

Investor Relations Release

May 22, 2019

Large majority of Daimler shareholders approve new Group structure with Daimler AG as parent company

- Annual Meeting in Berlin with about 5,000 shareholders clears the way for legally independent entities for car and van business and for truck and bus business
- Manfred Bischoff, Chairman of the Supervisory Board of Daimler AG: “Today, the shareholders of Daimler AG have approved our plans for a new, modern Group structure. With this new structure, we want to offer our employees a long-term perspective. We are in agreement with the employee representatives on this. With today’s decision and the reorganization of the Daimler Group, we are setting the course for our company and its workforce to be successful also in the future world of mobility.”
- Michael Brecht, Deputy Chairman of the Supervisory Board and Chairman of the General Works Council of Daimler AG: “The new structure is a clear, forward-looking strategy which will make us stronger and protect long-term employment. For us in the General Works Council, this was the top priority for all decisions on Project Future right from the start. The agreement we have negotiated in connection with Project Future puts security for our colleagues first and foremost.”
- Daimler pays a dividend of €3.25 per share, the second-highest in the company’s history
- Dr. Dieter Zetsche, longstanding Chairman of the Board of Management, hands over to his successor Ola Källenius

Berlin – The shareholders of Daimler AG voted to reorganize the Daimler Group by a large majority at the Annual Meeting in Berlin on Wednesday. This clears the way for the Group to place its car and van business as well as its truck and bus business into two legally independent entities by way of a spin-off. This project, called PROJECT FUTURE, will take effect when the hive-down is entered in the commercial register at Stuttgart District Court. The start of the new company structure is targeted for November 1, 2019. From that date onwards, **Mercedes-Benz AG** will be responsible for the current Mercedes-Benz Cars and Mercedes-Benz Vans divisions, while Daimler Trucks and Daimler Buses will be joined in **Daimler Truck AG**. Daimler Financial Services AG, which is already legally independent, will be called **Daimler Mobility AG** from July 24, 2019 on.

The two new companies, like the current Daimler AG and the future Daimler Mobility AG, will be co-determined German stock corporations with registered offices in Stuttgart.

“Today, the shareholders of Daimler AG have approved our plans for a new, modern Group structure. This was the decisive step for us to start with our new structure in November. Daimler has the ambition to be a leader in the new era of mobility. This demands the highest degree of innovation and agility in order to react quickly to changes. The new structure will enhance our ability to act in a dynamically growing competitive environment, including in terms of raising capital. It will also let us to better respond to customer and market needs. With this new structure, we want to offer our employees a long-term perspective. We are in agreement with the employee representatives on this. With today’s decision and the reorganization of the Daimler Group, we are setting the course for our company and its workforce to be successful also in the future era of mobility,” said **Manfred Bischoff**, Chairman of the Supervisory Board of Daimler AG.

Daimler AG as a publicly listed parent company, will perform the functions of governance, strategy and control, and will provide group-wide services. With three strong entities under a common umbrella, the Daimler Group will be more flexible and focused. With the new structure, Daimler wants to give its divisions more entrepreneurial freedom, increase market and customer orientation, and make cooperation easier and faster. By focusing the new companies on their customers, markets and core competencies, new growth and earnings potential can be utilized. In addition, the strengthening of the divisional structure serves the objective of retaining existing investors over the long-term and attracting new investors and partners.

“The new structure is a clear forward strategy that will make us stronger and protect long-term employment. For us as the General Works Council, this was the top priority for all decisions on Project Future right from the start. The agreement we have negotiated in connection with Project Future puts security for our employees first and foremost: This agreement rules out redundancies for Daimler AG employees until 2030. A commitment ensures an appropriate task for every employee in times of change. In addition, the German plants will benefit from an investment commitment of €35 billion. We will continue to take care of the interests of our employees in the future with a groupwide works council. The new entities will be co-determined with equal representation in their supervisory boards. The mobility of the future will be exciting and offers many new opportunities. We at Daimler will take advantage of them,” said **Michael Brecht**, Deputy Chairman of the Supervisory Board and Chairman of the General Works Council of Daimler AG.

The Annual Shareholders’ Meeting also resolved to pay a **dividend** of €3.25 per share for the 2018 financial year (previous year: €3.65). The total dividend payout amounts to €3.5 billion (previous year: € 3.9 billion). The dividend will be distributed on the third business day following the resolution of the Annual Shareholders’ Meeting, i.e. on May 27, 2019, to all shareholders who held Daimler AG shares on May 22, 2019.

