DAIMLER AG

GOVERNANCE PRESENTATION

March 2021

(update of the February version)



DISCLAIMER

This document contains forward-looking statements that reflect our current views about future events. The words "anticipate," "assume," "believe," "estimate," "expect," "intend," "may," "can," "could," "plan," "project," "should" and similar expressions are used to identify forwardlooking statements. These statements are subject to many risks and uncertainties, including an adverse development of global economic conditions, in particular a decline of demand in our most important markets; a deterioration of our refinancing possibilities on the credit and financial markets; events of force majeure including natural disasters, pandemics, acts of terrorism, political unrest, armed conflicts, industrial accidents and their effects on our sales, purchasing, production or financial services activities; changes in currency exchange rates, customs and foreign trade provisions; a shift in consumer preferences towards smaller, lower-margin vehicles; a possible lack of acceptance of our products or services which limits our ability to achieve prices and adequately utilize our production capacities; price increases for fuel or raw materials; disruption of production due to shortages of materials, labor strikes or supplier insolvencies; a decline in resale prices of used vehicles; the effective implementation of cost-reduction and efficiency-optimization measures; the business outlook for companies in which we hold a significant equity interest; the successful implementation of strategic cooperations and joint ventures; changes in laws, regulations and government policies, particularly those relating to vehicle emissions, fuel economy and safety; the resolution of pending government investigations or of investigations requested by governments and the conclusion of pending or threatened future legal proceedings; and other risks and uncertainties, some of which are described under the heading "Risk and Opportunity Report" in the current Annual Report. If any of these risks and uncertainties materializes or if the assumptions underlying any of our forward-looking statements prove to be incorrect, the actual results may be materially different from those we express or imply by such statements. We do not intend or assume any obligation to update these forward-looking statements since they are based solely on the circumstances at the date of publication.

SUPERVISORY BOARD ACTIVITIES 2020

COVID-19 pandemic

- Oversight on COVID-19 pandemic impact as well as on the status of mitigating measures taken
- **Voluntary waiver** by the Supervisory Board of 20% of the fixed compensation and meeting attendance fee in the period April 1 to December 31, 2020.

Proceedings

- Approval of Board of Management's decision on the settlement of a securities class action relating to diesel exhaust emissions in the United States
- Approval of Board of Management's decision on the settlement of governmental and civil-law proceedings in the United States relating to diesel exhaust emissions

Strategy & Restructuring

- Approval of refocused Strategy at Mercedes-Benz: MOVE transformation, reduction of product-related complexity, modular architecture & electric-first policy
- Approval of cooperation with the Zhejiang Geely Holding Group on the development of a highly efficient next-generation drive system for hybrid applications
- Approval of the sale of the car plant in Hambach, France, by transferring all shares in smart France S.A.S. to INEOS Automotive
- Approval of the related business plan for the years 2021 through 2025, and the measures derived to achieve the targeted profitability (e.g. investment plan for the ongoing transformation towards electrification and digitization with more than €70 billion investment in research and development and in property, plant and equipment)



RESOLUTION OF DIESEL PROCEEDINGS **SETTLEMENTS**

- In the interest of a future-orientated business strategy, the Supervisory Board attaches great importance to the resolution of the diesel emissions matter.
- The matter has been on the agenda of nearly every Supervisory Board meeting. Its members devote substantial attention thereto. For years, it has instructed its own independent legal counsel to closely monitor and analyze all aspects of this matter. Highlighting its importance, the Supervisory Board has entrusted six of its members in the Committee for Legal Affairs with intensifying its supervision. The Supervisory Board devotes high attention to ensuring the **continuous provision** of all relevant information from a wide variety of sources.
- With the settlements in the United States, Daimler has taken important steps toward resolving the diesel emissions matter and has created considerable legal certainty in this important market. The settlements and their stipulations are the result of transparent communications with relevant authorities that safeguard the rights of the company. They are expected to enter into force, following formal court approval.
- According to the unanimous opinion of the experts involved, the company has achieved a reasonable outcome under the complex regulatory circumstances. Leading up to and during negotiations, the Supervisory Board assessed the proposals.



