

# DAIMLER

## Agenda

Annual Meeting of Daimler AG  
on April 9, 2008

# Key Figures

## Daimler Group

	2007	2006	2005	07/06
Amounts in millions of €				Change in %
Revenue	<b>99,399</b>	99,222	95,209	+0 <sup>1</sup>
Western Europe	<b>49,289</b>	46,999	44,620	+5
thereof Germany	<b>22,582</b>	21,652	20,726	+4
NAFTA	<b>23,499</b>	27,857	26,756	-16
thereof United States	<b>20,270</b>	24,943	23,930	-19
Other markets	<b>26,611</b>	24,366	23,833	+9
Employees (Dec. 31)	<b>272,382</b>	274,024	293,839	-1
Investment in property, plant and equipment	<b>2,927</b>	3,005	3,445	-3
Research and development expenditure	<b>4,148</b>	3,733	3,928	+11
thereof capitalized	<b>990</b>	715	591	+38
Cash provided by operating activities (including discontinued operations)	<b>13,088</b>	14,337	11,032	-9
EBIT	<b>8,710</b>	4,992	2,873	+74
Value added (including discontinued operations)	<b>1,380</b>	631	1,452	+119
Net profit	<b>3,985</b>	3,783	4,215	+5
Net profit from continuing operations	<b>4,855</b>	3,166	2,253	+53
Earnings per share (in €)	<b>3.83</b>	3.66	4.09	+5
Earnings per share, continuing operations (in €)	<b>4.67</b>	3.06	2.16	+53
Total dividend	<b>2,028</b>	1,542	1,527	+32
Dividend per share (in €)	<b>2.00</b>	1.50	1.50	+33

<sup>1</sup> Adjusted for the effects of currency translation, increase in revenue of 3%.

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Dear Shareholders,

We herewith invite you to attend the

Annual Meeting of the Shareholders of Daimler AG

on Wednesday, April 9, 2008, at 10.00 a.m., C.E.S.T.  
at the Berlin Trade Fair Center (Messe Berlin),  
Special Entrance corner of Masurenallee and  
Messedamm, 14055 Berlin, Germany.

The invitation and the agenda were published  
in the electronic version of the German Federal  
Gazette (elektronischer Bundesanzeiger)  
on February 28, 2008.

On request, this invitation and the agenda  
of the Annual Meeting will be provided to you  
in German, without delay and free of charge.

Diese Einladung mit der Tagesordnung zur  
Hauptversammlung werden wir Ihnen  
auf Verlangen auch in deutscher Sprache  
unverzöglich und kostenlos zusenden.

**1. Presentation of the adopted Company statements, the approved consolidated financial statements, and the management reports for Daimler AG and the Group for the 2007 financial year, the report of the Supervisory Board and the explanatory report of the Board of Management providing details on takeover provisions as required by Section 289, Subsection 4 and Section 315, Subsection 4 of the German Commercial Code (Handelsgesetzbuch)**

The aforementioned documents can be examined on the Internet at [www.daimler.com/ir/am2008](http://www.daimler.com/ir/am2008).

**2. Resolution on the allocation of unappropriated profit**

The Board of Management and the Supervisory Board recommend that the unappropriated profit of €6,183,998,802.37 be allocated as follows:

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Dividend distribution of €2.00 for each share entitled to dividends	€2,027,737,192.00
Transfer to retained earnings	€4,156,261,610.37
Profit carried forward	-
Unappropriated profit	€6,183,998,802.37

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The dividend will be paid out on April 10, 2008.

By the date of the Annual Meeting, the number of shares entitled to a dividend may be reduced due to the acquisition and/or cancellation of the Company's own shares. If this occurs, the proposed resolution will be amended so that to the extent that on the day of the Annual Meeting the number of shares entitled to a dividend is lower than assumed in the aforementioned proposed resolution, the amount of the dividend distribution is reduced accordingly and the difference is carried forward to new account.

**3. Resolution on ratification of Board of Management members' actions in the 2007 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 financial year 2007 be ratified for that period.

**4. Resolution on ratification of Supervisory Board members' actions in the 2007 financial year**

The Board of Management and the Supervisory Board recommend that the actions of the Supervisory Board members who were in office in financial year 2007 be ratified for that period.

\* Convenience translation. The German text is legally binding.

## **5. Resolution on the appointment of auditors for the Company and for the Group for the 2008 financial year**

The Supervisory Board recommends that KPMG Deutsche Treuhand-Gesellschaft Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Berlin, be appointed as auditors to audit the year-end financial statements for the Company and the Group and to review the interim financial statements for the 2008 financial year.

## **6. Resolution on authorization for the Company to acquire its own shares and on their utilization**

As the authorization issued by the last Annual Meeting allowing the Company to acquire its own shares (treasury shares) will expire in the course of this financial year, that authorization, insofar as it has not been utilized, is to be terminated and the Board of Management is to be granted new authorization to acquire the Company's own shares.

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

### **a) General conditions**

The Company is authorized to acquire shares in a volume of up to 10% of the capital stock existing at the time of the resolution by the Annual Meeting.

The authorization may be exercised wholly or in installments, once or several times, for one or several purposes within the framework of the aforementioned restrictions. The acquired shares together with other treasury shares owned by the Company or to be allocated to the Company pursuant to Sections 71a et seq. of the German Stock Corporation Act (Aktiengesetz) may at no time account for more than 10% of the capital stock.

The authorization takes effect as of April 10, 2008 and remains in force until October 9, 2009. The authorization to acquire treasury shares decided upon by the Annual Meeting of April 4, 2007 ends when this new authorization comes into force.

