

DAIMLER

Invitation

Annual Meeting of Daimler AG
on April 9, 2014

Key Figures

Daimler Group

	2013	2012	2011	13/12
Amounts in millions of euros				% change
Revenue	117,982	114,297	106,540	+3 ¹
Western Europe	41,123	39,377	39,387	+4
thereof Germany	20,227	19,722	19,753	+3
NAFTA	32,925	31,914	26,026	+3
thereof United States	28,597	27,233	22,222	+5
Asia	24,481	25,126	22,643	-3
thereof China	10,705	10,782	11,093	-1
Other markets	19,453	17,880	18,484	+9
Employees (December 31)	274,616	275,087	271,370	-0
Investment in property, plant and equipment	4,975	4,827	4,158	+3
Research and development expenditure	5,385	5,644	5,634	-5
thereof capitalized	1,284	1,465	1,460	-12
Free cash flow of the industrial business	4,842	1,452	989	+233
EBIT ²	10,815	8,820	8,755	+23
Value added ²	5,921	4,300	3,726	+38
Net profit ²	8,720	6,830	6,029	+28
Earnings per share (in €) ²	6.40	6.02	5.32	+6
Total dividend	2,407	2,349	2,346	+2
Dividend per share (in €)	2.25	2.20	2.20	+2

1 Adjusted for the effects of currency translation, increase in revenue of 7%.

2 For the year 2012, the figures have been adjusted, primarily for effects arising from application of the amended version of IAS 19.

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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, April 9, 2014, at 10:00 a.m., at the Berlin Trade Fair Center (Messe Berlin), Special Entrance, Corner of Masurenallee and Messedamm, 14055 Berlin, Germany. The invitation including the Agenda has been published in the German Federal Gazette (Bundesanzeiger) on February 26, 2014.

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, Subsections 4 and 5, Section 315, Subsection 4 of the German Commercial Code (Handelsgesetzbuch), and the report of the Supervisory Board for the 2013 financial year

The aforementioned documents are available on the Internet at www.daimler.com/ir/am2014.

2. Resolution on the allocation of distributable profit

The Board of Management and the Supervisory Board recommend that the distributable profit of €2,406,988,905.75 be allocated as follows:

Dividend distribution of €2.25 for each no par-value share entitled to dividends	€2,406,988,905.75
Transfer to retained earnings	-
Profit carried forward	-
Distributable profit	€2,406,988,905.75

The dividend will be paid out on April 10, 2014.

The total amount for dividend distribution reflects the 1,069,772,847 no par-value shares entitled to dividends for the past financial year 2013 that existed at the time of the proposal of the Board of Management and the Supervisory Board for the appropriation of the distributable profit.

Should there be any change in the number of no par-value shares entitled to dividends for the past financial year 2013 by the time of the adoption of the resolution at the Annual Meeting, the proposal will be submitted to the Annual Meeting that with an unchanged dividend of €2.25 per no-par value share entitled to dividends the portion of the distributable profit not attributable to no-par value shares entitled to dividends shall be transferred to retained earnings.

3. Resolution on ratification of Board of Management members' actions in the 2013 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 2013 be ratified for that period.

4. Resolution on ratification of Supervisory Board members' actions in the 2013 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 2013 be ratified for that period.

5. Resolution on the appointment of auditors for the Company and the Group for the 2014 financial year

Based on the recommendations of the Audit Committee, the Supervisory Board recommends 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 2014 financial year.

6. Resolution on the approval of the remuneration system for the members of the Board of Management

The system of the remuneration for the members of the Board of Management was last approved by the Annual Meeting on 13 April 2011. With effect as per the beginning of the 2014 fiscal year, the remuneration system of the members of the Board of Management of the Company was supplemented by additional maximum limits, in particular of the overall remuneration, taking account of the German Corporate Governance Code as amended on 13 May 2013. Therefore, use shall be made again of the possibility of a resolution to be passed by the Annual Meeting on the approval of the remuneration system for the members of the Board of Management. The former remuneration system and the remuneration system supplemented with effect as per the beginning of the 2014 fiscal year are described in detail in the Remuneration Report published in the Annual Report 2013, which is available on the Internet at www.daimler.com/ir/am2014.

The Board of Management and the Supervisory Board recommend that the system of remuneration for the Board of Management members of Daimler AG applicable since the beginning of the financial year 2014 be approved.

7. Resolution on the election of new members of the Supervisory Board

At the close of the Annual Meeting of the shareholders on April 9, 2014, the period of office of Mr. Gerard Kleisterlee, Mr. Lloyd G. Trotter and Dr. h.c. Bernhard Walter as members of the Supervisory Board representing the shareholders will end.

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 Codetermination Act (Mitbestimmungsgesetz), the Supervisory Board is composed of ten members representing the shareholders and ten members representing the employees.

When electing the members of the Supervisory Board representing the shareholders, the Annual Meeting of the Shareholders is not bound by election proposals.

The following election proposals are based on the recommendations of the Nomination Committee of the Supervisory Board. The recommendations have been made 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

Dr.-Ing. Bernd Bohr, Stuttgart, former executive director of Robert Bosch GmbH,

Joe Kaeser, Arnbruck, Chairman of the Board of Management of Siemens AG, Berlin and Munich,

and

Dr. Ing. e.h. Dipl.-Ing. Bernd Pischetsrieder, Munich, former Chairman of the Board of Management of Volkswagen AG,

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.

The Supervisory Board elections are intended to be carried out by way of individual voting.

Dr.- Ing. Bernd Bohr is not a member of other supervisory boards to be established pursuant to statutory provisions. He holds an office in a comparable controlling body of the following commercial enterprise:

Formel D GmbH, Troisdorf.

