps down from a function for which there is additional remuneration, the previous sentence applies in respect of the remuneration for the relevant function. A 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.”

Upon the amendment to the Section 10 Subsection 1 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, 2017.

## **8. Resolution on the amendment of Section 13 Subsection 1 of the Articles of Incorporation (Shareholders’ Meetings – Requirements for Attendance and Exercise of Voting rights)**

Pursuant to Section 13 Subsection 1 of the Articles of Incorporation, those shareholders shall be permitted to attend a shareholders’ meeting and to exercise their voting right who are entered in the Company’s share register on the day of the meeting and whose notice to attend is received at the address specified in the invitation to the meeting at least four calendar days before the shareholders’ meeting.

Alternative to the reduction of the statutory notice period of at least six calendar days via the Articles of Incorporation directly, Section 123 Subsection 2 Sentence 3 of the German Stock Corporation Act (Aktiengesetz) creates the opportunity for an authorization under the Articles of Incorporation to provide for a shorter notice period in the convocation. This opportunity should be used in order to increase flexibility when scheduling the Annual Meeting and with regard to its organizational preparation.

The Board of Management and the Supervisory Board propose that the following resolution be adopted:

Section 13 Subsection 1 of the Articles of Incorporation is reworded as follows:

“(1) Those shareholders who are registered in the share register on the day of the Shareholders’ Meeting and who have notified the Company at the address stated for this purpose in the invitation no later than six calendar days before the Shareholders’ Meeting in writing or via electronic media (“Textform”) or via another electronic way of communication shall be entitled to attend the Shareholders’ Meeting and to exercise their voting rights. The invitation may provide for a shorter period, to be measured in calendar days. For calculating the period of notice, neither the day of receiving the notification nor the day of the Shareholders’ Meeting are to be counted. The details of registration will be announced along with the invitation in the Federal Gazette (Bundesanzeiger).”

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## 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. The Company holds no treasury shares at said time.

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## Conditions for attending the Annual Meeting of the Shareholders and for exercising voting rights

Shareholders are entitled to attend the Annual Meeting and 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 of their intention to attend the Annual Meeting so that notification is received by the Company **at the latest by 24:00 hours (midnight) on March 24, 2017.**

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

Daimler  
Aktionärsservice  
Postfach 1460  
61365 Friedrichsdorf, Germany  
Fax No.: +49 (0)69 2222 34282  
E-mail: [daimler.service@linkmarketservices.de](mailto:daimler.service@linkmarketservices.de)

or as of February 28, 2017 by using the access-protected e-service for shareholders on the Internet at

<https://register.daimler.com>.

Shares will not be blocked as a result of shareholders notifying their intention to attend the Annual Meeting. Shareholders can also dispose of their shares after giving notification. The number of shares held by each shareholder as entered in the share register on the day of the Annual Meeting is decisive for attending and casting votes. Said number of shares will correspond to the number of shares as at the registration deadline of 24:00 hours (midnight) on March 24, 2017 since changes to the share register are not made for technical reasons from the end of March 24, 2017 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 24, 2017.

Please understand that due to the large number of attendees expected on the basis of previous experience, we can generally only provide each shareholder with a maximum of two admission tickets for our Annual Meeting.

Only shareholders entitled to attend the Annual Meeting and authorized proxies will receive admission tickets and pads of voting cards. Unlike the notification, however, the admission ticket is not a condition for attending the Annual Meeting; it only simplifies procedures at the entrance desks for granting access to the Annual Meeting.

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## Details of the e-service for shareholders

The convocation of the Annual Meeting on March 29, 2017 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. 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 February 28, 2017 – give notification of their intention to attend the Annual Meeting, order admission tickets, in the context of ordering admission tickets authorize a third party as proxy, authorize and instruct the voting proxies appointed by the Company, or cast their vote by absentee voting. After timely notification of their intention to attend, shareholders can also amend or withdraw their orders of admission tickets, absentee votes cast and authorizations and instructions given for the Company proxies via the e-service for shareholders.

Via the e-service for shareholders, shareholders also have the possibility to print out their admission tickets themselves. Furthermore, we offer our shareholders the possibility, when using the e-service for shareholders, to have their admission tickets transferred to their indicated e-mail addresses as a mobile ticket comprising a QR code.