### **b) Purpose of acquisition**

The Company shall be authorized to acquire shares in the Company for all legally permissible purposes, in particular to

- be able to offer shares in the Company to third parties in the context of business combinations with other companies or in the context of acquiring companies or participating interests in companies or
- offer such shares for subscription to members of the Board of Management of the Company, members of the management of subsidiaries pursuant to Sections 15 et seq. of the German Stock Corporation Act (Aktiengesetz) and other management staff of the Company and its subsidiaries (hereinafter collectively referred to as: "Management") in the context of the Stock Option Plan approved at the Annual Meeting on April 19, 2000 under Agenda Item 8 or
- offer them as employee shares to employees of the Company and its subsidiaries pursuant to Sections 15 et seq. of the German Stock Corporation Act (Aktiengesetz) or, if the employee shares are acquired as part of securities lending, to use them to fulfill the obligations arising from this securities lending or
- cancel such shares.

### **c) Acquisition conditions**

The acquisition shall take place through the stock exchange or through a public offering made to all shareholders of the Company.

- If the acquisition of the shares takes place via the stock exchange, the amount paid by the Company per share (excluding transaction costs) may not exceed the price determined at the opening of Xetra trading (or at the opening of a functionally equivalent successor to the Xetra system) on the Frankfurt Stock Exchange by more than 5% and may not be more than 5% lower than that price.
- If the acquisition takes place through a public offering to all shareholders of the Company, the offered purchase price or the prescribed values of the offered purchase price range per share (excluding transaction costs) may not exceed the average price determined at the close of Xetra trading (or the close of a functionally equivalent successor to the Xetra system) on the Frankfurt Stock Exchange on the last three days of trading before the day of publication of the offering by more than 10% and may not be more than 10% lower than that price. If, after the publication of a purchase offer, there are significant deviations from the relevant share price, the offer may be adjusted. In this case, the average share price on the three days of trading preceding the publication of any such adjustment is to be applied. The purchase offer can include additional conditions. The volume of the offer may be limited. If the entire subscription of the offer exceeds this volume, acceptance must be in proportion to the shares included in each offering. The preferential acceptance of a lower number of up to 100 of the Company's shares offered for purchase per shareholder of the Company can be stipulated.

### **d) Use of the shares – acquisition of companies**

The Board of Management is authorized to offer Company shares acquired as a result of the aforementioned authorization to third parties in the context of business combinations or of acquiring companies or participating interests in companies.

### **e) Use of the shares – stock option plan**

The Board of Management is authorized to use Company shares acquired as a result of the aforementioned authorization to meet the subscription rights granted to Management in the context of the Stock Option Plan approved under Agenda Item 8 by the Annual Meeting of the Shareholders on April 19, 2000. The decision on the extent to which such shares are to be transferred to members of the Board of Management is to be made by the Supervisory Board of the Company. The key points of the stock option plan were approved by the Annual Meeting on April 19, 2000. They can be seen in the Commercial Register of the Stuttgart District Court as an integral part of the notarized minutes of that Annual Meeting of April 19, 2000. They can also be seen on the Internet at <http://www.daimler.com/ir/am2008>.

**f) Use of the shares – employee shares**

The Board of Management is authorized to issue Company shares acquired as a result of the aforementioned authorization to employees of the Company and its subsidiaries pursuant to Sections 15 et seq. of the German Stock Corporation Act (Aktengesetz) or, if the employee shares are acquired as part of securities lending, to use them to fulfill the obligations arising from this securities lending.

**g) Use of the shares – cancellation**

The Board of Management is authorized to cancel Company shares acquired as a result of the aforementioned authorization without the cancellation or execution thereof requiring an additional resolution by the Annual Meeting of the Shareholders. The Board of Management can resolve that the capital stock is reduced by the cancellation or that it remains the same despite a cancellation of shares so that the other shares' proportion of the capital stock as defined by Section 8, Subsection 3 of the German Stock Corporation Act (Aktengesetz) increases accordingly. In this case, the Board of Management is authorized to amend the stated number of shares in the Articles of Incorporation.

**h) Use of the shares – issue conditions**

The authorizations described under points d), e), f) and g) above may be exercised once or several times, individually or together, completely or relating to partial volumes of the acquired treasury shares. The price at which shares in the Company are issued to third parties pursuant to the authorization in d) may not be more than 5% lower (excluding transaction costs) than the opening price in Xetra trading (or the functionally equivalent successor to the Xetra system) on the Frankfurt Stock Exchange on the date of the binding agreement with the third party.

**i) Exclusion of subscription rights**

Shareholders' rights to subscribe to the Company's treasury shares are excluded if these shares are used as specified in the aforementioned authorizations in d), e) and f).

## **7. Resolution on authorization to use derivative financial instruments in the context of acquiring own shares**

In addition to the authorization to acquire the Company's own shares described under Item 6 of the Agenda, the Company is to be authorized to acquire its own shares also with the use of put options or call options or a combination of the two (hereinafter referred to as "derivatives").

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

### **a) General conditions**

In addition to the authorization to acquire the Company's own shares to be decided upon under Item 6 of the Agenda, in accordance with Section 71, Subsection 1, No. 8 of the German Stock Corporation Act (Aktiengesetz), as well as the ways described there, the acquisition of treasury shares may be effected with the use of derivative financial instruments. The Board of Management is authorized to sell options that oblige the Company to acquire shares in the Company upon exercise of the option ("put options"); to acquire options that give the Company the right to acquire shares in the Company upon exercise of the option ("call options"); and to acquire shares in the Company with the use of a combination of put options and call options.

The use of derivatives in the context of acquiring treasury shares requires the approval of the Supervisory Board. This can be granted generally, relating to a certain period, or for a certain volume.

All share acquisitions with the use of derivatives are restricted to shares in a maximum volume of 5% of the capital stock at the time when the resolution is made by the Annual Meeting.

The term of the options must end at the latest on October 9, 2009.

### **b) Acquisition conditions**

The option conditions must ensure that the options are only honored with shares that were acquired under observance of the principle of equal treatment.