Joe Kaeser is a member of the supervisory board to be established pursuant to statutory provisions of the company specified under a) below and holds offices in comparable foreign controlling bodies of the commercial enterprises specified under b) below:

- a) Allianz Deutschland AG, Munich
- b) NXP Semiconductors N. V., the Netherlands; Siemens Ltd, India

Dr. Ing. e.h. Dipl.-Ing. Bernd Pischetsrieder is a member of the supervisory board to be established pursuant to statutory provisions of the company specified under a) below and holds an office in a comparable foreign controlling body of the commercial enterprise specified under b) below:

- a) Münchener Rückversicherungs-Gesellschaft, Aktiengesellschaft in München (Chairman)
- b) Tetra-Laval International S.A. Group, Switzerland

In the appraisal of the Supervisory Board, none of the proposed candidates has personal or business relations subject to disclosure recommendations 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.

8. Resolution on the creation of a new Approved Capital 2014 (Genehmigtes Kapital 2014) and a related amendment to the Articles of Incorporation

The Approved Capital 2009 in the amount of up to €1,000,000,000.00, approved under Agenda item 11 by the Annual Meeting on 8 April 2009 and laid down in Article 3 Paragraph 2 of the Articles of Incorporation, is limited until 7 April 2014.

Therefore, a new Approved Capital 2014 is to be created.

The Board of Management and the Supervisory Board submit the following resolution for adoption:

- a) The Board of Management is authorized with the consent of the Supervisory Board to increase the Company's share capital in the period until April 8, 2019 by a total of €1,000,000,000.00, in one lump sum or by separate partial amounts at different times, by issuing new, registered no par value shares in exchange for cash and/or non-cash contributions (Approved Capital 2014). The new shares are generally to be offered to the shareholders for subscription (also in the way of indirect subscription pursuant to Section 186, Subsection 5, Sentence 1 of the German Stock Corporation Act (Aktien-gesetz)).

The Board of Management is, however, to be authorized with the consent of the Supervisory Board to exclude shareholders' subscription rights in the following cases:

- to exclude residual or fractional amounts from the subscription right;
- in the case of capital increases in exchange for non-cash contributions for the purpose of the (also indirect) acquisition of companies, parts of companies, participating interests in companies or other assets or claims to the acquisition of assets, including receivables from the Company or its group companies;

- to the extent necessary to grant holders of bonds with conversion or option rights/conversion or option obligations that were or will be issued by the Company or its direct or indirect subsidiaries a right to subscribe for new, registered no par value shares of the Company in the amount to which they would be entitled as shareholders after exercising their conversion rights or options/after fulfilment of conversion or option obligations;
- in the case of capital increases in exchange for cash contributions, if the issue price of the new shares is not significantly lower than the stock market price and the computational part of the shares issued with the exclusion of subscription rights pursuant to Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (Aktiengesetz) in the share capital does not exceed ten percent of the share capital – neither at the time when this authorization takes effect nor when it is exercised. This limit of ten percent of the Company’s share capital is to include shares (i) issued or sold during the period of this authorization with the exclusion of subscription rights under direct or indirect application of Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (Aktiengesetz) or (ii) issued or that may or have to be issued to honor bonds with conversion or warrant rights/conversion or warrant obligations if the bonds are issued with the exclusion of subscription rights after this authorization takes effect pursuant to Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (Aktiengesetz).

The computational part of the sum of shares issued according to this authorization upon exclusion of subscription rights in exchange for cash and/or non-cash contributions in the share capital must not exceed ten percent of the share capital at the time when this authorization takes effect. This limit is to include (i) shares issued or sold during the period of this authorization with the exclusion of subscription rights under direct or indirect application of Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (Aktiengesetz) or (ii) issued or that may or have to be issued to honor bonds with conversion or warrant rights/conversion or warrant obligations if the bonds are issued with the exclusion of subscription rights after this authorization takes effect pursuant to Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (Aktiengesetz).

The Board of Management is authorized with the consent of the Supervisory Board to stipulate the other details of the exercise of capital increases out of Approved Capital 2014.

- b) Article 3, Paragraph 2 of the Articles of Incorporation is reworded as follows:

“(2) The Board of Management is authorized with the consent of the Supervisory Board to increase the Company’s share capital in the period until April 8, 2019 by a total of €1,000,000,000.00, in one lump sum or by separate partial amounts at different times, by issuing new, registered no par value shares in exchange for cash and/or non-cash contributions (Approved Capital 2014). The new shares are generally to be offered to the shareholders for subscription (also in the way of indirect subscription pursuant to Section 186, Subsection 5, Sentence 1 of the German Stock Corporation Act (Aktiengesetz)).

The Board of Management is, however, authorized with the consent of the Supervisory Board to exclude shareholders' subscription rights in the following cases:

- to exclude residual of fractional amounts from the subscription right;
- in the case of capital increases in exchange for non-cash contributions for the purpose of the (also indirect) acquisition of companies, parts of companies, participating interests in companies or other assets or claims to the acquisition of assets, including receivables from the Company or its group companies;
- to the extent necessary to grant holders of bonds with conversion or option rights/conversion or option obligations that were or will be issued by the Company or its direct or indirect subsidiaries a right to subscribe for new, registered no par value shares of the Company in the amount to which they would be entitled as shareholders after exercising their conversion rights or options/after fulfillment of conversion or option obligations;
- in the case of capital increases in exchange for cash contributions, if the issue price of the new shares is not significantly lower than the stock market price and the computational part of the shares issued with the exclusion of subscription rights pursuant to Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (Aktiengesetz) in the share capital does not exceed ten percent of the share capital – neither at the time when this authorization takes effect nor when it is exercised. This limit of ten percent of the Company's share capital is to include shares (i) issued or sold during the period of this authorization with the exclusion of subscription rights under direct or indirect application of Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (Aktiengesetz) or (ii) issued or that may or have to be issued to honor bonds with conversion or warrant rights/conversion or warrant obligations if the bonds are issued with the exclusion of subscription rights after this authorization takes effect pursuant to Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (Aktiengesetz).

