

DAIMLER

**Annual Meeting of the Shareholders of Daimler AG, Stuttgart,
on Wednesday, May 22, 2019, at 10:00 a.m.
at the Messe Berlin, Gate 25 (access P18), Halls 26 and 25
Jafféstraße 2, 14055 Berlin, Germany**

**Notes on 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*)***

Convocation of shareholders' meeting already contains 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*). The remarks hereinafter subserve further annotation.

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

Shareholders whose combined shareholdings add up to the proportionate amount of € 500,000 of the share capital of Daimler AG (equivalent to 174,216 shares) can request that items be placed on the Agenda and announced as such. Each new item must be accompanied by supporting information or a resolution proposal. Such requests are to be addressed in writing to the Board of Management of Daimler AG and must be received by the Company at least 30 days before the Annual Meeting, i.e., at the latest by 24:00 hours (midnight) on April 21, 2019. Please send such requests to the following address:

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

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

* Convenience translation.

ownership of the shares, Section 121 Subsection 7 of the German Stock Corporation Act (*Aktiengesetz*) is to be applied accordingly to the calculation of the period.

If not previously announced when the Annual Meeting was convened, additions to the Agenda that are required to be announced are published in the Federal Gazette (*Bundesanzeiger*) without delay upon receipt of the corresponding request. They are also published online at www.daimler.com/ir/am2019 and are communicated to shareholders entered in the share register.

The provisions of the German Stock Corporation Act (*Aktiengesetz*) underlying this shareholders' right are as follows:

Section 122 Convening a meeting at the request of a minority (excerpts)

- (1) ¹A shareholders' meeting shall be called if shareholders whose combined shareholdings amount to at least one-twentieth of the share capital request such meeting in writing, stating the purpose and the reasons of such meeting; such request shall be addressed to the managing board. ²The articles may provide that the right to request a shareholders' meeting shall require another form and the holding of a lower portion of the share capital. ³Persons submitting a request must prove that they have held the shares for at least 90 days before the date the request is received and that they hold the shares until the managing board decides on the request. ⁴Section 121, Subsection 7 shall be applied accordingly.*
- (2) ¹In the same manner, shareholders whose combined shareholdings amount to at least one-twentieth of the share capital or a proportionate ownership of at least €500,000 may request that items be placed on the agenda and be published. ²Each new item must be accompanied by a reason or a proposed resolution. ³The request within the meaning of sentence 1 must be received by the company no later than 24 days, in the case of stock exchange listed companies no later than 30 days, prior to the meeting, excluding the day of receipt.*

Daimler AG's Articles of Association do not make use of the possibility pursuant to Section 122, Subsection 1 Sentence 2, to provide that the right to request a shareholders' meeting shall require another form and the holding of a lower portion of the share capital.

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

Any shareholder of the Company is entitled to submit countermotions to proposals of the Board of Management and/or Supervisory Board concerning certain items of the Agenda and to submit election proposals. Countermotions, election proposals and other inquiries from shareholders are to be sent exclusively to:

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

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

Any countermotions and/or election proposals that are otherwise addressed need not be made accessible.

Under the conditions of Section 126, Subsection 2 of the German Stock Corporation Act (*Aktiengesetz*), the Company is not obliged to make a countermotion or an election proposal or the reason for a countermotion accessible. Moreover, the reason for a permissible countermotion need not be made accessible if it is longer than 5,000 characters in total.

In addition to the reasons stated in Section 126, Subsection 2 of the German Stock Corporation Act (*Aktiengesetz*), an election proposal also does not need to be made accessible if it does not include the proposed candidate's name, current profession and place of residence. Proposals for the election of Supervisory Board members further do not need to be made accessible if they are not accompanied by details of the proposed candidate's memberships of other statutory supervisory boards as defined by Section 125, Subsection 1, Sentence 5 of the German Stock Corporation Act (*Aktiengesetz*).

We will publish countermotions and election proposals from shareholders that are required to be made accessible, including the shareholder's name and reasons that are to be made accessible – furnished with the supplementary contents provided under Section 127 sentence 4 of the German Stock Corporation Act (*Aktiengesetz*), if any – upon receipt, online at www.daimler.com/ir/am2019/motions. Countermotions and election proposals relating to the items of the Agenda that are to be made accessible and that are received at the addresses stated in the first paragraph of this section (“Countermotions and election proposals pursuant to 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 May 7, 2019, will be taken into consideration. Any statements of position by the Management will also be published at the same Internet address.

The Board of Management reserves the right to combine countermotions and their reasons if several shareholders present countermotions on the same subject matter.