The price paid for options by the Company may not be substantially above the theoretical market value of the respective options and the price received for the options by the Company may not be substantially below that price, calculated using recognized financial mathematical methods, whereby, amongst other things, the agreed exercise price is to be taken into consideration.

The price to be paid for shares upon exercise of the options may not exceed the average price determined at the close of Xetra trading (or at the close of a functionally equivalent successor to the Xetra system) on the Frankfurt Stock Exchange on the last three days of trading before the conclusion of the respective option transaction by more than 10% and may not be more than 10% lower than that price (in each case excluding transaction costs, but taking into consideration the option premium received or paid).

### **c) Use of the shares**

The regulations stated under Item 6 of the Agenda also apply to the utilization of treasury shares acquired with the use of derivatives.

### **d) Exclusion of subscription rights**

If treasury shares are acquired with the use of derivatives and under observance of the aforementioned regulations, the shareholders' right to conclude such option transactions with the Company is excluded analogously to Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (Aktienge-  
setz). The shareholders do not have the right to conclude option transactions when the intended acquisition of treasury shares with the use of derivatives is for a preferred offer to conclude option transactions related to small numbers of shares.

Shareholders have the right to sell shares to the Company only to the extent that the Company is obliged to purchase their shares in the context of the option transactions. Any further-  
going rights to sell shares are excluded.

## **8. Resolution on the election of new members of the Supervisory Board**

Due to the retirement from the Supervisory Board of Earl G. Graves and Peter A. Magowan, two new members of the Supervisory Board have been appointed by the court as representatives of the shareholders. These members are now to be legitimated by the Annual Meeting, with the result that elections to the Supervisory Board are to take place.

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 comprises 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 is not bound by election proposals.

The Supervisory Board proposes the election of

Ms. Sari Maritta Baldauf, Helsinki, Finland, 52 years old, member of the Board of Directors of Hewlett-Packard Company, former Executive Vice President and General Manager of the Networks Business Group of Nokia Corporation

and

Dr. Jürgen Hambrecht, Neustadt/Weinstraße, Germany, 61 years old, Chairman of the Board of Executive Directors of BASF SE

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 2012 financial year.

Ms. Baldauf is a member of the following domestic or foreign company boards, that are comparable to a Supervisory Board:

Hewlett-Packard Company  
Sanoma WSOY  
F-Secure Corporation  
YIT Corporation  
CapMan Plc.

Dr. Hambrecht is a member of the supervisory board of Bilfinger Berger AG.

## **9. Resolution on the change to the remuneration of the Supervisory Board and amendment to the Articles of Incorporation**

The Company faces competition to staff its Supervisory Board with outstanding persons. The current remuneration of the members of the Supervisory Board lags behind the remuneration of comparable corporations. Further, the demands placed on members of the Audit Committee have increased continually. Thus, the remuneration is to be increased and membership of the Audit Committee is to be better rewarded.

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

**a)** The members of the Supervisory Board shall be reimbursed for their expenses (including the costs of any value added tax incurred by them in the performance of their office) and receive fixed remuneration payable after the financial year-end. The remuneration shall amount to €100,000.00 for the individual member, three times this amount for the Chairman of the Supervisory Board, twice this amount for the Deputy Chairman of the Supervisory Board and the Chairman of the Audit Committee, 1.5 times this amount for chairmen of other Supervisory Board committees and for members of the Audit Committee, and 1.3 times this amount for members of the other Supervisory Board committees. If a member of the Supervisory Board exercises several of the aforementioned functions, he or she shall be remunerated solely according to the function with the highest remuneration. Membership of a committee for a financial year is only remunerated if the relevant committee has held at least one meeting in discharge of its duties in that period. The members of the Supervisory Board shall receive a flat 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 the course of 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 increased remuneration, the previous sentence applies in relation to the remuneration for the relevant function.

**b) § 13 (1) of the Articles of Incorporation shall be amended and reworded as follows:**

“(1) The members of the Supervisory Board shall be reimbursed for their expenses (including the costs of any value added tax incurred by them in the performance of their office) and receive fixed remuneration payable after the financial year-end. The remuneration shall amount to €100,000.00 for the individual member, three times this amount for the Chairman of the Supervisory Board, twice this amount for the Deputy Chairman of the Supervisory Board and the Chairman of the Audit Committee, 1.5 times this amount for chairmen of other Supervisory Board committees and for members of the Audit Committee, and 1.3 times this amount for members of the other Supervisory Board committees. If a member of the Supervisory Board exercises several of the aforementioned functions, he or she shall be remunerated solely according to the function with the highest remuneration. Membership of a committee for a financial year is only remunerated if the relevant committee has held at least one meeting in discharge of its duties in that period. The members of the Supervisory Board shall receive a flat 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 the course of 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 increased remuneration, the previous sentence applies in relation to the remuneration for the relevant function.”

§ 13 (1) of the Articles of Incorporation currently reads:

“The members of the Supervisory Board shall be reimbursed for their expenses (including the costs of any value added tax incurred by them in the performance of their office) and receive fixed remuneration payable after the financial year-end. The remuneration shall amount to €75,000.00 for the individual member, three times this amount for the Chairman of the Supervisory Board, twice this amount for the Deputy Chairman of the Supervisory Board and the Chairman of the Audit Committee, 1.5 times this amount for chairmen of other Supervisory Board committees and 1.3 times this amount for members of the Supervisory Board committees. If a member of the Supervisory Board exercises several of the aforementioned functions, he shall be remunerated solely according to the function with the highest remuneration. The members of the Supervisory Board shall receive a flat fee of €1,100.00 for each meeting of the Supervisory Board and its committees that they attend.

If any members of the Supervisory Board step down from the Supervisory Board during the course of 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 in connection with an increased remuneration, the previous sentence applies as it relates to the remuneration for the relevant function.”