The computational part of the sum of shares issued according to this authorization upon exclusion of subscription rights in exchange for cash and/or non-cash contributions in the share capital must not exceed ten percent of the share capital at the time when this authorization takes effect. This limit is to include (i) shares issued or sold during the period of this authorization with the exclusion of subscription rights under direct or indirect application of Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (Aktiengesetz) or (ii) issued or that may or have to be issued to honor bonds with conversion or warrant rights/conversion or warrant obligations if the bonds are issued with the exclusion of subscription rights after this authorization takes effect pursuant to Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (Aktiengesetz).

The Board of Management is authorized with the consent of the Supervisory Board to stipulate the other details of the exercise of capital increases out of Approved Capital 2014.”

9. Resolution on the adjustment of the Supervisory Board remuneration and a related amendment to the Articles of Incorporation

The base salary of the members of the Supervisory Board of Daimler AG was last adjusted in 2008. In order to reflect the increased responsibility and strain associated with the assumption of additional functions within the Supervisory Board, the remuneration system then applicable depending solely on the function with the highest remuneration was converted to a capped additive system in 2011.

An adequate and appropriate Supervisory Board remuneration is an important contribution in the competition for outstanding personalities to be appointed on 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 remunerations of comparable companies, the Supervisory Board remuneration is to be adjusted in order to preserve its competitiveness.

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

- a) Article 10, Paragraph 1 of the Articles of Incorporation is reworded as follows:

“Article 10 (§ 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 €120,000.00 for each individual member. The Chairman of the Supervisory Board shall receive an additional €240,000.00; the Deputy Chairman of the Supervisory Board an additional €120,000.00. Members of the Audit Committee shall each receive an additional €60,000, the members of the Presidential Committee an additional €48,000 and the members of the other Supervisory Board committees an additional €24,000; in derogation of the above, the Chairman of the Audit Committee shall receive an additional €120,000. 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 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.

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.”

- b) Upon the amendment to the Articles of Incorporation pursuant to lit. a) of this Agenda item taking effect, the new rules regarding Supervisory Board remuneration shall be applicable for the first time to the fiscal year beginning on 1 January 2014.

10. Resolution on the approval of the conclusion of amendment agreements to existing control and profit transfer agreements with subsidiaries

The following control and profit transfer agreements exist between Daimler AG as controlling company and companies in the legal form of a limited liability company under German law (GmbH) in which Daimler AG is the sole shareholder:

- (1) Control and profit transfer agreement dated 14 November 2002 between Daimler AG (formerly HERKULES Neunundachtzigste Verwaltungsgesellschaft mbH) and Daimler Real Estate GmbH (formerly Vierte Vermögensverwaltungsgesellschaft Zeus mbH);
- (2) Control and profit transfer agreement dated 19 November 1998 between Daimler AG (formerly Daimler-Benz Aktiengesellschaft) and Daimler Vermögens- und Beteiligungsgesellschaft mbH (formerly Daimler-Benz Mobilien Gesellschaft mit beschränkter Haftung);
- (3) Control and profit transfer agreement dated 21 April 1989 between Daimler AG (formerly Daimler-Benz Aktiengesellschaft) and Mercedes-Benz Project Consult GmbH (formerly Daimler-Benz Project Consult Gesellschaft mit beschränkter Haftung);

- (4) Control and profit transfer agreement dated 21 April 1989 between Daimler AG (formerly Daimler-Benz Aktiengesellschaft) and Daimler Mitarbeiter Wohnfinanz GmbH (formerly Daimler-Benz Mitarbeiter Wohnfinanz Gesellschaft mit beschränkter Haftung);
- (5) Control and profit transfer agreement dated 15 December 2008/21 January 2009 between Daimler AG and EvoBus GmbH;
- (6) Control and profit transfer agreement dated 22 March 1992/30 April 1992 between Daimler AG (formerly AEG Aktiengesellschaft) and EHG Elektroholding GmbH (formerly AEG Electrotecnica Construction GmbH);
- (7) Control and profit transfer agreement dated 21 June 2000 between Daimler AG (formerly DaimlerChrysler AG) and Mercedes-Benz Accessories Gesellschaft mit beschränkter Haftung;
- (8) Control and profit transfer agreement dated 9 November 1999/10 November 1999 between Daimler AG (formerly Daimler-Chrysler AG) and Mercedes-Benz Ludwigsfelde GmbH (formerly DaimlerChrysler Ludwigsfelde Gesellschaft mit beschränkter Haftung);
- (9) Control and profit transfer agreement dated 6 August 2002/12 August 2002 between Daimler AG (formerly DaimlerChrysler AG) and Mercedes-Benz Vertriebsgesellschaft mbH (formerly DaimlerChrysler Vertriebsgesellschaft mit beschränkter Haftung);
- (10) Control and profit transfer agreement dated 30 November 1999/2 December 1999 between Daimler AG (formerly Micro Compact Car smart Gesellschaft mit beschränkter Haftung) and smart Vertriebs gmbh (formerly Micro Compact Car smart Vertriebs GmbH);
- (11) Control and profit transfer agreement dated 14 November 2002 between Daimler AG (formerly HERKULES Neunundachtzigste Verwaltungsgesellschaft mbH) and Daimler Group Services Berlin GmbH (formerly Erste Vermögensverwaltungsgesellschaft Zeus mbH);
- (12) Control and profit transfer agreement dated 14 November 2002 between Daimler AG (formerly HERKULES Neunundachtzigste Verwaltungsgesellschaft mbH) and Zweite Vermögensverwaltungsgesellschaft Zeus mbH;
- (13) Control and profit transfer agreement dated 9 September 2002 between Daimler AG (formerly Auto-Henne GmbH (München)) and CARS Technik & Logistik GmbH (formerly FGC Service GmbH);
- (14) Control and profit transfer agreement dated 15 December 1998 between Daimler AG (formerly Auto-Henne GmbH (München)) and Henne-Unimog GmbH (formerly Auto-Henne GmbH (Wiedemar));
- (15) Control and profit transfer agreement dated 20 July 2002/30 October 2002 between Daimler AG (formerly DCX.NET Holding Gesellschaft mit beschränkter Haftung) and Daimler TSS GmbH (formerly DaimlerChrysler Technical Sales Support Gesellschaft mit beschränkter Haftung).