RESOLUTION OF DIESEL PROCEEDINGS **SETTLEMENTS**

- Based on its independent evaluation of the settlement documentation and opinions rendered by leading experts, the Supervisory Board unanimously concluded that the settlements are in the best interests of the company. Daimler continues to pursue other proceedings to achieve further legal certainty in the future.
- The role of the Supervisory Board is highlighted by the fact that the **Committee for Legal Affairs** has been entrusted with monitoring the implementation of the U.S. regulatory settlement.
- At the same time, the company continuously advances its **state-of-the-art technical compliance** management system. An independent auditing company recently certified its appropriateness, implementation and effectiveness with regard to emissions topics.
- An additional focus lies on determining **Management Board responsibility**. The Supervisory Board continues to examine in detail what led to the diesel emissions matter and, in accordance with its legal obligations, is analyzing whether appropriate measures were omitted at Management Board level. This ongoing assessment is being conducted with great accuracy to provide the Supervisory Board with robust information for its further decisions.
- The Supervisory Board has determined that potential claims will not be subject to the statute of limitation in the near future. With these measures, the **Supervisory Board is fully performing its** supervision tasks under stock corporation law.



DIESEL EMISSIONS MATTER

STATEMENT ON THE DUTIES OF THE **SUPERVISORY BOARD**

prepared for the Supervisory Board of Daimler AG by Prof. Dr. Roland Steinmeyer

The Supervisory Board of Daimler AG ("Daimler" or the "Company") has retained Morrison & Foerster LLP ("Morrison Foerster") as legal expert (Section 111 paragraph 2 sentence 2 German Stock Corporation Act (Aktiengesetz: "AktG")) to assist and advise the Supervisory Board in a comprehensive and intensive manner with regard to regulatory, criminal and civil law proceedings in Germany and abroad involving diesel exhaust emissions of Mercedes-Benz vehicles ("Diesel Emissions Matter"). Morrison Foerster is continuously being provided with the relevant information pertaining to the Diesel Emissions Matter and renders independent expert legal advice.

This statement summarizes the measures taken by the Supervisory Board since the beginning of the Diesel **Emissions Matter**:

- 1. The Supervisory Board comprehensively and regularly supervises the Management Board with respect to all developments and measures.
- a) The Supervisory Board is provided with all relevant information including enquiries and requests by public authorities, civil claims asserted by private plaintiffs, questions relating to the diesel technology used in Mercedes-Benz vehicles and potential regulatory and criminal implications, as well as the Company's responses and mitigation measures. This includes periodic and ad hoc briefings by Management Board members and senior employees in Supervisory Board meetings. The Chairman of the Supervisory Board dedicates significant time and resources to this matter.
- b) The six members of the Committee for Legal Affairs of the Supervisory Board ("LAC"), including the Chairman and the Vice Chairman of the Supervisory Board, pay close attention to the Diesel Emissions Matter. In its separate meetings, the LAC discusses and assesses all information and developments in detail and coordinates the acts of the Supervisory Board.



DIESEL EMISSIONS MATTER

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- c) The Supervisory Board has determined that significant decisions in connection with the Diesel Emissions Matter are subject to its prior consent and approval. This includes decisions by the Management Board to enter into settlements with public authorities or civil plaintiffs leading to, inter alia, payment obligations. With regard to these settlements and other material decisions, the Management Board is advised by highly experienced and esteemed external legal counsel. The Supervisory Board exercised its approval right before Daimler accepted a fine notice by German authorities and before Daimler entered into settlements with U.S. authorities and U.S. class action plaintiffs. During each approval process, the Supervisory Board analyzed expert opinions and memoranda prepared by and for the Management Board. In addition, Morrison Foerster provided independent legal assessments as to whether these decisions were in the best interests of the Company.
- d) The Supervisory Board closely monitors the advancement of Daimler's state-of-the-art technical compliance management system ("tCMS"). The robustness of the tCMS is verified by the Company on an annual basis. The tCMS was independently and externally assessed by a renowned auditing company, which certified appropriateness, implementation and effectiveness of the system with a focus on emissions topics.
- The Supervisory Board's supervision extends to post-settlement obligations that Daimler has assumed as part of its settlement with the U.S. authorities in lieu of an external monitorship. The LAC supervises the Management Board and its post-settlement audit team in the fulfilment of these obligations. In addition to both periodic and ad hoc reports, the LAC is to receive annual audit plans and annual audit reports prior to their adoption and may make changes. The LAC is supported and advised by an independent external compliance consultant.