The adjustment of Board of Management remuneration, which was one of the items to be voted on, with incentives for sustainable corporate development and a stronger focus on transformation towards the provision of mobility services, was approved by the shareholders, as was an extension of the object of the company to include “mobility and transport services and concepts” in the articles of incorporation.

Changes in the Supervisory Board

The Annual Shareholders’ Meeting reappointed **Joe Kaeser** and **Bernd Pischetsrieder** to the Supervisory Board as shareholder representatives. Kaeser is currently CEO of Siemens AG and, like Pischetsrieder (former CEO of BMW AG and VW AG), has been a member of Daimler’s Supervisory Board since 2014. The term of office of the two reelected Supervisory Board members ends with the Shareholders’ Meeting in 2024.

Changes in the Board of Management

After more than 13 years as Chairman of the Board of Management of Daimler AG and Head of Mercedes-Benz Cars, **Dr. Dieter Zetsche** stepped down from his position at the end of the Annual Shareholders’ Meeting. With effect at the end of a two-year cooling off period, the Supervisory Board intends to propose to the shareholders at the 2021 Annual Meeting that Zetsche be elected to the Supervisory Board.

“With Dieter Zetsche an exceptional executive is leaving. He has successfully led Daimler back to the top, also through difficult terrain. Together with the employees, he has pushed forward the company’s fundamental transformation. Under his leadership, Daimler has laid the foundation for a good future. He deserves our unqualified gratitude,” said Bischoff.

Zetsche began his career at Daimler in 1976 in the junior manager group and successfully held a number of management positions. With a doctorate in electrical engineering, he held management positions in the commercial vehicles business unit in Brazil, Argentina and the United States before being appointed in 1995 to the board of management of Mercedes-Benz AG as head of sales and then to the board of management of the commercial vehicles business unit. In 2000, he assumed responsibility for Chrysler as CEO and President until 2005, when he became Head of the Mercedes-Benz Car Group. In 2006, he was appointed as CEO of Daimler AG.

Ola Källenius took over from Zetsche at the end of the Annual Shareholders’ Meeting as Chairman of the Board of Management of Daimler AG and Head of Mercedes-Benz Cars. “With Ola Källenius, we have appointed a recognized, internationally experienced and successful executive from within the Group, who can also inspire people for a cause, as Chairman of the Board of Management and Head of Mercedes-Benz Cars. At the same time, we are relying on the proven dual responsibility with the Chairman of the Board of Management also heading Daimler’s largest division,” said Bischoff.

Källenius joined the Group in 1995 and, after holding several national and international management functions, was appointed as a member of the Board of Management of Daimler AG with responsibility for Mercedes-Benz Cars Marketing and Sales effective as of January 2015. In January 2017, he took over responsibility for Group Research and Mercedes-Benz Cars Development.

Markus Schäfer succeeds Källenius in the Daimler Board of Management. He is responsible for Group Research and Mercedes-Benz Cars Development. Schäfer will also be responsible for procurement and supplier quality at Mercedes-Benz Cars.

Furthermore, **Harald Wilhelm**, who was appointed to the Board of Management of Daimler AG as of April 1, 2019, initially without an area of responsibility, took over responsibility for Finance & Controlling and Daimler Financial Services at the end of the Shareholders' Meeting. Harald Wilhelm was previously Chief Financial Officer of Airbus and a member of the Airbus Executive Committee. He succeeds longstanding CFO **Bodo Uebber**, who at his own request did not seek to extend his appointment, which runs until December 2019, and stepped down from his position at the end of the Annual Shareholders' Meeting. "Bodo Uebber joined the Daimler Group in 1989 and has successfully been responsible for finance at Daimler AG since 2004. He has been the reliable economic conscience of the company and has implemented many initiatives in his area of responsibility and throughout the Group. We thank Bodo Uebber for his successful and intensive work and wish him all the best for the future," said Bischoff.

About 5,000 shareholders attended the Annual Meeting (previous year 6,000). A total of 52.91% of the share capital was represented.

The actions of the members of the Executive Board were ratified by 93.89% of the share capital represented, and of the members of the Supervisory Board by 93.51%.

Video on Project Future: <https://youtu.be/2fwadq8HWN0>

The most important results at a glance:

Dividend per share	€3.25
Dividend payout	€3.5 billion
Ratification of the actions of the Board of Management	93.89%
Ratification of the actions of the Supervisory Board	93.51%
Spin-off (PROJECT FUTURE)	99.75%
Share capital represented	52.91%

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 forward-looking 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, 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 and tariff regulations; 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 we describe 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.

If you have any questions, please contact our Investor Relations Team:

<https://www.daimler.com/investors/services/contacts.html>

E-mail: ir.dai@daimler.com

Fax: +49 (0) 711 17 94075

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