Daimler AG and the subsidiaries (also called controlled companies “Organgesellschaften”) which are parties to the control and profit transfer agreements specified under (1) to (15) above intend to enter into amendment agreements to amend the provisions on loss assumption in these control and profit transfer agreements. Such amendments are required due to the German Act on the amendment and simplification of company taxation and the tax law on travel expenses (Gesetz zur Änderung und Vereinfachung der Unternehmensbesteuerung und des steuerlichen Reisekostenrechts) which came into force on 26 February 2013. This Act requires for the recognition of a tax-consolidated group for German corporation tax purposes (Körperschaftsteuerliche Organschaft) that profit transfer agreements with a limited liability company under German law (GmbH) as controlled company must contain a so-called ‘dynamic reference’ to the loss assumption obligation pursuant to Section 302 of the German Stock Corporation Act (Aktiengesetz) as amended from time to time. No other amendments to the control and profit transfer agreements specified under (1) to (15) above will be made in the amendment agreements.

The amendment agreements will contain substantially the following terms:

- The provisions on loss assumption will be amended to state that the provisions of Section 302 of the German Stock Corporation Act (Aktiengesetz) as amended from time to time shall apply accordingly.
- In any other respects, the provisions of the control and profit transfer agreements shall remain unchanged. The amendment to the provisions on loss assumption is subject to the approval by the Annual Meeting of Daimler AG and the shareholders' meeting of the other party to the respective agreement and will take retroactive effect from the beginning of the fiscal year of the subsidiary current at the time of registration of the amendment in the commercial register.

The Board of Management of Daimler AG and the respective managing directors of each of the subsidiaries which are parties to the amendment agreements to the control and profit transfer agreements specified under (1) to (15) above have issued a joint report pursuant to Sections 293 a and 295, Subsection 1, sentence 2 of the German Stock Corporation Act (Aktiengesetz) on the amendment agreement to the respective control and profit transfer agreement.

The joint reports, as well as the other documents to be published pursuant to Sections 293 f, Subsection 1 and 295, Subsection 1, sentence 2 of the German Stock Corporation Act (Aktiengesetz), will be available on the Internet at www.daimler.com/ir/am2014 and for inspection at the Company's premises,

Daimler AG
Mercedesstr. 137
70327 Stuttgart
Germany,

as from the date of convocation of the Annual Meeting. They will be made accessible also in the Annual Meeting.

The Board of Management and the Supervisory Board propose to approve the conclusion of the amendment agreements to the control and profit transfer agreements with

- a) Daimler Real Estate GmbH,
- b) Daimler Vermögens- und Beteiligungsgesellschaft mbH,
- c) Mercedes-Benz Project Consult GmbH,
- d) Daimler Mitarbeiter Wohnfinanz GmbH,
- e) EvoBus GmbH,
- f) EHG Elektroholding GmbH,
- g) Mercedes-Benz Accessories Gesellschaft mit beschränkter Haftung,
- h) Mercedes-Benz Ludwigsfelde GmbH,
- i) Mercedes-Benz Vertriebsgesellschaft mbH,
- j) smart Vertriebs gmbh,
- k) Daimler Group Services Berlin GmbH,
- l) Zweite Vermögensverwaltungsgesellschaft Zeus mbH,
- m) CARS Technik & Logistik GmbH,
- n) Henne-Unimog GmbH,
- o) Daimler TSS GmbH.

11. Resolution on the approval of agreements on the termination of existing control and profit transfer agreements and conclusion of new control and profit transfer agreements with subsidiaries

The amendments to the control and profit transfer agreements pursuant to Agenda item 10 shall be used as an opportunity to update and harmonize the control and profit transfer agreements specified under

(1) to (15)

and

- (16) the control and profit transfer agreement dated 30 April 1990 between Daimler AG (formerly Daimler-Benz Aktiengesellschaft) as the controlling company and Daimler Financial Services AG (formerly Daimler-Benz InterServices (debis) GmbH)

in the version changed pursuant to Agenda item 10 by way of termination of such agreements with effect as of 31 December 2014 and the conclusion of new control and profit transfer agreements with effect as of 1 January 2015.

Each agreement on the termination of an existing control and profit transfer agreement and conclusion of a new control and profit transfer agreement will contain substantially the following terms:

Pursuant to clause 1 of the agreement, the existing control and profit transfer agreement will be terminated with effect as of the end of the fiscal year 2014 (31 December 2014, 24:00 hours (midnight)).

