

DAIMLER

Daimler AG's Code of Ethics

English

1 Introduction

Daimler AG (the “Company”) has adopted this Code of Ethics* (the “Code”) to deter wrongdoing and to promote:

- Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- Full, fair, accurate, timely, and understandable disclosure in reports and documents that the Company files with, or submits to, the U.S. Securities and Exchange Commission (the “SEC”) and in other public communications of the Company or its subsidiaries;
- Compliance with applicable governmental laws, rules and regulations;
- Prompt internal reporting of violations of the Code to appropriate addressees as identified in the Code; and
- Accountability for adherence to the Code.

The Code may be modified only by resolution of the Company’s Board of Management with the approval of the Company’s Supervisory Board.

* This Code of Ethics was adopted pursuant U.S. law (Section 406 of the Sarbanes-Oxley Act of 2002).

2 Application of the Code

The Code applies to the individuals who hold the following positions (“Senior Officers”):

- Members of the Board of Management of the Company, including the Chairman (Vorstandsvorsitzender or “VV”) and the member responsible for Finance & Controlling (Finanzvorstand or “FV”);
- Chief Controller (“CC”) of the Company;
- Chief Accounting Officer (“CAO”) of the Company;
- Other officers of the Company or its subsidiaries who are internally required to provide sub-certifications in support of the certifications made by the VV and the FV in connection with reports filed by the Company with the SEC.

The Code is in addition to the Company’s Integrity Code, which sets forth fundamental principles of business ethics applicable to all employees, and the Rules of Procedure applicable to members of the Board of Management.

A Senior Officer employed by a subsidiary is also subject to the policies and procedures adopted by the subsidiary. In the event of an inconsistency between a provision of this Code and that of a subsidiary’s policy or procedure, the more stringent provision shall control.

3 Honest and Ethical Conduct; No Conflicts of Interest

While the Company expects honest and ethical conduct in all aspects of our business from all its employees, it expects the highest possible honest and ethical conduct from its Senior Officers and in particular from its board members since they set the tone at the top and are an example for other employees.

Senior Officers are therefore required to conduct their business in an honest and ethical manner, including the ethical handling of actual or apparent conflicts of interest between personal and business relationships, and adhere to a high standard of business ethics.

Specifically, each Senior Officer should:

- Act with integrity, including being honest and candid while still maintaining the confidentiality of Company information where required or in the Company’s interests;
- Observe applicable governmental laws, rules and regulations as well as the Company’s articles of association and its rules of procedure;

- Comply with the requirements of applicable accounting and auditing standards and Company policies in the maintenance of high standards of accuracy and completeness in the Company's financial records;
- Not seek competitive advantage through unlawful or unethical business practices;
- Avoid conflicts of interest.

A conflict of interest occurs when private interests interfere in any way with the interests of the Company or its subsidiaries. The appearance of a conflict of interest may harm the Company's reputation or interests. Therefore, Senior Officers must follow the Company's Conflict of Interest Policy, which, among other things, prohibits:

- Any interest, direct or indirect, in any outside concern or competing concern, unless otherwise permitted by the terms of such policy; and
- Any consulting or employment relationship with any such companies, or any service on a board or committee of such companies unless the intended execution of any consulting or any employment relationship or service is disclosed to and approved in advance by the Business Practices Committee or in case of Members of the Board of Management by the Presidential Committee of the Supervisory Board.

They should also avoid:

- Any ownership interest in special purpose entities or other investment vehicles that may be established by the Company or any of its subsidiaries (excluding investments offered to employees in general under employee benefit plans or to investors generally by financial services subsidiaries);
- Any outside business activity that detracts from their ability to devote appropriate time and attention to their responsibilities with the Company or its subsidiaries;
- The receipt of any money, non-nominal gifts or excessive entertainment from any company with which the Company or its subsidiaries has current or prospective business dealings;
- Selling anything to or buying anything from the Company and its subsidiaries, except on the same terms and conditions as every employee is permitted to so purchase or sell.