The provisions of the German Stock Corporation Act (*Aktiengesetz*) underlying these shareholders' rights which i. a. specify, under which conditions countermotions and election proposals need not be made accessible, read as follows:

Section 126 Motions by shareholders

(1) ¹Motions by shareholders, including the shareholders' name, supporting information and, if any, management's position shall be made available to the eligible persons referred to in Section 125, Subsection 1 through Subsection 3 under the conditions specified therein, provided that the shareholder transmitted to the company at least 14 days prior to the meeting a counterproposal to a proposal of the managing board and the supervisory board regarding a specific item on the agenda, together with supporting information, to the address designated for this purpose in the shareholders' meeting notice. ²The day of receipt shall not be counted. ³In the case of stock exchange listed companies, the required accessibility shall be provided over the website of the company. ⁴Section 125, Subsection 3 shall apply *mutatis mutandis*.

(2) ¹A countermotion and its reason need not be made accessible if:

1. the managing board would by reason of such accessibility become criminally liable,
2. the countermotion would result in a resolution of the Annual Meeting of the Shareholders in violation of applicable law or the Articles of Incorporation,
3. main points of the reason obviously contain false or misleading or insulting statements,
4. a countermotion of the shareholder relating to the same subject matter has already been made accessible to an Annual Meeting of the Shareholders pursuant to Section 125,
5. the same countermotion of the shareholder with materially the same reason has already been made accessible to at least two of the Annual Meetings of the Shareholders of the Company in the past five years pursuant to Section 125 and less than one twentieth of the share capital represented at the Annual Meeting of the Shareholders voted in its favor,
6. the shareholder indicates that he will not attend or be represented at the Annual Meeting of the Shareholders, or
7. in the past two years at two Annual Meetings of the Shareholders, the shareholder notified the Company of a countermotion but did not present that countermotion and did not have it presented.

²The reason need not to be made accessible if it is longer than 5,000 characters in total.

(3) If several shareholders make counterproposals for resolution with respect to the same subject matter, the managing board may combine such counterproposals and the respective supporting information.

Section 127 Election proposals by shareholders (excerpts)

¹Section 126 shall apply *mutatis mutandis* to a proposal by a shareholder for the election of members of the supervisory board or independent auditors. ²Such election proposal need not be supported by a reason. ³The managing board need not make such election proposal accessible if the proposal fails to contain information pursuant

to Section 124, Subsection 3, Sentence 4, and Section 125, Subsection 1, Sentence 5.⁴ Regarding nominations made by shareholders for the election of supervisory board members of listed companies, to which the Co-Determination Act (*Mitbestimmungsgesetz*), the Coal, Iron and Steel Co-Determination Act (*Montan-Mitbestimmungsgesetz*) or the Co-Determination Amendment Act (*Mitbestimmungsergänzungsgesetz*) apply, the managing board has to add the following information:

1. reference to the requirements pursuant to Section 96, Subsection 2,
2. statement, whether there has been an objection to the overall fulfilment pursuant to Section 96, Subsection 2, Sentence 3 and
3. statement, how many seats in the supervisory board need to be occupied by women and men respectively to comply with the requirements pursuant to Section 96, Subsection 2, Sentence 1.

Section 124 Publication of requests for additions to the agenda; proposals for resolutions (excerpts)

- (3)⁴ *The proposal for the election of members of the supervisory board or auditors shall state their names, actual profession and place of residence.*

Section 125 Communications to shareholders and supervisory board members (excerpts)

- (1)⁵ *In the case of stock exchange listed companies, any proposal for the election of supervisory board members must be accompanied by details on the membership in other supervisory boards whose establishment is required by law; details on their membership in comparable domestic and foreign controlling bodies of business enterprises should also be provided.*

- (3) *Every member of the supervisory board may request that the managing board send the same communication to him / her.*

3. 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 the relevant item on the Agenda. The information provided shall comply with the principles of conscientious and accurate accounting.

In the cases stipulated in Section 131, Subsection 3, the Board of Management may refuse to give information.

If information has been given to a shareholder outside the Annual Meeting of the Shareholders because of that person or entity being a shareholder, this information is also to be provided to each other shareholder, upon demand, in the Annual Meeting of the Shareholders, even if it is unnecessary for a proper appraisal of the relevant item on the Agenda. In such a case, the Board of Management may not refuse to give the information on the grounds of Section 131, Subsection 3 Sentence 1, No. 1 through 4.

If information is refused to a shareholder, he/she/it can demand that his/her/its question and the reason for which the information was refused are stated in the notarial minutes of the Meeting of the Shareholders.