Pursuant to clause 2 of the agreement, a new control and profit transfer agreement on substantially the following terms will be concluded:

- The subsidiary places the management of its company under the control of Daimler AG (clause 1 sub-clause 1 sentence 1 of the control and profit transfer agreement). Accordingly, Daimler AG is entitled without restrictions to give instructions to the executive directors of the subsidiary with respect to the management of the company (clause 1 sub-clause 1 sentence 2 of the control and profit transfer agreement). In addition, Daimler AG has the right to examine the subsidiary's books and balance sheets at any time during the contract period; the executive directors of the subsidiary are obliged to inform Daimler AG about all business affairs (clause 1 sub-clause 2 of the control and profit transfer agreement).
- The subsidiary undertakes to transfer, as from the beginning of the fiscal year 2015, its entire profits to Daimler AG in accordance with the more detailed provisions of Section 301 of the German Stock Corporation Act (Aktiengesetz) as amended from time to time (clause 2 sub-clause 1 of the control and profit transfer agreement). The subsidiary may, with the consent of Daimler AG, transfer amounts from the annual surplus into its retained earnings (Section 272, Subsection 3 of the German Commercial Code (Handelsgesetzbuch)) provided that this is permitted under commercial law and economically justified on the basis of a reasonable commercial assessment (clause 2 sub-clause 2 of the control and profit transfer agreement).
- Other retained earnings established in accordance with Section 272, Subsection 3 of the German Commercial Code (Handelsgesetzbuch) during the term of the control and profit transfer agreement may, to the extent permitted by law, be released and transferred as profit at the request of Daimler AG. Other reserves, profit carried forward and retained earnings from the period prior to the effective date of the agreement must not be transferred as profit to Daimler AG. The same applies to capital reserves irrespective of whether such capital reserves were established prior to or after the effective date of the agreement (clause 2 sub-clause 3 of the control and profit transfer agreement).
- The entitlement to the transfer of profits comes into existence by the end of the subsidiary's financial year and becomes due with value date at that time (clause 2 sub-clause 4 of the control and profit transfer agreement).
- In return, Daimler AG undertakes to compensate any losses of the subsidiary in accordance with the provisions of Section 302 of the German Stock Corporation Act (Aktiengesetz) as amended from time to time (clause 3 of the control and profit transfer agreement).
- The control and profit transfer agreement will be concluded subject to the approval by the Annual Meeting of Daimler AG and the shareholders' meeting or annual meeting of the respective subsidiary. It will become effective as of 1 January 2015, 00:00 hours (midnight) (clause 4 sub-clause 1 of the control and profit transfer agreement). The right to manage the subsidiary, in particular the right to give instructions pursuant to clause 1, shall not apply until the agreement has been registered in the commercial register for the subsidiary (clause 4 sub-clause 2 of the control and profit transfer agreement).

- The control and profit transfer agreement shall be in effect for an indefinite period of time. It may be terminated without cause by giving six month's notice with effect as of the end of the fiscal year of the subsidiary only but with effect not earlier than as of the end of the fiscal year upon the expiry of which the minimum term requirement (under the current legal situation five full years) for the recognition of a tax-consolidated group for German corporation and trade tax purposes (Körperschaft- und gewerbesteuerliche Organschaft) is satisfied (clause 4 sub-clause 3 of the control and profit transfer agreement).
- Both parties are entitled to terminate the control and profit transfer agreement for an important cause, in particular if, due to a sale of shares or due to other reasons, the conditions for a financial integration of the subsidiary into Daimler AG will be no longer met for tax purposes upon completion of the relevant measure, if Daimler AG contributes the shares held by it in the subsidiary to another company or in the event of a merger, demerger or liquidation of the subsidiary or Daimler AG (clause 4 sub-clause 4 of the control and profit transfer agreement).
- If the effectiveness or proper implementation of the contract is not or not fully recognized for tax purposes, the parties agree that the minimum term requirement of the contract stated in the context of the ordinary termination will only start on the first day of the financial year in which the requirements for the recognition of the contract's effectiveness or proper implementation for tax purposes are (again) first met (clause 4 sub-clause 5 of the control and profit transfer agreement).

Daimler AG directly holds 100% of the shares in all subsidiaries which are parties to the control and profit transfer agreements to be newly concluded in an updated version. Therefore, no provisions on compensation or settlement payments to outside shareholders need to be included in the control and profit transfer agreements.

The Board of Management of Daimler AG and the respective managing directors and management boards of each of the subsidiaries which are parties to the agreements on the termination of the existing control and profit transfer agreements specified under (1) to (16) above and the conclusion of new control and profit transfer agreements have issued a joint report pursuant to Section 293 a of the German Stock Corporation Act (Aktiengesetz) in which the agreement on the termination of the respective existing control and profit transfer agreement and the conclusion of a new control and profit transfer agreement is explained and justified. The joint reports, as well as the other documents to be published pursuant to Section 293 f, Subsection 1, Section 295, Subsection 1, sentence 2 of the German Stock Corporation Act (Aktiengesetz), will be available on the Internet at www.daimler.com/ir/am2014 and for inspection at the Company's premises,

Daimler AG
Mercedesstr. 137
70327 Stuttgart

as from the date of convocation of the Annual Meeting. They will be made accessible also in the Annual Meeting.

The Board of Management and the Supervisory Board propose to approve the conclusion of agreements on the termination of the existing control and profit transfer agreements and the conclusion of new control and profit transfer agreements with

- a) Daimler Real Estate GmbH,
- b) Daimler Vermögens- und Beteiligungsgesellschaft mbH,
- c) Mercedes-Benz Project Consult GmbH,
- d) Daimler Mitarbeiter Wohnfinanz GmbH,
- e) EvoBus GmbH,
- f) EHG Elektroholding GmbH,
- g) Mercedes-Benz Accessories Gesellschaft mit beschränkter Haftung,
- h) Mercedes-Benz Ludwigsfelde GmbH,
- i) Mercedes-Benz Vertriebsgesellschaft mbH,
- j) smart Vertriebs gmbh,
- k) Daimler Group Services Berlin GmbH,
- l) Zweite Vermögensverwaltungsgesellschaft Zeus mbH,
- m) CARS Technik & Logistik GmbH,
- n) Henne-Unimog GmbH,
- o) Daimler TSS GmbH,
- p) Daimler Financial Services AG.

Report to the Annual Meeting

Re Agenda item 8:

Report of the Board of Management on the exclusion of subscription rights in connection with the utilization of Approved Capital (Genehmigtes Kapital) pursuant to Section 203, Subsection 1 and Subsection 2, Sentence 2 in combination with Section 186, Subsection 4, Sentence 2 and Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (Aktiengesetz).