Shareholders who have agreed to have the Annual Meeting documentation sent by e-mail will receive the e-mail with the convocation as an attached pdf file, as well as a link to the e-service for shareholders, at the e-mail address they have specified.

Please note that requests to speak, questions, motions and election proposals by shareholders for the Annual Meeting cannot be accepted/ submitted nor objections to resolutions passed at the Annual Meeting lodged, via the e-service for shareholders.

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## Absentee voting procedure

Shareholders who are listed as shareholders in the share register on the day of the Annual Meeting can cast absentee votes without attending the Annual Meeting. Timely notification by the shareholders of their intention to attend the Annual Meeting is indispensable also for this way of voting.

Absentee votes can 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 attending the Annual Meeting of the Shareholders and for exercising voting rights" for the notification of the intention to attend the Annual Meeting by 24:00 hours (midnight) on March 24, 2017 (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 (midnight) on March 28, 2017.

Absentee votes can also be cast via the e-service for shareholders and, provided notification has been made on time, withdrawn or amended in this way until shortly before the start of voting on the day of the Annual Meeting, in any case until 12:00 hours (noon).

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

Personal attendance at the Annual Meeting by a shareholder or a third party authorized as proxy will automatically be deemed a withdrawal of any absentee votes previously cast.

Absentee votes on Agenda Item 2 shall also count in the voting on the adjusted proposal for the appropriation of profits as a result of a change in the number of shares entitled to dividends for the preceding financial year 2016.

If an individual vote 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.

Please note that it is not possible – even via the e-service for shareholders – to cast absentee votes for votes, if any, which are taken on counter-motions or election proposals that are only announced in the Annual Meeting or on any other motions, including procedural motions, that were not communicated in advance of the Annual Meeting. Nor can requests to speak, questions, motions or election proposals be accepted or submitted, or objections lodged against resolutions, by absentee voting in advance of or during the Annual Meeting.

Authorized banks, shareholders' associations and equivalent persons or institutions as defined by Section 135, Subsections 8 and 10 of the German Stock Corporation Act (Aktiengesetz) may also vote by absentee voting.

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## Procedure for proxy voting

Shareholders listed in the share register on the day of the Annual Meeting also have the option of voting by proxy, for example by a bank or a shareholders' association or the voting proxies appointed by the Company. In this case, too, timely notification is to be ensured by the shareholder or by a proxy.

If a shareholder authorizes more than one proxy, the Company may reject one or more of those proxies.

### Proxies

**If neither a bank** nor a shareholders' association nor another equivalent person or institution as defined by Section 135, Subsections 8 and 10 of the German Stock Corporation Act (Aktiengesetz) is authorized as a proxy, the proxy authorization and any revocation of such authorization are to be communicated either (i) in writing or via electronic media ("Textform") to the address, fax number or e-mail address stated above in the section "Conditions for attending the Annual Meeting of the Shareholders and for exercising voting rights" for the notification of the intention to attend the Annual Meeting, or (ii) in writing or via electronic media ("Textform") to the proxy. In the latter case, the Company must be furnished with proof in writing or via electronic media ("Textform").

The proof of proxy authorization or any revocation of proxy authorization vis-à-vis the Company can be communicated to the Company at the address, fax number or e-mail address specified above in the section "Conditions for attending the Annual Meeting of the Shareholders and for exercising voting rights" for the notification of the intention to attend the Annual Meeting. On the day of the Annual Meeting, proxy authorization can be effected also at the entrance and exit desks at the Annual Meeting.

The reply form enclosed with the letter of invitation can also be used for authorizing a proxy and providing proof thereof.

Proxy authorization can also be granted in the context of ordering admission tickets via the e-service for shareholders and, provided notification has been made on time, be revoked in the same way until shortly before the start of voting on the day of the Annual Meeting, in any case until 12:00 hours (noon).

Personal attendance by a shareholder at the Annual Meeting will automatically be deemed a revocation of proxy authorization previously granted to a third party.

The proxy authorization cards included in the pad of voting cards can be used in the Annual Meeting for authorizing as proxies other shareholders present at the Annual Meeting, shareholder representatives attending the Annual Meeting, or the voting proxies appointed by the Company.