## **10. Resolution on the cancellation of the existing Authorized Capital I and the creation of a new Authorized Capital I in exchange for cash contributions and amendment to the Articles of Incorporation**

§ 3, (2) of the Articles of Incorporation authorizes the Board of Management to increase the capital stock in exchange for cash contributions (Authorized Capital I). This authorization expires on April 8, 2008. It is therefore to be cancelled and replaced with a new Authorized Capital I to ensure that the Board of Management remains able in the future to use approved capital to strengthen the Company's own resources.

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

### **a) Cancellation of the existing Authorized Capital I**

The authorization granted to the Board of Management by the Annual Meeting on April 9, 2003 under Item 8 of the Agenda and limited until April 8, 2008, with the consent of the Supervisory Board to increase the Company's capital stock pursuant to § 3, (2) of the Articles of Incorporation by issuing new, registered no par value shares in exchange for cash contributions in a total amount of up to €500,000,000.00 (Authorized Capital I) is cancelled.

### **b) Creation of a new Authorized Capital I**

The Board of Management shall be authorized with the consent of the Supervisory Board to increase the Company's capital stock in the period until April 8, 2013 by a total of €500,000,000.00, in one lump sum or by separate partial amounts at different times, by issuing new, registered no par value shares in exchange for cash contributions (Authorized Capital I).

The shareholders are to be granted subscription rights.

The Board of Management, however, shall be authorized with the consent of the Supervisory Board to exclude shareholders' subscription rights for residual or fractional amounts. The Board of Management shall also be authorized with the consent of the Supervisory Board to exclude shareholders' subscription rights if this is necessary to grant subscription rights to holders of warrants or holders of convertible bonds or notes previously issued or to be issued in the future by Daimler AG or its subsidiaries in the amounts to which such holders would be entitled upon the exercise of their warrants or conversion rights or upon fulfillment of their conversion obligations.

Furthermore, the Board of Management shall be authorized with the consent of the Supervisory Board to exclude shareholders' subscription rights if the issue price of the new shares is not significantly lower than the stock market price. However, this authorization applies only if the value 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) does not exceed 10% of the capital stock – neither at the time when this authorization takes effect, nor when it is exercised. The sale of own shares is to be included in this limit of 10% of the capital stock if it takes place with the exclusion of subscription rights due to an authorization to sell own shares pursuant to Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (Aktiengesetz) valid at the time of this authorization or an authorization in lieu thereof.

Furthermore, shares issued or to be issued by way of honoring bonds with conversion and/or warrant rights are also to be included in this limit of 10% of the capital stock if the bonds were issued with the exclusion of subscription rights due to an authorization to issue bonds pursuant to Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (Aktiengesetz) valid at the time when this authorization takes effect or an authorization in lieu thereof.

The Board of Management shall be authorized with the consent of the Supervisory Board to stipulate the other details of the shares' rights and the conditions for issuing those shares.

### **c) Amendment to the Articles of Incorporation**

§ 3, (2) of the Articles of Incorporation is to be reworded as follows:

“(2) The Board of Management is authorized with the consent of the Supervisory Board to increase the Company's capital stock in the period until April 8, 2013 by a total of €500,000,000.00, in one lump sum or by several partial amounts at different times, by issuing new, registered no par value shares in exchange for cash contributions (Authorized Capital I).

The shareholders are to be granted subscription rights.

The Board of Management, however, is authorized with the consent of the Supervisory Board to exclude shareholders' subscription rights for residual or fractional amounts. The Board of Management is also authorized with the consent of the Supervisory Board to exclude shareholders' subscription rights if this is necessary to grant subscription rights to holders of warrants or holders of convertible bonds or notes

previously issued or to be issued in the future by Daimler AG or its subsidiaries in the amounts to which such holders would be entitled upon the exercise of their warrants or conversion rights or upon fulfillment of their conversion obligations.

Furthermore, the Board of Management is authorized with the consent of the Supervisory Board to exclude shareholders' subscription rights if the issue price of the new shares is not significantly lower than the stock market price. However, this authorization applies only if the value 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) does not exceed 10% of the capital stock – neither at the time when this authorization takes effect, nor when it is exercised. The sale of own shares is to be included in this limit of 10% of the capital stock if it takes place with the exclusion of subscription rights due to an authorization to sell own shares pursuant to Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (Aktiengesetz) valid at the time of this authorization or an authorization in lieu thereof. Furthermore, shares issued or to be issued by way of honoring bonds with conversion and/or warrant rights are also to be included in this limit of 10% of the capital stock if the bonds were issued with the exclusion of subscription rights due to an authorization to issue bonds pursuant to Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (Aktiengesetz) valid at the time when this authorization takes effect or an authorization in lieu thereof.

The Board of Management is authorized with the consent of the Supervisory Board to stipulate the other details of the shares' rights and the conditions for issuing those shares.”

**11. Resolution on the cancellation of the existing Authorized Capital II and the creation of a new Authorized Capital II in exchange for non-cash contributions and amendment to the Articles of Incorporation**

§ 3, (3) of the Articles of Incorporation authorizes the Board of Management to increase the capital stock in exchange for non-cash contributions (Authorized Capital II). This authorization expires on April 8, 2008. It shall therefore be cancelled and replaced with a new Authorized Capital II to ensure that the Board of Management remains able in the future to use approved capital, in particular for the acquisition of companies and participating interests in companies and can utilize non-cash capital increases to do so.

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

**a) Cancellation of the existing Authorized Capital II**

The authorization granted to the Board of Management by the Annual Meeting on April 9, 2003 under Item 9 of the Agenda and limited until April 8, 2008, with the consent of the Supervisory Board to increase the Company's capital stock pursuant to § 3, (3) of the Articles of Incorporation by issuing new, registered no par value shares in exchange for non-cash contributions in a total amount of up to €500,000,000.00 (Authorized Capital II) is cancelled.

**b) Creation of a new Authorized Capital II**

The Board of Management shall be authorized with the consent of the Supervisory Board to increase the Company's capital stock in the period until April 8, 2013 by a total of €500,000,000.00, in one lump sum or by separate partial amounts at different times, by issuing new, registered no par value shares in exchange for non-cash contributions (Authorized Capital II).