DIESEL EMISSIONS MATTER

STATEMENT ON THE DUTIES OF THE **SUPERVISORY BOARD**

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- 2. The Supervisory Board is thoroughly addressing and examining current and past events at Management Board level underlying and potentially giving rise to the Diesel Emissions Matter to determine potential liability of Management Board members. The Supervisory Board is guided by the legal principles developed by the II. Senate of the German Federal Court of Justice (Bundesgerichtshof) in its "ARAG/Garmenbeck" ruling of 21 April 1997 (case no. II ZR 175/95) regarding the corporate law duties of the supervisory board in connection with the assessment of the existence and the enforcement of damages claims of the company against current or former members of the management board.
 - a) In accordance with these principles, the Supervisory Board resolved in 2018 to examine in detail the past and current organizational structure of the company divisions relevant for the Diesel Emissions Matter, as well as the selection, instruction and monitoring of employees by the Management Board during the relevant time periods. The Supervisory Board has commissioned Morrison Foerster as legal expert (Section 111 paragraph 2 sentence 2 AktG) to conduct a thorough analysis of all facts and legal aspects relevant to determine a potential liability of Management Board members, to report to the Supervisory Board about the results of the analysis and, as the case may be, on any further relevant appropriate measures.
 - b) The assessment of relevant facts includes the review of company documents and personal emails going back to the year 2005, of files of the various proceedings and litigation, as well as interviews. The facts cover an extended time period, a large number of individuals and company divisions, and multiple jurisdictions with specific legal regimes relevant to the Diesel Emissions Matter. The process of information collection and factual assessment is ongoing.



DIESEL EMISSIONS MATTER STATEMENT ON THE DUTIES OF THE SUPERVISORY BOARD

prepared for the Supervisory Board of Daimler AG by Prof. Dr. Roland Steinmeyer

- c) The assessment of Management Board liability is being conducted in a thorough manner to ensure a reliable, smooth and predictable enforcement of potential claims. The Supervisory Board's priority lies on exhausting all potential information sources to serve as basis of legally and factually robust conclusions. The assessment will be concluded in a timely manner without jeopardizing the enforceability of potential claims. The Supervisory Board continuously monitors potential statute of limitation periods and has determined that potential claims will not be subject to the statute of limitation in the near future.
- 3. In our role as legal expert (Section 111 paragraph 2 sentence 2 AktG), we conclude that the Supervisory Board has been in full compliance with its corporate law duties.

Berlin, 17 February 2021

Prof. Dr. Roland Steinmeyer

ANNUAL GENERAL MEETING 2021 AGENDA

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

Resolution on the allocation of distributable profit

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

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

Resolution on the appointment of the auditor, group auditor and conversion auditor

- a) 2021 financial year including interim financial statements
- b) interim financial statements for the 2022 financial year until the ordinary Annual Meeting 2022
- c) closing balance required pursuant to the German Transformation Act

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Resolution on elections to the Supervisory Board

- a) Elizabeth Centoni
- b) Ben van Beurden
- c) Dr. Martin Brudermüller

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

(applies only to the remuneration of the members and the Chairman of the Legal Affairs Committee (Ausschuss für Rechtsangelegenheiten))