Overview

In Item 8 of the Agenda, the Board of Management and the Supervisory Board propose to the Annual Meeting the creation of an Approved Capital 2014 in an amount of up to €1,000,000,000.00.

The new Approved Capital 2014 is to replace the existing Approved Capital 2009, which is limited until April 7, 2014 and that the Company has not yet utilized.

Approved Capital 2014

Article 3, Paragraph 2 of the Company's Articles of Incorporation authorizes the Board of Management with the consent of the Supervisory Board to increase the Company's share capital in the period until April 7, 2014 by a total of €1,000,000,000.00 (Approved Capital 2009) in one lump sum or by several partial amounts at different times by issuing new, registered no par value shares in exchange for cash and/or non-cash contributions. The Board of Management is authorized with the consent of the Supervisory Board to exclude shareholders' subscription rights in certain specified cases.

The Approved Capital 2014 is to preserve a maximum possible flexibility in the Company's corporate financing. As decisions on covering capital requirements or exercising a strategic option generally have to be made at short notice, it is essential that the Company is capable of acting without undue delay. This need is reflected in German company law by the instrument of approved capital, which can have a volume of 50% of the total share capital. If fully utilized, the proposed volume of the Approved Capital 2014 with a pro-rated share in the share capital of up to €1,000,000,000.00 would correspond to an increase of the current share capital by approximately 32.6%.

This authorization puts the Company in a position to utilize market opportunities in its various divisions quickly and flexibly, and to cover a capital requirement at short notice if necessary.

In connection with the utilization of Approved Capital 2014, the shareholders generally have subscription rights. The new shares from a cash capital increase can also be acquired by banks or companies pursuant to Section 186, Subsection 5, Sentence 1 of the German Stock Corporation Act (Aktiengesetz) with the obligation to offer them to the shareholders for subscription (so-called indirect subscription right).

However, the Board of Management is to be authorized with the consent of the Supervisory Board to exclude shareholders' subscription rights in the following cases:

Exclusion of subscription rights in the case of residual or fractional amounts

The authorization to exclude subscription rights in the case of residual or fractional amounts serves to obtain a practicable subscription ratio with regard to the amount of the respective capital increase. Without excluding subscription rights for residual or fractional amounts, the technicalities of a capital increase would be made more difficult, especially with a capital increase in a round number. The residual numbers of shares excluded from shareholders' subscription rights will be either sold on the stock exchange or disposed of in another way to achieve the best possible proceeds for the Company. For this reason, the Board of Management and the Supervisory Board regard this authorization to exclude subscription rights as appropriate.

Exclusion of subscription rights in the case of capital increases in exchange for non-cash contributions

The Board of Management is also to be authorized with the consent of the Supervisory Board to exclude shareholders' subscription rights in the case of capital increases in exchange for non-cash contributions if this serves the purpose of (also indirectly) acquiring companies, parts of companies, equity interests in companies or other assets or claims to the acquisition of assets, including receivables from the Company or its group companies.

The Company is in global competition with other companies and must therefore be in a position at any time to act in the international and regional markets quickly and flexibly in the interests of its shareholders. This includes being able to acquire other companies, or parts of companies such as divisions, equity interests in companies, individual legal positions or other assets or claims to the acquisition of assets in order to improve its competitive situation. In light of the increasing consolidation also of those markets in which the Company is active, the Board of Management's ability to react flexibly and in the short term is particularly important, which is why, as a rule, a shareholder's meeting cannot be awaited in such cases. General practice and also the Company's previous experience in its markets show that owners of attractive objects for acquisition often demand voting shares of the acquiring company in return for their interests, in order to have an influence and to participate in the value to be added by the acquisition. Furthermore, the issue of shares can be useful or even required in order to save the Company's liquidity.

At the time of exercising the authorization, management will carefully review whether there is a reasonable relationship between the value of the new shares and the value of the consideration. The reduction in each shareholder's relative proportion of the Company's share capital and relative proportion of the voting rights caused by the exclusion of subscription rights in connection with a capital increase in exchange for non-cash contributions is therefore offset by the fact that the Group's expansion by way of a strengthened equity base is financed by third parties, and the existing shareholders – though with a lower proportionate share than before – participate in corporate growth that they would have to finance themselves if subscription rights were granted. Due to the Company's stock exchange listing, each shareholder also has the general possibility to increase his or her proportionate share of the Company's equity by purchasing additional shares on the stock market.

Exclusion of the subscription rights for outstanding options and warrant bonds

Further, the Board of Management shall be authorized, with the approval of the Supervisory Board, to exclude the subscription rights to the extent necessary to grant holders of bonds with conversion or option rights/conversion or option obligations that were or will be issued by the Company or its direct or indirect subsidiaries a right to subscribe for new, registered no par value shares of the Company in the amount to which they would be entitled as shareholders after exercising their conversion rights or options/after fulfilment of conversion or option obligations.

In order to place bonds more easily in the capital market, their issue conditions usually allow for protection against dilution. One possibility of protecting against dilution is that in an issue of shares in which the shareholders have subscription rights, the owners of bonds with conversion or option rights/conversion or option obligations also have the right to subscribe to new shares. They are thus put into a position as if they had made use of their option or conversion rights or as if the conversion or option obligations had already been fulfilled. As in this case, protection against dilution does not have to be secured by reducing the option or conversion price, a higher issue price can be achieved for the registered no par value shares to be issued upon exercise of conversion or option rights. This procedure is only possible, however, if the shareholders' subscription rights are excluded to that degree. As the placement of bonds with conversion or option rights/conversion or option obligations is facilitated by granting appropriate protection against dilution, the exclusion of shareholders' subscription rights serves the shareholders' interests in obtaining an optimal finance structure for their company.