The Board of Management shall be authorized with the consent of the Supervisory Board to exclude the shareholders' subscription rights.

The Board of Management shall be authorized with the consent of the Supervisory Board to stipulate the other details of the shares' rights and the conditions for issuing those shares.

**c) Amendment to the Articles of Incorporation**

§ 3, (3) of the Articles of Incorporation, is to be reworded as follows:

“(3) The Board of Management is authorized with the consent of the Supervisory Board to increase the Company's capital stock in the period until April 8, 2013 by a total of €500,000,000.00, in one lump sum or by several partial amounts at different times by issuing new, registered no par value shares in exchange for non-cash contributions (Authorized Capital II).

The Board of Management is authorized with the consent of the Supervisory Board to exclude the shareholders' subscription rights.

The Board of Management is authorized with the consent of the Supervisory Board to stipulate the other details of the shares' rights and the conditions for issuing those shares.”

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# Reports to the Annual Meeting

**Concerning Items 6 and 7 of the Agenda: Report of the Board of Management** on the exclusion of subscription rights in connection with the sale of treasury shares pursuant to Section 71, Subsection 1, Sentence 5 in conjunction with Section 186, Subsection 4, Sentence 2 and Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (Aktiengesetz)

## Overview

The Authorization to acquire treasury shares is intended to allow the Company to continue to acquire treasury shares and to use them in particular to cancel them, to finance the acquisition of companies, to honor stock option plans for its Management, or to use them for employee share programs. The Authorization is intended to give the Company maximum flexibility and for the optimization of the buyback also to allow shares to be acquired with the use of derivatives.

Regarding the decision on the application of treasury shares, the Board of Management is guided solely by the interests of the shareholders and of the Company.

## Exclusion of subscription rights

The sale of treasury shares is intended to be possible with the exclusion of shareholders' subscription rights in the following cases:

The Authorization under Item 6 of the Agenda is intended, inter alia, to allow the Company to have treasury shares at its disposal in order to offer them as consideration in the context of business combinations or the acquisition of companies or of equity interests in companies. International competition and the globalization of the economy increasingly require this form of consideration.

The authorization proposed here is therefore intended to give the Company the required flexibility to utilize opportunities to acquire companies or equity interests in companies quickly and flexibly. There are no concrete plans to utilize own shares for this purpose. The Board of Management will report to the Annual Meeting on any utilization of this authorization.

The stock option plan approved by the Annual Meeting of April 19, 2000 can be serviced with the conditional capital decided upon at that Annual Meeting. The resolution proposed under Item 6 of this year's Agenda is intended to give the Company the possibility of honoring the stock option plan with treasury shares, which the Company has acquired before.

The key points of the stock option plan were approved by the Annual Meeting on April 19, 2000. They can be inspected as an integral part of the notarized minutes of the Annual Meeting of April 19, 2000 at the Commercial Register of the Stuttgart District Court. They can also be seen on the Internet at <http://www.daimler.com/ir/am2008>.

The decision as to how the options are to be serviced in each individual case is to be made by the responsible boards of the Company; they will be guided solely by the interests of the shareholders and the Company, and will report on their decision at the following Annual Meeting.

Furthermore, the Company is to be able to issue employee shares to the employees of the Company and its subsidiaries.

In order to facilitate the issue of employee shares, the Company is to be allowed to acquire the necessary treasury shares by means of securities lending, and if required also to use treasury shares to meet the lenders' claim to repayment.

The Company shall be able to cancel treasury shares without a new resolution by the Annual Meeting. The cancellation of treasury shares is to be possible following a decision by the responsible boards with a corresponding reduction in the capital stock or also without reducing the capital stock, in the latter case the proportion of the capital stock represented by each share increases accordingly.

### **Acquisition conditions**

In addition to purchasing shares through the stock exchange, the Company is also to be given the opportunity to acquire its own shares through a public offering (tender procedure). This alternative provides that any shareholders of the Company willing to sell can decide how many shares and, if a price range is set, at what price they are willing to offer them. If the volume offered exceeds the number of shares requested by the Company, the acceptance must be allocated appropriately. There should be the possibility of preferred acceptance of small offers or small portions of offers of up to a maximum of one hundred shares. This possibility serves to avoid fractional amounts and small residual quantities in the determination of the quota to be acquired and thus facilitates technical processing.

### **Acquisition using derivatives**

Through the resolution of the Annual Meeting proposed under Item 7 of the Agenda, the Board of Management is to be authorized to acquire shares of the Company not only via the stock exchange or in the way of a public offering, but also with the use of derivatives. This additional alternative expands the Company's ability to structure the acquisition of treasury shares optimally. The Board of Management intends only to apply put options and call options as a supplement to the conventional share buyback and to buy back a maximum of half of the shares that can be acquired under the authorization with the use of derivative financial instruments.

It can be advantageous for the Company to sell put options or to acquire call options instead of directly acquiring shares of the Company.

When selling put options, the Company grants the purchaser of the put options the right to sell shares of the Company to the Company at a price specified in the put options (“exercise price”). As the so-called option writer, the Company is obliged to acquire the number of shares of the Company specified in the put option at the exercise price. As consideration, the Company receives an option premium when it sells the put options, substantially equivalent to the value of the selling right taking into consideration the exercise price, the term of the options and the volatility of Daimler’s share price. If the put options are exercised, the option premium paid by the purchaser of the put options reduces the total consideration paid by the Company for the acquisition of the shares. Exercise of the put options makes financial sense for the holders if the price of Daimler shares is below the exercise price, because the holders can then sell shares to the Company at the higher exercise price. From the Company’s perspective, a share buyback with the use of put options has the advantage that the exercise price is already defined on the date when the options are concluded. However, there is no cash outflow until the day of exercise. Furthermore, the price paid by the Company to acquire the shares is below the share price at the time when the options are concluded due to the option premium received by the Company. If the options are not exercised because the share price is above the exercise price on the date of exercise, the Company cannot acquire treasury shares in this way. However, it has the advantage of the option premium it received when the options were sold.