Resolution on the **amendment to Article 9** of the Articles of Incorporation

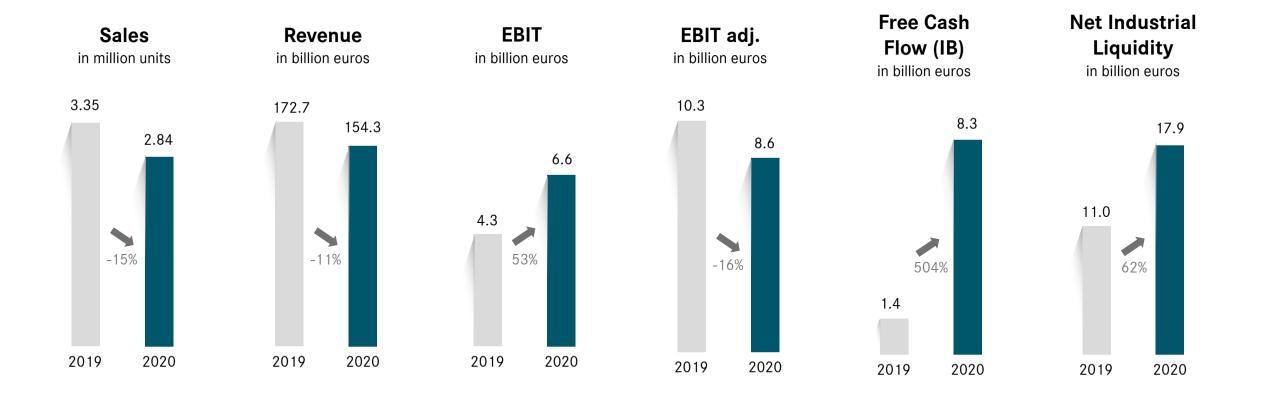
Resolution on further amendments to the Articles of Incorporation



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DAIMLER GROUP KEY FIGURES FY 2020



DAIMLER GROUP **DIVIDEND PROPOSAL AGM 2021**

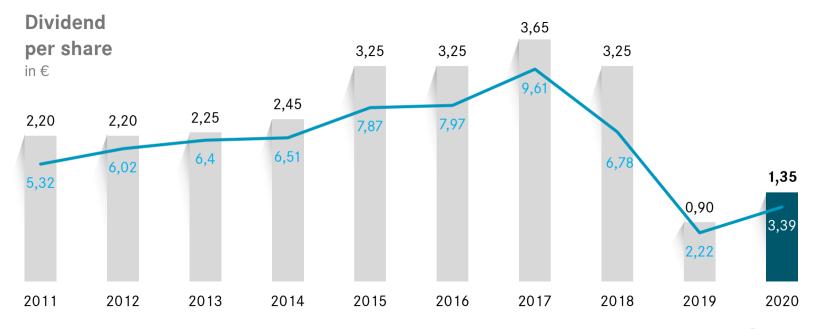
- Our dividend policy targets a payout ratio of 40% covered by the Free Cash Flow of the industrial business, which we consider a fair balance of stakeholder interests.
- The Free Cash Flow requirement improves the sustainability and ensures that the dividend payout does not weaken our balance sheet. We regularly monitor the payout ratios of our DAX and automotive peer groups in comparison to our policy.
- Despite the COVID-19 pandemic related challenges in 2020 the company has delivered good financial results and especially a strong industrial Free Cash Flow without taking governmental subsidies. Daimler AG has a very solid balance sheet with a strong net industrial liquidity of almost 18 billion € end of 2020.
- At the Annual Shareholders' Meeting, the Board of Management and the Supervisory Board will propose the distribution of a dividend of 1 euro and 35 cents per share, which is in line with our policy.
- This is consistent with capital market expectations reflecting the challenging business environment in 2020.