Exclusion of subscription rights in the case of a capital increase in exchange for cash contribution

Furthermore, there shall be the possibility to exclude shareholders' subscription rights pursuant to Section 203, Subsection 2 in combination with Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (Aktiengesetz) in the case of capital increases in exchange for cash contributions, if the issue price of the new shares is not significantly lower than the stock market price and the computational part of the shares issued with the exclusion of subscription rights pursuant to Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (Aktiengesetz) in the share capital does not exceed ten percent of the share capital – neither at the time when this authorization takes effect nor when it is exercised.

This possibility to exclude shareholders' subscription rights is intended to enable the management to cover its needs for equity capital quickly and flexibly. By avoiding the subscription-rights procedure, which is both cost-intensive and time-consuming, the Board of Management is able to react to favorable market situations at short notice. Experience shows that such capital increases lead to higher flows of funds than comparable capital increases with subscription rights for shareholders due to the possibility to act faster, and also allow to attract new shareholder groups in Germany and abroad. When utilizing the authorization, the Board of Management will keep the discount as low as possible in accordance with the market conditions prevailing at the time of the placement. The divergence from the stock market price at the time of utilizing Approved Capital 2014 will in no case exceed five percent of the stock market price at that time.

The extent of a capital increase for cash contributions with the exclusion of shareholders' subscription rights pursuant to Section 203, Subsection 2 in combination with Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (Aktiengesetz) is also limited to ten percent of the share capital at the time when the authorization takes effect or, if lower, at the time when the authorization is exercised. The proposed resolution calls for this ten-percent limit to include shares issued or sold during the period of this authorization with the exclusion of subscription rights under direct or indirect application of Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (Aktiengesetz). Further, this limit of ten percent is to include also the shares issued or that may or have to be issued to honor bonds with conversion or warrant rights/conversion or warrant obligations if the bonds are issued with the exclusion of subscription rights after this authorization takes effect pursuant to Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (Aktiengesetz).

This imputation mechanism, in accordance with the provisions of Section 203, Subsection 2 in combination with Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (Aktiengesetz), reflects the shareholders' need for protection against dilution, by as far as possible maintaining their proportionate share of the Company's share capital also with a combination of capital measures and the sale of treasury shares and/or the issue of bonds. As the issue price for the new shares issued with simplified exclusion of subscription rights must be oriented towards the stock market price and the authorization is only of limited scope, the shareholders are also able to maintain their proportionate share of the Company's share capital and their proportionate voting rights by purchasing shares on the stock exchange. It is therefore ensured that, in accordance with the legal rationale of Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (Aktiengesetz), both the property rights and the voting rights are appropriately maintained when Approved Capital is utilized with the exclusion of subscription rights, while the Company is provided with additional scope for action in the interests of all shareholders.

Limitation of the total scope of capital increases upon exclusion of the subscription rights

The computational part of the sum of shares issued upon exclusion of subscription rights in exchange for cash and/or non-cash contributions, utilizing the Approved Capital 2014, in the share capital must not exceed ten percent of the share capital at the time when this authorization takes effect. This limit is to include (i) shares issued or sold during the period of this authorization with the exclusion of subscription rights under direct or indirect application of Section 186, Subsection 3 Sentence 4 of the German Stock Corporation Act (Aktiengesetz) as well as (ii) shares issued or that may or have to be issued to honor bonds with conversion or warrant rights/conversion or option obligations if the bonds are issued with the exclusion of subscription rights after this authorization takes effect pursuant to Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (Aktiengesetz).

Utilization of Approved Capital

Currently, there are no plans for the utilization of the Approved Capital. The Board of Management will in each individual case carefully examine whether or not to make use of one of the authorizations to carry out a capital increase with the exclusion of shareholders' subscription rights. It will only do so and the Supervisory Board will only grant its consent if, following a careful review, in the view of those boards it is in the interests of the Company and its shareholders to do so.

The Board of Management will inform the following meeting of the shareholders about any utilization of the Approved Capital 2014.

Total number of shares and voting rights

At the time of convening the Annual Meeting of the Shareholders, the Company's share capital is divided into 1,069,785,997 shares, each of which confers one vote to its holder. The Company holds no treasury shares at said time.

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 April 4, 2014.**

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 69 2222 34282
E-mail: daimler.service@rsgmbh.com

or as of March 11, 2014 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 April 4, 2014 since changes to the share register are not made for technical reasons from the end of April 4, 2014 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 April 4, 2014.

Due to the large number of expected attendees, based on previous experience, we can generally 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.

Details of the e-service for shareholders

The convocation of the Annual Meeting on April 9, 2014 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. The registration data for our e-service for shareholders, i.e., the shareholder's number and the individual access number, can be found on the reverse side of the letter of invitation sent by regular mail. With this data, shareholders using the e-service for shareholders can – as of March 11, 2014 – 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, or authorize and instruct the voting proxies appointed by the Company, cast their vote by absentee voting without attending the Annual Meeting, and withdraw or amend absentee votes and authorizations and instructions for the Company proxies if such votes are previously cast or authorized via the e-service for shareholders. Once again, shareholders who use the e-service for shareholders will have the possibility to print out their admission tickets themselves.

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.

Users of the e-service for shareholders who have already registered for the service can use their self-issued User ID and password.

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.

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 shareholder of its 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 April 4, 2014 (receipt); absentee votes timely received in such a manner can also be withdrawn or amended in advance of the Annual Meeting using these communication channels when received by the Company by 24:00 hours (midnight) on April 8, 2014.

Absentee votes can also be cast via the e-service for shareholders. Shareholders who timely notify the Company via the e-service for shareholders of their intention to attend the Annual Meeting may cast, withdraw or amend their absentee votes by this method 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 item 2 of the Agenda 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 fiscal year 2013.