When acquiring call options, in return for the payment of an option premium, the Company receives the right to buy a predefined number of shares at a predefined price (“exercise price”) from the seller of the options, the option writer. The Company thus buys the right to acquire its own shares. Exercise of the call options makes financial sense for the Company if the price of Daimler shares is above the exercise price, because it can then buy the shares from the option writer at the lower exercise price.

The price to be paid for the shares by the Company is the exercise price defined in the respective put options or call options. The exercise price can be higher or lower than the stock-exchange price of Daimler shares at the time when the put options are sold or the call options are acquired. The option premium agreed by the Company on the sale of put options or on the acquisition of call options may not be substantially below (with put options) or substantially above (with call options) the theoretical market value of the respective options on the date of the option sale or purchase calculated with the use of recognized financial mathematical methods; the agreed exercise price is also taken into consideration for the calculation of that theoretical value.

### **Exclusion of subscription rights with the use of derivatives**

Any claims on the part of shareholders to conclude such option transactions with the Company are excluded analogously to Section 186, Subsection 3 of the German Stock Corporation Act (Aktiengesetz). The specification of the option premium and exercise price as described above prevents shareholders from being disadvantaged in connection with the acquisition of treasury shares with the use of derivatives. As the Company receives or pays a fair market price, the shareholders who are not involved in the option transactions do not lose any value. This is equivalent to the position of shareholders when shares are bought back

through the stock exchange, when not all shareholders can actually sell shares to the Company. The equal treatment of shareholders is therefore ensured also by determining a fair market price, in the same way as with a share buyback through the stock exchange. This also complies with Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (Aktiengesetz), which states that the exclusion of subscription rights is justified when the shareholders' financial interests are protected.

#### **Utilization of the authorization to acquire treasury shares and to use derivatives**

The Board of Management will report on the utilization of the authorization to acquire treasury shares and the use of derivative financial instruments in the next Annual Meeting.

**Concerning Items 10 and 11 of the Agenda: Report of the Board of Management** on the exclusion of subscription rights with the application of approved capital in accordance with Section 203, Subsection 1 and Subsection 2, Sentence 2 in conjunction with Section 186, Subsection 4, Sentence 2 and Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (Aktiengesetz)

#### **Overview**

The Board of Management and the Supervisory Board propose to the Annual Meeting the creation of Authorized Capital I in a total amount of up to €500,000,000.00 and Authorized Capital II in a total amount of up to €500,000,000.00.

The new Authorized Capitals I and II are to replace the previous Authorized Capitals I and II, which expire on April 8, 2008, to maintain the Company's flexibility and to protect its ability to take action in the interests of its shareholders.

#### **Authorized Capital I**

The Company should continue to have the flexibility to strengthen its competitiveness through acquisitions of companies, equity interests in companies or parts of companies. This flexibility is also intended to maintain the value of Daimler's shares. The proposed Authorized Capital I must be created to enable the Company to use its equity capital as a source of finance. As capital has to be raised quickly when an acquisition target is found, this is not generally a decision that can wait for a shareholders' meeting, which only take place once a year. For this reason, the Company needs to create Authorized Capital, which the Board of Management can utilize at short notice.

When calculating the size of Authorized Capital I, care must be taken to ensure that even large-scale corporate acquisitions can be financed through cash contributions.

In the case of a cash capital increase using Authorized Capital I, the shareholders are to be granted a right to subscribe. The Board of Management should however be authorized, with the approval of the Supervisory Board, to exclude the shareholders' rights to subscribe to residual amounts or balances arising as a result of the subscription arithmetic and which cannot be equally distributed among all shareholders. The reason for this exclusion is to simplify the issue procedure.

The Board of Management is also to be authorized, with the consent of the Supervisory Board, to exclude shareholders' subscription rights if this is necessary to grant subscription rights to new shares to holders of warrants or holders of convertible bonds or notes previously issued or to be issued in the future by Daimler AG or its subsidiaries in the amounts to which such holders are entitled upon the exercise of their warrants or conversion rights or upon the fulfillment of their conversion obligations.

This exclusion of subscription rights makes it possible to offer subscription rights to holders of existing warrants or convertible bonds in the event of a capital increase rather than reducing the option or conversion price in accordance with the terms of the bond. This objective can be achieved by means of the authorization, without the Company having to resort to using its own shares.

In cases of a cash capital increase using Authorized Capital I, pursuant to Section 203, Subsection 1 and 2 and Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (Aktiengesetz), the Board of Management should also be authorized with the consent of the Supervisory Board to exclude shareholders' subscription rights relating to the amount of the increase, which is not to exceed 10% of the existing capital stock either at the time when the authorization takes effect or when the authorization is exercised, provided that the new shares are issued at an issue price which is not substantially below the market price.

This authorization puts the Company in a position to respond quickly and flexibly to market opportunities in its various areas of business, and can cover any capital requirement at very short notice. The exclusion of subscription rights enables management not only to act quickly, but also to place the shares at close to the market price. This generates greater revenue from the issue than from issues with subscription rights. In addition, this type of placement enables the Company to attract new groups of shareholders.

When exercising the authorization with the exclusion of subscription rights pursuant to Section 203, Subsections 1 and 2 and Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (Aktiengesetz), the Board of Management shall set the deviance from the market price as low as permitted by the market conditions prevailing at the time of placement. Deviance from the market price at the time when Authorized Capital I is utilized will in no case be more than 5% of the current market price.