Statutory provisions, in particular Section 135 of the German Stock Corporation Act (Aktiengesetz), apply to the authorization and revocation of proxy authorizations of **banks, shareholders' associations** or equivalent persons or institutions as defined by Section 135, Subsections 8 and 10 of the German Stock Corporation Act (Aktiengesetz), as well as to the proof of such authorization or revocation. Please also observe any relevant regulations of the banks, shareholders' associations 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 by the actual beneficial owner of the shares.

### **Voting by official Company proxies**

Shareholders have the possibility to authorize proxies appointed by the Company to vote in accordance with their instructions at the Annual Meeting. The authorization of such proxies, the issuing of voting instructions and any amendments of such as well as the revocation of proxy authorization must be effected in writing or via electronic media (“Textform”); they may be made in the following ways:

They can be sent to the Company at the address, fax number or e-mail address stated above in the section headed “Conditions for attending the Annual Meeting of the Shareholders and for exercising voting rights” for the notification of the intention to attend the Annual Meeting by 24:00 hours (midnight) on March 24, 2017 (receipt at the latest. In advance of the Annual Meeting, proxy authorizations and voting instructions timely received can also be withdrawn or amended in using these communication channels when received by the Company by 24:00 hours (midnight) on March 28, 2017.

Proxy authorization and voting instructions to Company proxies can also be issued via the e-service for shareholders and, provided notification has been made on time, be revoked or amended in the same way until shortly before the start of voting on the day of the Annual Meeting, in any case until 12:00 hours (noon).

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

On the day of the Annual Meeting, proxy authorization and voting instructions for the Company proxies as well as amendments and the revocation can be effected in writing or via electronic media (“Textform”) also at the entrance and exit at the Annual Meeting.

Personal attendance by a shareholder or a third party authorized as proxy at the Annual Meeting will automatically be deemed a revocation of proxy authorization previously granted to the Company’s voting proxies.

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 items of the Agenda and/or on any countermotions and election proposals made accessible before the Annual Meeting.

Even when authorized, the Company’s voting proxies may not vote on any countermotions or election proposals that are only announced in the Annual Meeting or on any other motions not communicated in advance of the Annual Meeting. Neither in advance of nor during the Annual Meeting may they take receipt of any instructions relating to procedural motions, requests to speak, asking questions or bringing forward motions or election proposals, or the lodging of objections against resolutions by the Annual Meeting.

Instruction to the Company’s voting proxies on Agenda Item 2 will also apply in the voting of the adjusted proposal for the appropriation of profits as a result of a change in the number of shares entitled to dividends for the preceding financial year 2016.

If an individual vote 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.

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## 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 attend the Annual Meeting and obtain further information from

Daimler AG  
c/o American Stock Transfer & Trust Company, LLC  
6201 15<sup>th</sup> Avenue 3<sup>rd</sup> Floor  
Brooklyn, NY 11219  
USA  
Fax No. (001) 718 765 8730.

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## Questions, motions, election proposals, requests for information

**Details of shareholders' rights pursuant to Section 122, Subsection 2, Section 126, Subsection 1, Section 127 and Section 131, Subsection 1 of the German Stock Corporation Act (Aktiengesetz)**

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

Shareholders whose combined shareholdings add up to the proportionate amount of €500,000 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 and must be received by the Company at least 30 days before the Annual Meeting, i.e., at the latest by 24:00 hours (midnight) on February 26, 2017. Please send such requests to the following address:

Daimler AG  
The Board of Management  
Attn.: Dr. Felix Herbold, COB/CO  
HPC F 600  
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 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 delay upon receipt of the corresponding request. They are also published on the Internet at [www.daimler.com/ir/am2017](http://www.daimler.com/ir/am2017) and are communicated to shareholders entered in the share register.

**Countermotions and election proposals, Section 126, Subsection 1 and Section 127 of the German Stock Corporation Act (Aktiengesetz)**

Any countermotions 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 available prior to the Annual Meeting are to be sent exclusively to:

Daimler AG  
Investor Relations  
HPC 096 – 0324  
70546 Stuttgart, Germany  
(Fax No. +49 (0)711/17-94075)

or by e-mail to:  
[investor.relations@daimler.com](mailto:investor.relations@daimler.com)

We shall publish any countermotions 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 (midnight) on March 14, 2017, including the shareholders' names 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, on the Internet at [www.daimler.com/ir/am2017/motions](http://www.daimler.com/ir/am2017/motions). Any statements of position by the Management will also be published at the same Internet address.