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.

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, provided that the shareholder has timely notified the Company of its intention to attend the Annual Meeting via the e-service for shareholders. Proxy authorizations can then be granted by this same method until shortly before the start of voting on the day of the Annual Meeting, in any case until 12:00 hours (noon). Proxy authorizations granted via the e-service for shareholders can also be revoked by the same method 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 pads 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 by the following methods only:

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 April 4, 2014 (receipt) at the latest; proxy authorizations and voting instructions timely received that way can also be withdrawn or amended in advance of the Annual Meeting using these same methods when received by the Company by 24:00 hours (midnight) on April 8, 2014.

Proxy authorizations and voting instructions to Company proxies can also be issued via the e-service for shareholders. Shareholders who timely notify the Company via the e-service for shareholders of their intention to attend the Annual Meeting can issue, revoke or amend proxy authorizations and voting instructions to Company proxies by the same method 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 desks 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 each item of the Agenda and/or on any counter motions and election proposals made accessible before the Annual Meeting.

Even when authorized, the Company's voting proxies may not vote on any counter motions 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 item 2 of the Agenda 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 fiscal year 2013. 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.

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 15th Avenue
Brooklyn, NY 11219
Attn. Isaac Kagan
Fax No. (001) 718 765 8792.

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 (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 a reason or a proposed resolution. 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 March 9, 2014. Please send such requests to the following address:

Daimler AG
The Board of Management
Attn. Dr. Felix Herbold
Mercedesstr. 137
70327 Stuttgart
Germany

Pursuant to Section 122, Subsection 2 and Subsection 1 in conjunction with Section 142, Subsection 2, Sentence 2 of the German Stock Corporation Act (Aktiengesetz), shareholders making such requests must prove that they have held the required number of shares since at least 00:00 hours (midnight) on January 9, 2014.

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/am2014 and are communicated to shareholders entered in the share register.

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

Moreover, shareholders of the Company can submit counter motions to proposals of the Board of Management and/or Supervisory Board concerning certain items of the Agenda and can submit election proposals. Counter motions must be accompanied by a reason. Counter motions, election proposals and other inquiries from shareholders regarding the Annual Meeting are to be sent exclusively to:

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

or by e-mail to:
investor.relations@daimler.com.

Any counter motions and/or election proposals that are otherwise addressed 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 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).

We will publish counter motions and election proposals from shareholders that are required to be made accessible, including the shareholders' names and reasons that are to be made accessible, upon receipt, on the Internet at www.daimler.com/ir/am2014/motions.

Counter motions and election proposals relating to the items of the Agenda that are to be made accessible and are received at the addresses stated in the first paragraph of this section ("Counter motions and election proposals, Section 126, Subsection 1 and Section 127 of the German Stock Corporation Act (Aktiengesetz)") at least 14 days before the Annual Meeting, i.e., by 24:00 hours (midnight) on March 25, 2014, will be taken into consideration. Any statements of position by the Management will also be published at the same Internet address.

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 subject matter included in the Agenda to be made.

Explanation of shareholders' rights

Explanations regarding 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/am2014.

Information and documentation for the Annual Meeting

Information and documentation pursuant to Section 124 a of the German Stock Corporation Act (Aktiengesetz), including the convocation of the Annual Meeting and the Annual Report 2013, the report of the Board of Management on Agenda item 8, the documents on Agenda items 10 and 11 to be made accessible pursuant to Section 293 f, Section 295 Subsection 1 Sentence 2 of the German Stock Corporation Act (Aktiengesetz), shareholder motions to be made accessible and further information about the Annual Meeting and on the persons proposed for election as members of the Supervisory Board under Agenda item 7 is available on the Internet at www.daimler.com/ir/am2014 as from the date of convocation of the Annual Meeting. Furthermore, the aforementioned documents are now available for inspection at the Company's premises,

Daimler AG
Mercedesstr. 137
70327 Stuttgart
Germany.

All information that is required to be made accessible to the Annual Meeting by law will be accessible also at the Annual Meeting.

Internet Broadcast of the Annual General Meeting

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/am2014. 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 26, 2014.

Stuttgart, February 2014

Daimler AG
The Board of Management

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. 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

Publications for our shareholders:

- Annual Report (German, English)
- Interim Reports for the 1st, 2nd and 3rd quarters (German, English)
- Sustainability Report (German, English)
- Brochure: Company Profile (German, English)

www.daimler.com/ir/reports

www.daimler.com/downloads/en

The company financial statements of Daimler AG were prepared in accordance with German accounting principles; the consolidated financial statements and the combined management report for Daimler AG and the Daimler Group were prepared in accordance with the International Financial Reporting Standards (IFRS). Both sets of financial statements and the management report were audited by KPMG AG Wirtschaftsprüfungsgesellschaft and an unqualified audit opinion was issued thereon.

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

Daimler AG

70546 Stuttgart

Phone +49 711 17 0

Fax +49 711 17 22244

www.daimler.com

www.daimler.mobi

Investor Relations

Phone +49 711 17 95277

+49 711 17 92261

+49 711 17 95256

Fax +49 711 17 94075

ir.dai@daimler.com

Financial Calendar 2014

Annual Press Conference

February 6, 2014

Analysts' and Investors' Conference

February 7, 2014

Presentation of the Annual Report 2013

February 21, 2014

Annual Meeting

Messe Berlin

April 9, 2014

10:00 a.m. CEST | 4:00 a.m. EST

Interim Report Q1 2014

April 30, 2014

Interim Report Q2 2014

July 23, 2014

Interim Report Q3 2014

October 23, 2014

As we cannot rule out changes of dates,
we recommend checking them on the Internet
at www.daimler.com/ir/calendar.

Daimler AG
Mercedesstr. 137
70327 Stuttgart, Germany
www.daimler.com
www.daimler.mobi