Subscription rights may not be excluded for more than 10% of the existing capital stock, neither at the time when the authorization takes effect nor when it is exercised. These stipulations comply with statutory provisions requiring that shareholders be protected against a dilution of their shareholdings. Because the new shares are issued at close to market price and because the amount of capital that can be raised with the exclusion of subscription rights is limited, every shareholder has the opportunity to acquire the number of shares required to maintain his or her proportionate shareholding in the Company on virtually equal terms through the stock market. This ensures that in accordance with Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (Aktiengesetz), the financial and voting interests of the shareholders are adequately safeguarded in the event of the utilization of Authorized Capital with the exclusion of shareholders' subscription rights, while the Company is given additional scope to act in the interests of all shareholders.

The sale of own shares is to be included in the limit of 10% of the capital stock if it takes place with the exclusion of subscription rights due to an authorization to sell treasury shares pursuant to Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (Aktiengesetz) valid at the time of this authorization or an authorization in lieu thereof. Furthermore, shares issued or to be issued by way of honoring bonds with conversion rights and/or warrants are to be included in this limit of 10% of the capital stock if the bonds were issued with the exclusion of subscription rights due to an authorization to issue bonds pursuant to Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (Aktiengesetz) valid at the time this authorization takes effect or an authorization in lieu thereof.

Further, the Board of Management will limit the exclusion of subscription rights of shareholders to 20% for utilization of the Authorized Capital I and Authorized Capital II in total. Thus, the added exclusion of subscription rights in cases of capital increases using Authorized Capital I and Authorized Capital II may not exceed 20% of the existing capital stock, neither at the time when the authorization takes effect nor when it is exercised.

### **Authorized Capital II**

In connection with the Company's flexibility to strengthen its competitiveness through acquisitions of companies, equity interests in companies or parts of companies, the Company also needs the option of being able to finance such acquisitions with shares. Since capital has to be raised quickly when an acquisition target is found, this is not generally a decision that can wait for a shareholders' meeting, which only take place once a year. This requires the creation of Authorized Capital II.

In the event of a capital increase against non-cash contributions involving the utilization of Authorized Capital II, the Board of Management is to be authorized, with the approval of the Supervisory Board, to exclude shareholders' subscription rights. This enables the Board of Management to use shares of the Company in appropriate cases in connection with business combinations or the acquisition of companies, parts of companies, equity interests in companies or other beneficial assets related to a proposed acquisition, without resorting to the stock exchange.

Daimler AG operates in a very tough and competitive market. In the interests of its shareholders, it must therefore be in a position to act quickly and flexibly at all times within these rapidly changing markets. This includes being able to acquire companies, parts of companies or equity interests in companies to strengthen its competitive position. The consideration to be paid is frequently very high. Often, it is not possible or – particularly in terms of achieving the best possible financing structure – desirable to pay cash. In many cases the seller also insists on receiving payment in the form of shares from the acquiring company, as this can be more advantageous.

Having the option of being able to offer payment in the form of shares of the Company thus gives the Company an advantage in the competition for attractive acquisition targets. The proposed authorization therefore gives the Company the necessary scope to act quickly and flexibly when opportunities arise to acquire companies, parts of companies or interests in companies, and puts it in a position whereby it can utilize Authorized Capital II in appropriate cases to acquire large companies, parts of companies or equity interests in companies in exchange for shares.

### **Utilization of Authorized Capital**

At present, there are no concrete plans to utilize any of the Authorized Capital. The Board of Management will carefully consider on a case-by-case basis whether it should make use of the authorization to exclude shareholders' subscription rights when utilizing the authorization to increase capital. It will only make use of this option if, in the assessment of the Board of Management and the Supervisory Board, this is in the interests of the Company and thus of its shareholders.

The Board of Management will report to the next Annual Meeting on the utilization of the authorized capital increases.

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# Conditions for Attending, Shareholders' Rights

## **Conditions for attending the Annual Meeting and for the exercise of voting rights as well as information on shareholders' rights**

### **Registering to attend the Annual Meeting**

Those shareholders are entitled to attend the Annual Meeting and to exercise their voting rights who are listed as shareholders in the Company's share register on the day of the Annual Meeting and who have notified the Company of their intention to attend the Annual Meeting so that such notification is received by the Company at the latest by 12 p.m. (midnight) C.E.S.T. on April 4, 2008. Shareholders who are listed as shareholders in the share register can apply:

by post to:  
Daimler  
Aktionärservice  
Postfach 94 00 01  
69940 Mannheim  
Germany

by fax to:  
+49 (0) 69 91 33 91 00

or via the Internet at:  
<https://register.daimler.com>

## **Shareholders' rights relating to participation in the Annual Meeting**

At February 22, 2008, the Company had 1,013,887,646 shares outstanding – thereof 8,610,241 treasury shares, thus 1,005,277,405 shares each of which entitles its holder to one vote. Under certain circumstances defined in the German Stock Corporation Act (Aktiengesetz), shareholders are entitled to request an extension of the agenda. Under the aforementioned circumstances (“Registering to attend the Annual Meeting”), they also have the right to participate in the Annual Meeting, to request information on the items of the agenda, to submit motions regarding the items of the agenda and regarding the procedure, and to vote at the Annual Meeting either in person or by proxy.

### **Proxy voting**

Shareholders who are listed in the share register have the option of voting through a proxy, for example a bank or a shareholders' association. In such a case, the proxies are to be registered in good time by the shareholder or by the proxies themselves. We request that our shareholders who vote through a proxy send the relevant forms together with their voting instructions to the proxies of their choice. It is also possible for shareholders present or represented at the Annual Meeting to authorize as proxies other shareholders present at the Annual Meeting or the official Company proxies to exercise their voting rights.

If a bank is listed in the share register, it can exercise the voting rights for shares that it does not own only if it is authorized to do so by the actual beneficial owner of the shares.

### **Voting by official Company proxies**

As a service, we continue to offer our shareholders the possibility to authorize employees of the Company to vote in accordance with their instructions as their proxies in the Annual Meeting. The Company proxies will follow the instructions they are given when exercising the shareholders' voting rights; when appointed as proxies, they may only exercise voting rights if express instructions have been given on each item of the agenda.