The provisions of the German Stock Corporation Act (*Aktiengesetz*) underlying these shareholders' rights read as follows:

Section 131 Shareholders' right to obtain information (excerpts)

- (1) ¹Each shareholder shall upon request be provided with information at the shareholders' meeting by the managing board regarding the company's affairs, to the extent that such information is necessary to permit a proper evaluation of the relevant item on the agenda. ²The duty to provide information shall also extend to the company's legal and business relations with any affiliated enterprise. ³If a company makes use of the simplified procedure pursuant to Section 266, Subsection 1, Sentence 3, Section 276 or Section 288 of the German Commercial Code (HGB), each shareholder may request that the annual financial statements be presented to him / her at the shareholders' meeting on such annual financial statements in the form they would take without these simplifications. ⁴The duty of the managing board of a parent company (Section 290, Subsections 1 and 2 of the German Commercial Code (HGB)) to provide information at the shareholders' meeting at which the consolidated financial statements and management report of these statements are presented also extends to the position of the consolidated group and any enterprises included in the consolidated financial statements.
- (2) ¹The information provided shall comply with the principles of conscientious and accurate accounting. ²The articles or the bylaws pursuant to Section 129 may authorize the chairman of the meeting to reasonably limit a shareholder's time to speak and ask questions and may provide relevant details in this connection.
- (3) ¹The managing board may refuse to provide information:
1. if, according to a reasonable business judgment, disclosing the information is likely to result in material disadvantage to the Company or one of its subsidiaries;
 2. that relates to the estimation of amounts for tax purposes or the amounts of individual taxes;
 3. concerning the difference between the amounts at which items are entered in the year-end balance sheet and any higher value of those items, unless the shareholders' meeting is to approve the annual financial statements;
 4. concerning accounting and valuation methods, if the information on these methods given in the notes to the financial statements is sufficient to provide a view of the actual situation of the Company's financial position, liquidity and

capital resources, and profitability in accordance with Section 264, Subsection 2 of the German Commercial Code (Handelsgesetzbuch); the foregoing shall not apply if the shareholders' meeting is to approve the annual financial statements;

- 5. the managing board would by become criminally liable for providing such information;*
- 6. insofar as, in the case of a credit institution or financial services institution, information need not be given on methods of accounting and valuation applied and setoffs made in the annual financial statements, management's discussion and analysis thereof, consolidated financial statements or management's discussion and analysis thereof;*
- 7. if the information is fully accessible on the Company's Internet website for at least seven days before the beginning of the Annual Meeting of the Shareholders and is also accessible during the Annual Meeting.*

²The information may not be refused for any other reasons.

- (4) ¹If information has been provided to a shareholder outside the shareholders' meeting by reason of his / her status as a shareholder, such information shall upon request be provided to any other shareholder at the shareholders' meeting, even if such information is not necessary to permit a proper evaluation of an item on the agenda. ²The managing board may not refuse to provide such information on the grounds of Section 131, Subsection 3, Sentence 1, no. 1 through 4. ³Sentences 1 and 2 shall not apply if a subsidiary (Section 290, Subsections 1 and 2 of the German Commercial Code (HGB)), a joint venture (Section 310, Subsection 1 of the German Commercial Code (HGB)) or an associated company (Section 311, Subsection 1 of the German Commercial Code (HGB)) provides information to a parent company (Section 290, Subsections 1 and 2 of the German Commercial Code (HGB)) for the purpose of inclusion of the company in the consolidated financial statements of the parent company and such information is needed for such purposes.*

- (5) A shareholder who has been denied information may request that his / her query and the reason for which the information was denied be recorded in the minutes of the meeting.*

Furthermore, pursuant to Section 131, Subsection 2, Sentence 2 of the German Stock Corporation Act (*Aktiengesetz*) associated with Article 15, Paragraph 3 of the Daimler AG's Articles of Incorporation, the Chairman of the Annual Meeting of the Shareholders may set an appropriate time limit with respect to the right of shareholders to speak and ask questions at the Annual Meeting of the Shareholders.

The respective provision in the Articles of Incorporation reads as follows:

Article 15 Chairman of the Shareholders' Meeting (excerpts)

- (3) The Chairman may set an appropriate time limit with respect to the right of shareholders to speak and ask questions. In particular, at the start of or during the Shareholders' Meeting, he is authorized to set an appropriate time limit for the duration of entire Shareholders' Meeting, for discussion of individual agenda items*

and for individual comments or questions. Moreover, the Chairman may decide to end the debate if this is deemed necessary for the proper execution of the Meeting.