DAIMLER GROUP **DIVIDEND DEVELOPMENT**





Earnings per share in €

Proposal AGM 2021

ANNUAL GENERAL MEETING 2021 APPOINTMENT OF THE AUDITOR

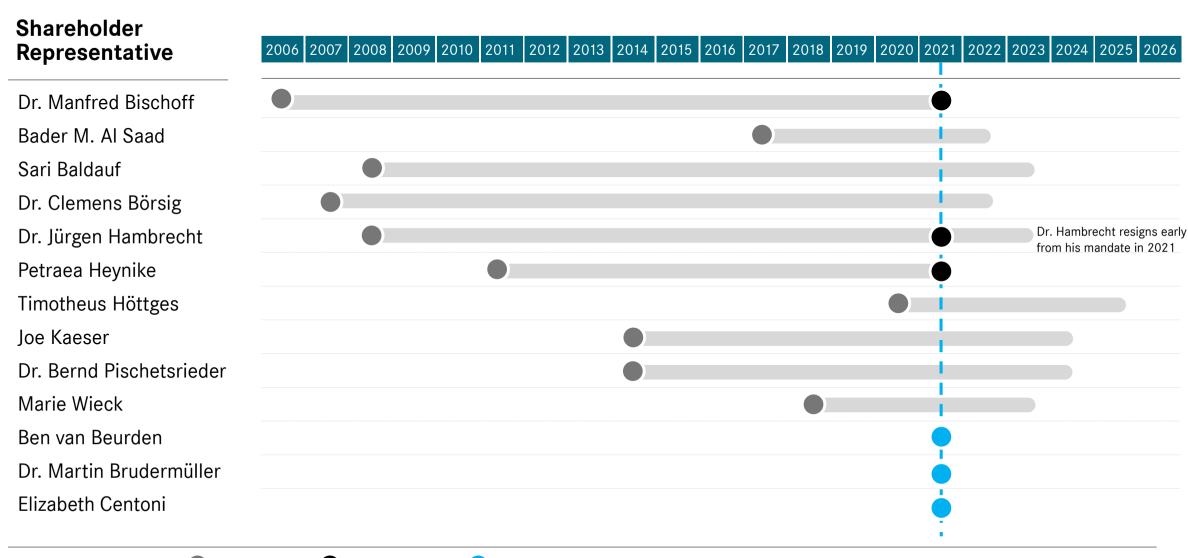
- As a result of many years' experience as auditors of medium-sized and international companies, KPMG has extensive knowledge of the automotive industry.
- The Audit Committee and Supervisory Board are of the opinion that KPMG performs very well as an independent auditor. The Audit Committee regularly carries out its own analyses to satisfy itself of the quality, quality assurance systems and independence of KPMG.
- The Audit Committee and Supervisory Board discuss the proposal for the appointment of the auditor on the basis of these analyses every year and on this basis propose KPMG once again as auditor for the 2021 financial year.
- A selection and proposal process in accordance with Section 318 (1a) of the German Commercial Code (HGB) implemented as part of the EU Regulation on Auditors will take place for the first time - depending on the decision to be made annually - at the latest for the appointment of the auditor for the 2024 financial year.
- The KPMG organization will change the auditors responsible for the audit of Daimler AG in accordance with legal requirements - after a maximum of seven consecutive years. Accordingly, the currently responsible lead partner will be the responsible auditor for the last time for the audit for the 2020 financial year.
- On the condition that KPMG AG Wirtschaftsprüfungsgesellschaft is elected by the Annual General Meeting as auditor for the financial year 2021, Mr. Alexander Bock will be responsible as auditor for the financial year 2021 as of the limited review of the quarterly financial statements as of 31 March 2021, who will also be responsible for the audits of the annual and consolidated financial statements of Daimler AG for the 2021 financial year.



SUPERVISORY BOARD TENURES



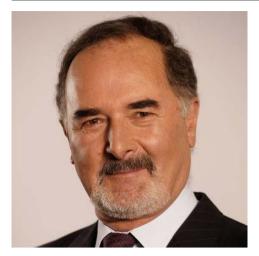
STAGGERED TERMS OF SHAREHOLDER REPRESENTATIVES



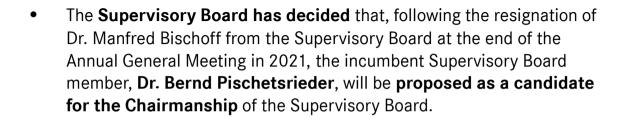
SUPERVISORY BOARD COMPOSITION PROPOSAL FOR NEW CHAIRMAN

Dr. Bernd Pischetsrieder

Former Chairman of the Supervisory Board of Münchener Rückversicherungs-Gesellschaft Aktiengesellschaft in München



Gender: Male
Age: 73
Education: Mechanical engineering
Independence: YES
Internationality: German
Mandates: 1

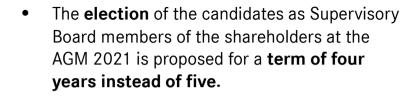


- Bernd Pischetsrieder is a manager with unique automotive experience and broad and deep knowledge in the fields of electric drive train technology and car digitization.
- As an engineer, he has already worked closely with and supported the Board of Management in all technological challenges in the past.
- In addition, he has extensive experience in co-determined companies and the right mindset to help guide the company into the future.