The proxies and related instructions can be communicated by post, by fax or via the Internet to the same address, fax number or website as stated for registration (see above under "Registering to attend the Annual Meeting"). The authorization of Company proxies is only possible until and including April 4, 2008. However, voting instructions and changes in voting instructions can be communicated until shortly before the beginning of voting on the day of the Annual Meeting, and in any case until 12 noon C.E.S.T. Further details are stated in the documents that are sent to the shareholders.

### **Details of Internet communication**

Shareholders who wish to order entrance tickets for the Annual Meeting or to authorize the Company proxies via the e-service for shareholders need their registration data, i.e. their shareholder number and the related access number. This registration data is listed on the reverse side of the letter of invitation, which is sent to the shareholders by post.

Users of the e-service who are already registered can use their self selected user identification and their self selected password, which they can issue themselves.

Those shareholders who have registered to have the Annual Meeting documents sent by e-mail receive the invitation with the Agenda as a pdf-attachment and a link to the Daimler e-service website with the invitation e-mail.

### **Motions and inquiries from shareholders**

Motions and inquiries from shareholders are to be sent to the Company solely at the following addresses:

by post to:

Daimler AG

Investor Relations

HPC 096 - E 409

70546 Stuttgart, Germany

by fax to:

+49 (0) 711 17 3 42 75

or by e-mail to:

[investor.relations@daimler.com](mailto:investor.relations@daimler.com)

We will publish motions and election proposals from shareholders that are to be made accessible and that reach us by 12 p.m. (midnight) C.E.S.T. on March 25, 2008, without delay after they are received, on the Internet at [www.daimler.com/ir/am2008](http://www.daimler.com/ir/am2008). Any statements of position by the Management will also be published after that date at the same Internet address.

### **Sending of documents to the shareholders**

The Company will send the agenda of the Annual Meeting to be held on April 9, 2008 and the information on registering and authorizing proxies to the shareholders who are listed in the Company's share register.

### **Annual Meeting information on the Internet**

Shareholders who are unable to attend the Annual Meeting in person can follow the explanations 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/am2008](http://www.daimler.com/ir/am2008). Information on the Annual Meeting, and later the voting results, can also be accessed at that Internet address.

The invitation to the Annual Meeting is published in the electronic version of the Federal Gazette (elektronischer Bundesanzeiger) of February 28, 2008.

Stuttgart, February 2008

Daimler AG

The Board of Management

**Details pursuant to Section 128, Subsection 2 of the German Stock Corporation Act**

**Members of the Board of Management of Daimler AG are also members of the supervisory board of the following bank:**

Mercedes-Benz Bank AG

**No member of the Daimler Supervisory Board is employed by any bank or is a member of any bank's board of management.**

**The following banks hold equity in Daimler AG that must be disclosed pursuant to Section 21 of the German Securities Trading Act:**

Deutsche Bank AG, Frankfurt am Main (4.4%)  
UBS AG, Zurich and Basel, Switzerland (3.6%)

**The following bank carried out the last securities issue of Daimler AG within the past five years:**

Bayerische Landesbank

**The following banks were leading members of the consortiums that within the past five years carried out the last benchmark issues by various companies of the Daimler Group:**

ABN AMRO Bank N.V.  
Bank of America  
Barclays Bank plc  
Bayerische Landesbank  
BNP Paribas  
CALYON  
Citigroup  
Commerzbank AG  
Deutsche Bank AG  
Dresdner Bank AG  
HSBC Bank plc  
J.P. Morgan Securities Ltd.  
Landesbank Baden-Württemberg  
Royal Bank of Scotland plc  
Société Générale  
Unicredito (Bayerische Hypo- und Vereinsbank)

# Internet/Information/Addresses

**Information on the Internet.** Special information on our shares and earnings development can be found in the “Investor Relations” section of our website. It includes the Group’s annual and interim reports, the company financial statements of Daimler AG, and reports to the US Securities and Exchange Commission (SEC). You can also find topical reports, presentations, an overview of various performance measures, information on the share price, and other services.

**[www.daimler.com/investors](http://www.daimler.com/investors)**

**Publications for our shareholders:**

- Annual Report (German, English)
- Form 20-F (English)
- Interim Reports for the 1st, 2nd and 3rd quarters (German, English)
- Sustainability Reports (Facts and Magazine) (German, English)

[www.daimler.com/ir/reports](http://www.daimler.com/ir/reports)

The financial statements of Daimler AG were prepared in accordance with German accounting principles and the consolidated financial statements were prepared in accordance with the International Financial Reporting Standards (IFRS). Both sets of financial statements were audited by KPMG Deutsche Treuhand-Gesellschaft Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, and an unqualified audit opinion was rendered thereon. These financial statements were filed with the operator of the electronic version of the German Federal Gazette and were published in the electronic version of the German Federal Gazette.

The aforementioned publications can be requested from:  
Daimler AG, Investor Relations, HPC 096 - E 409, 70546 Stuttgart.

The documents can also be ordered by phone or fax using the following number:  
+49 711 17 92287

**Daimler AG**

70546 Stuttgart  
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+49 711 17 34275  
E-mail: [ir.dai@daimler.com](mailto:ir.dai@daimler.com)

# Financial Calendar 2008

## **Annual Press Conference**

February 14, 2008

11.00 a.m. CET / 5.00 a.m. EST

## **Analysts' and Investors' Conference Call**

February 14, 2008

3.30 p.m. CET / 9.30 a.m. EST

## **Presentation of the Annual Report 2007**

February 27, 2008

## **Annual Meeting**

April 9, 2008

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

Messe Berlin

## **Interim Report Q1 2008**

April 29, 2008

## **Interim Report Q2 2008**

July 24, 2008

## **Interim Report Q3 2008**

October 23, 2008