Any countermotions that are not reasoned need not to be made accessible. Counter motions and election proposals as well as the reason for counter motions need not to be made accessible either 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 persons' 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).

**Right of information pursuant to Section 131, Subsection 1 of the German Stock Corporation Act (Aktiengesetz)**

Upon request, at the Annual Meeting each shareholder is to be given information by the Board of Management concerning the affairs of the Company and the legal and business relations of the Company with its subsidiaries, as well as on the situation of the Group and the companies included in the consolidated financial statements, provided that such information is necessary to enable a proper appraisal of a subject matter included in the Agenda to be made.

**Explanation of shareholders' rights**

Explanation of shareholders' rights pursuant to Section 122, Subsection 2, Section 126, Subsection 1, Section 127 and Section 131, Subsection 1 of the German Stock Corporation Act (Aktiengesetz) can also be found on the Internet at [www.daimler.com/ir/am2017](http://www.daimler.com/ir/am2017).

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## Information and documentation for the Annual Meeting

Information and documentation pursuant to Section 124a of the German Stock Corporation Act (Aktengesetz), including the convocation of the Annual Meeting and the Annual Report 2016, information on the persons proposed for election as members of the Supervisory Board under Agenda Item 6, a synopsis of the amendments to the Articles of Incorporation proposed under Agenda Items 7 and 8 and of the current version of Sections 10 Subsection 1 and Section 13 Subsection 1 of the Articles of Incorporation, as well as other documents, motions and further information to be made accessible to the shareholders, will be available on the Internet at [www.daimler.com/ir/am2017](http://www.daimler.com/ir/am2017) as from the date of convocation of the Annual Meeting. All information that is required by law to be made accessible to the Annual Meeting will be accessible also at the Annual Meeting.

### **Broadcast of the Annual Meeting on the Internet**

Shareholders who are unable to attend the Annual Meeting in person can follow the introductory statement of the Chairman of the Supervisory Board and the speech of the Chairman of the Board of Management on the Internet at [www.daimler.com/ir/am2017](http://www.daimler.com/ir/am2017). Further information about the Annual Meeting and the subsequent voting results can also be accessed at the same Internet address.

The convocation of the Annual Meeting is published in the Federal Gazette (Bundesanzeiger) of February 15, 2017.

Stuttgart, February 2017

Daimler AG  
The Board of Management

# Internet | Information | Addresses

## Information on the Internet

Special information on our shares and earnings development can be found in the “Investor Relations” section of our website. [www.daimler.com](http://www.daimler.com) It includes the Group’s annual and interim reports and the company financial statements of Daimler AG. You can also find topical reports, presentations, an overview of various key figures, information on our share price and other services.

[www.daimler.com/investors](http://www.daimler.com/investors)

## Publications for our shareholders:

- Annual Report (German, English)
- Interim Reports for the 1st, 2nd and 3rd quarters (German, English)
- Focus on Sustainability 2016 (German, English)
- Daimler Corporate Brochure – Ready to start up (German, English)

[www.daimler.com/ir/reports](http://www.daimler.com/ir/reports)

[www.daimler.com/downloads/en](http://www.daimler.com/downloads/en)

The aforementioned publications can be requested from:

Daimler AG, Investor Relations, HPC 0324  
70546 Stuttgart, Germany  
Phone +49 711 17 92262  
Fax +49 711 17 92287  
[order.print@daimler.com](mailto:order.print@daimler.com)

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# Financial Calendar 2017

## **Annual Press Conference**

February 2, 2017

## **Investor and Analyst Conference**

February 3, 2017

## **Annual Shareholders' Meeting 2017**

CityCube Berlin

March 29, 2017

## **Interim Report Q1 2017**

April 26, 2017

## **Interim Report Q2 2017**

July 26, 2017

## **Interim Report Q3 2017**

October 20, 2017

As changes to the above dates cannot be ruled out, we recommend checking on the Internet shortly before each scheduled date at

[www.daimler.com/ir/calendar](http://www.daimler.com/ir/calendar).

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