SUPERVISORY BOARD COMPOSITION **TERM OF MANDATES**





 By doing so, our aim is to meet the expectations of many investors, as well as the requirements of modern corporate governance.



SUPERVISORY BOARD COMPOSITION PROPOSALS FOR NEW CANDIDATES



Elizabeth Centoni

Senior Vice President, Chief Strategy Officer and GM, Applications, Cisco Systems Inc.



Gender: Female
Age: 56
Education: B.Sc. in Chemistry & M.B.A.
Internationality: US American
Independence: YES
Mandates: 1

Ben van Beurden

Chief Executive Officer, Royal Dutch Shell plc



Gender:	Male
Age:	62
Education:	Chemical Engineering
Internationality:	Dutch
Independence:	YES
Mandates:	0

Dr. Martin Brudermüller

Chairman of the Board of Executive Directors, BASF SE



Gender:	Male
Age:	59
Education:	Doctorate in Chemistry
Internationality:	German
Independence:	YES
Mandates:	0

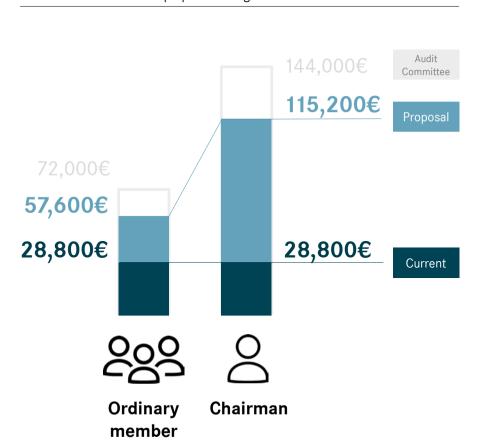
- Nomination committee succeeded in gaining three outstanding company leaders for the successors of Petraea Heynike, Dr. Jürgen Hambrecht and Dr. Manfred Bischoff
- Support of two renowned personnel consultancies; based on Supervisory Board's requirement profile
- Candidates with extensive experience in digitization, software, electrochemistry and energy, as well as internationalization and transformation covering key areas of activity for Daimler's future
- Ben van Beurden and Dr. Martin Brudermueller – no other mandate on statutory supervisory boards or comparable supervisory bodies other than the intended mandate on the Daimler Supervisory Board
- Elizabeth Centoni member of the Board of Directors of the publicly listed Ingersoll Rand Inc.; no other comparable mandates

LEGAL AFFAIRS COMMITTEE

PROPOSAL FOR CHANGE IN REMUNERATION

Legal Affairs Committee

Current remuneration and proposed changes



- Legal Affairs Committee was assigned **further** tasks and decision-making authority with regard to the execution of the obligations assumed in the settlement reached in 2020 with various U.S. authorities to end regulatory proceedings relating to alleged violations of U.S. and California environmental laws in connection with exhaust emissions
- Adjustment of the additional function-related compensation for the chair and membership of the Legal Affairs Committee to €115,200.00 and €57,600.00 respectively with effect from January 1, 2021 due to associated significant increase in the scope of work



AMENDMENT TO ARTICLES OF INCORPORATION JURISDICTION CLAUSE

Update March 2021

- A uniform place of jurisdiction at the Company's registered office for disputes between shareholders and the Company, in particular in connection with capital market information, has a number of advantages.
- By bundling legal disputes at the issuer's registered office, a jurisdiction clause helps to prevent fragmentation of jurisdiction and to ensure uniform decisions. Disputes are decided by qualified judges in accordance with the applicable German law and the German Code of Civil Procedure.
- The **Company saves important resources** in the form of personnel deployment and costs incurred in connections with legal disputes (possibly in parallel in several jurisdictions) abroad, which ultimately **affect the shareholders economically**.
- Statutory jurisdiction clauses are **permitted under stock corporation law** and **common among many DAX issuers** that have an international shareholder base.
- The purpose of the jurisdiction clause is to ensure a uniform jurisdiction at the place which is best suited: the registered office of the Company.