Transactions involving the Company, its subsidiaries or their suppliers, and family members or close relatives of Senior Officers, often present actual or apparent conflicts of interest for the Senior Officer and therefore are to be avoided. As used in this Code, "family members or close relatives" means spouse, registered partner, biological parent, adoptive parent, child (regardless of the marital status of the parents), or adopted child.

Members of the Board of Management of the Company shall disclose without delay any personal interest in transactions of the Company or any of its subsidiaries and any other conflict of interest, including the underlying facts, arising in connection with their activities for the Company or any of its subsidiaries to the Chairman of the Supervisory Board. All other Senior Officers shall disclose such matters to the Business Practices Committee.

4 Disclosure in Public Reporting and Communications

Senior Officers shall make full, fair, accurate, timely and understandable disclosure in compliance with all applicable laws and regulations in all reports and documents that the Company files with, or submits to, governmental authorities, including the SEC, and in all other public communications made by the Company or its subsidiaries.

Senior Officers should:

- Not misrepresent, or cause or permit others to misrepresent, facts about the Company and its subsidiaries to others, whether within or outside the Company, including to the Company's auditors, governmental regulators, self-regulating organizations and other governmental officials, as appropriate;
- In relation to her/his responsibility, properly review and critically analyze proposed disclosure for accuracy, completeness and compliance with applicable accounting principles.

In addition, every Senior Officer must familiarize herself/himself with the written description of the Company's disclosure controls and procedures and its internal controls provided by the Company.

5 Reporting of Violations

If a Senior Officer has reason to believe that a violation of applicable laws, regulations or this Code may have occurred, she/he shall report the possible violation promptly to the appropriate addressee as indicated below. Inappropriate delay in reporting possible violations is itself a violation of this Code.

Members of the Board of Management shall notify either the Chairman of the Supervisory Board or the Business Practices Office. Other Senior Officers shall notify either their direct superior or the Business Practices Office. The Company will not take any disciplinary action against a Senior Officer for reporting in good faith a suspected violation related to another person. Our Business Practices Offices will advise Senior Officers on the interpretation of this Code, including their obligation to report Code violations. This reporting obligation is in addition to any other reporting obligation that may exist under other Company policies or applicable laws.

Ask us – For Questions

For all questions related to compliance please first consult our comprehensive Intranet website, where you can find answers on all frequently asked questions (Application "QuISS"). We will also be glad to answer your questions directly if you contact us personally.

Compliance Consultation Desk (Stuttgart, Germany)

Address: Daimler AG
Compliance Consultation Desk (CCD)
HPC: F112
70546 Stuttgart
Germany
Fax: + 49 7 11 17-79 08 89 23
E-mail: External: CCD@daimler.com
Internal: MBox_CCD

Tell us – For Reports

Please address any reports of suspected irregular conduct to the Business Practices Office (BPO). BPO will maintain strict confidentiality concerning all reports and related information, and can also ensure anonymous treatment at your request.

Business Practices Office (Stuttgart, Germany)

Address: Daimler AG
Business Practices Office (BPO)
HPC: 0655
70546 Stuttgart
Germany
Phone: 0 800/2 89 46 43
E-mail: BPO.Germany@daimler.com

6 Accountability for Adherence to the Code

Each Senior Officer has a personal responsibility to abide by this Code. Violations of this Code may result in disciplinary action in accordance with the Company's policies. Such disciplinary action may include reprimand, reimbursement of any loss or damage suffered by the Company or its subsidiaries, termination of employment/services, referral for civil action or criminal prosecution, or any other disciplinary action deemed appropriate by the Company, in each case, in accordance with applicable laws.

7 Waivers of the Code

Waivers of provisions of the Code with regard to Members of the Board of Management may be granted by the Presidential Committee of the Supervisory Board, waivers with regard to other Senior Officers by the competent member of the Board of Management and the Vorstandsvorsitzenden or the

responsible member for Human Resources. Any waiver, including the Company's failure to take action within a reasonable period of time regarding a material departure from a provision of the Code, will be publicly disclosed by the Company as required by law. Senior Officers should note that it is not the Company's intention to grant or to permit waivers from the requirements of the Code except for good reason.