SUPERVISORY BOARD **DEDUCTIBLE IN D&O POLICY**

- Section 3.8 (3) of the **German Corporate Governance Code** (GCGC) **2017** recommended a **deductible in any D & O policy for members of the Supervisory Board** similar to the deductible legally required for members of the Board of Management (at least 1.5x of annual fixed remuneration).
- Deviation from that recommendation was widespread. Daimler, too, declared such deviation.
- A deductible for Supervisory Board members does **not** represent a **suitable** instrument **to increase the sense of responsibility and the motivation** of the Supervisory Board members.
- Government Commission responded to this argument and to broad market practice not providing for a deductible for members of the Supervisory Board by consciously **deleting the**recommendation from the GCGC 2019.
- Market practice plays an important role in competing for outstanding individuals to fill positions
 on the Supervisory Board and thus in obtaining the best possible monitoring of and advice for the
 Board of Management. These factors in turn are a prerequisite for the long-term success of the
 Company.
- Therefore, the Company considers forgoing a Supervisory Board's deductible in the interest of the company.



ANNUAL GENERAL MEETING 2021 INTERACTION WITH SHAREHOLDERS **UNDER COVID-19 CIRCUMSTANCES**

- Daimler held its 2020 shareholders' meeting virtually, in accordance with the German COVID-19 Act.
- Although the Act, effective at the time, only provided for the opportunity and not the right of shareholders to ask questions, **Daimler answered all shareholders' questions** duly filed upfront with reference to the items of the agenda.
- Beyond that, Daimler voluntarily considered shareholder counter-motions that needed to be made accessible to have been made in the Annual General Meeting (AGM).
- As for the 2021 ordinary shareholders meeting, the German COVID-19 Act was amended to strengthen shareholders' rights, i.e., by transforming the opportunity to ask questions into a right up to one day before the AGM.
- In order to facilitate execution of this right, Daimler will publish the key messages of the speeches of the CEO and the Chairman before the deadline to file questions.
- Moreover, Daimler will offer to disclose shareholders' video statements duly filed via the eservice for shareholders.



ANNUAL GENERAL MEETING 2020 VOTING RESULTS AND CONCLUSIONS

88.45%

Ratification of Supervisory Board members' actions in the 2019 financial year

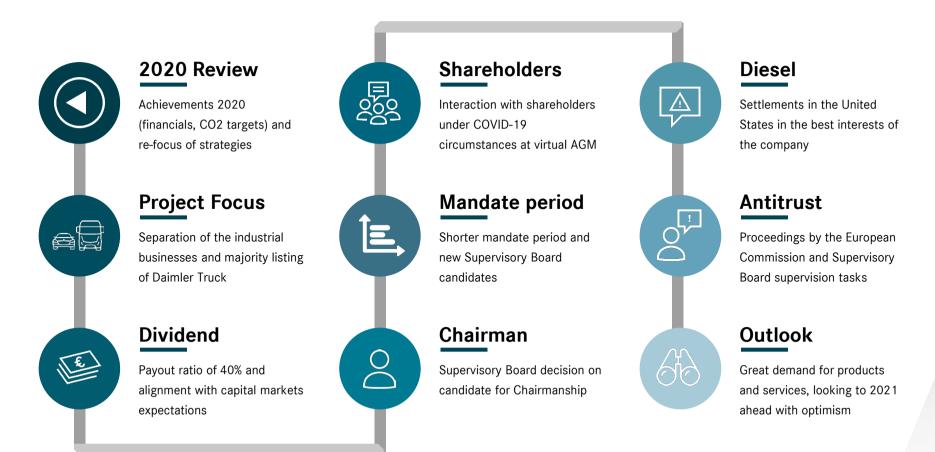
Reasons named by investors: concerns about progress on **climate-related risk reporting**

- On July 03rd, 2020 Daimler AG published a
 TCFD cross reference table on its website
 mapping the TCFD recommendations to the
 relevant pages in its 2019 annual and
 sustainability reports and its CDP climate
 questionnaire response.
- The TCFD cross reference table **will be published annually** ahead of AGM.
- In this context we will also **disclose according to SASB** ahead of AGM 2021.



ANNUAL GENERAL MEETING 2021 CHAIRMAN'S LETTER

The Chairman's Letter of Daimler AG will be publicly available ahead of AGM and summarizes the <u>key topics</u> for the AGM 2021 from the perspective of the Supervisory Board for our shareholders.



SUSTAINABILITY INTEGRAL PART OF DIVISIONAL BUSINESS STRATEGIES

SUSTAINABILITY



Daimler Truck AG Strategy

Daimler AG



Daimler Mobility AG Strategy





AMBITION 2039

- We are fully committed to the goals of the Paris Climate Agreement and defined a roadmap to get there at an early stage with our Ambition 2039.
- We are involved in inter-company initiatives aiming for CO₂ neutrality ten years earlier than Paris actually plans.
- We are ready to play our part, but politics has to play its part too by ensuring that these goals can be achieved – infrastructure, green electricity, charging stations and distribution networks.



New vehicles in Europe,
Japan and North
America will be CO2
neutral in operation
(tank-to-wheel) by
2039

We are striving for a CO2-neutral production in all our plants and business divisions by 2039



SUSTAINABILITY SUSTAINABLE VALUE FOR ALL STAKEHOLDER GROUPS





STRATEGY MERCEDES-BENZ CARS

We will build the world's most desirable cars

Think

and act like a luxury brand

Focus

on profitable growth

Expand

customer base by growing sub-brands

Lead

in electric drive and car software

Embrace

customers and grow recurrent revenues

Lower

cost base and improve industrial footprint

Sustainability as a guiding principle

Driven by a highly qualified and motivated team



STRATEGY MERCEDES-BENZ VANS

We exceed customers' expectations with the most desirable vans & services

Target

premium segments Focus

on profitable growth

Lower

operating costs

Lead

in electric drive and digitization **Embrace**

customers and grow recurrent revenues

4% revenue growth and 8% return on sales, supported by a refocused cost structure

Economic, environmental and social sustainability as a guiding principle

Driven by a highly qualified and motivated team



STRATEGY **DAIMLER TRUCK AG**

We add value for our customers

Lead globally

Grow services

Differentiate by technologies

Focus on core business

Lean organization

People & culture

Partnerships



STRATEGY **DAIMLER MOBILITY**

WE MOVE YOU! We inspire our customers with best-in-class financial and mobility services – intuitive, flexible and fully digital

Drive transformation

Establish online sales Offer flexible products Speed up e-mobility

Increase efficiency

Automate and bundle ops Simplify product range Create lean organization

Boost the business

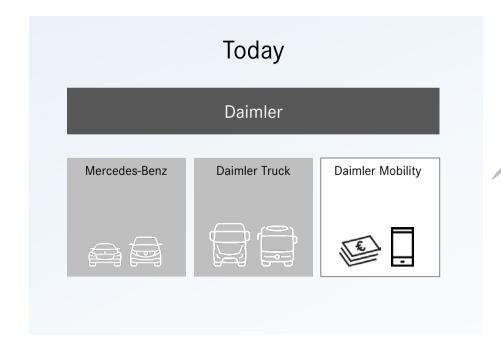
Push penetration Accelerate retention Grow used-car portfolio

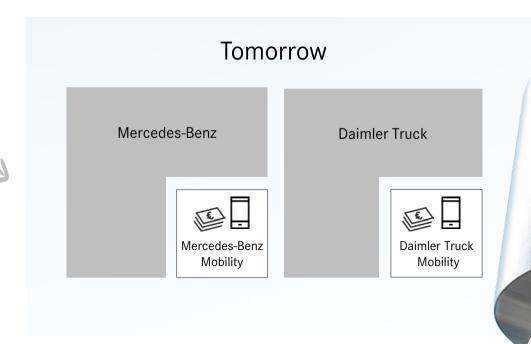
Strengthen our culture

Ensure people focus Safeguard best skills Live core values



PROJECT FOCUS SEPARATION OF INDUSTRIAL BUSINESSES AND MAJORITY LISTING OF DAIMLER TRUCK





Schematic presentation

PROJECT FOCUS WHY ARE WE PROPOSING THIS?

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

