

DAIMLER

Extension of the Agenda*
Annual Meeting of Daimler AG
on April 9, 2008

* Convenience translation. The German text is legally binding.

Ladies and Gentlemen,

In addition to the Agenda of the Annual Meeting of Daimler AG to be held on April 9, 2008, which was published in the electronic version of the German Federal Gazette on February 28, 2008, the shareholders Prof. Dr. Ekkehard Wenger and Prof. Dr. Leonhard Knoll have requested the publication of the following items to be decided upon by that Annual Meeting pursuant to Section 122, Subsection 2 of the German Stock Corporation Act (AktG):

12. Motion for a resolution on the execution of a special audit pursuant to Section 142, Subsection 1 of the German Stock Corporation Act (AktG) to investigate the question of whether in carrying out the share buyback program in the second half of 2007, the duty of prudence was neglected or actions of breach of trust occurred and to what extent current or former executives profited from that.

It is to be examined,

- which factors were taken into consideration by the persons responsible for carrying out the share buyback that could have justified buying back shares at prices of more than €69 per share,
- to what extent the share buyback program had the effect of driving up the share price while it was being carried out, enabling current or former executives to profit to a greater extent from share-based remuneration than with a less aggressive way of carrying out the share buyback program,
- why the share buyback program was not carried out over a longer period of time to prevent the share price from rising above €77 during the program and from dropping below €49 after it ended,
- on which dates which prices were paid for shares and on which dates and under which conditions current or former executives cashed in or received remuneration related to the share price,
- to what extent the Supervisory Board fulfilled its duty to monitor the Board of Management while the share buyback program was being carried out.

The lawyer Nicola Monissen, Klosterstrasse 4, 89143 Blaubeuren, shall be appointed as the special auditor under the proviso that she may enlist auxiliary staff of her choosing as required to conduct the audit.

Reason: According to pages 27 and 167 of the Annual Report, in the period of August 30 until December 20, 2007, 49.96 million shares were bought back for an amount of €3.48 billion. This represents an average price of €69.65 per share. It is to be assumed that in some cases prices of significantly more than €70 were actually paid. If one disregards share prices that occurred more than five years ago, one must realize – quite remarkably – that a share price of €70 has been reached neither before the share buyback program was initiated nor after it was completed. In fact, the Daimler share price fell like a stone immediately after the share buyback program was completed. Already before (!) worldwide stock markets started sliding, it fell well below €60 and then slumped temporarily below €49. It is necessary to examine whether the persons responsible for carrying out the share buyback program made their buyback decisions with due care and why they ordered shares to be bought back when the share price was close to its peak. In addition,

it is necessary to examine who profited from the prices paid for shares to the disadvantage of the Company and its shareholders. According to the Annual Report, in the year 2007, a total of 35.7 million stock options were exercised out of the option program for executives. The fact that the average share price upon exercise of €65.69 was below the average buyback price of €69.65 indicates that the personal estimation of the average executive concerning the value of Daimler shares was lower than what was paid in the context of the share buyback program. It is even possible that the persons responsible for carrying out the share buyback program personally cashed in or received share-based remuneration while they were paying record prices on the Company's behalf. Irrespective of which, carrying out the share buyback program also enabled former members of the Board of Management, namely former Board of Management Chairman Schrempp, to cash in outstanding options at maximum prices. Correspondingly, remuneration for former members of the Board of Management exploded from €25.1 million to €67.9 million in 2007. Compared with that, it seems fairly harmless that according to a report in the newspaper "Stuttgarter Zeitung," Christmas parties and birthday parties were held for former Board of Management members who have made the shareholders poorer by billions of euros.

13. Motion for a resolution on the execution of a special audit pursuant to Section 142, Subsection 1 of the German Stock Corporation Act (AktG) to examine the question of whether in connection with the change of name proposed by the Board of Management and Supervisory Board, Company funds have been senselessly wasted in contravention of the legally required prudence.

It is to be examined,

- for which reasons the Board of Management and the Supervisory Board have accepted the considerable costs of an extraordinary shareholders' meeting, instead of passing a resolution on the change of the Company's name at the annual meeting in 2007 or 2008,
- whether by obtaining unnecessary expertise or consulting services, an attempt has been made to "discover" supposed reasons justifying the traditionless artificial name of "Daimler AG",
- why an eight-digit amount of money has been wasted on countering possible legal disputes concerning third-party rights to the name "Daimler".

The lawyer Nicola Monissen, Klosterstrasse 4, 89143 Blaubeuren, shall be appointed as the special auditor under the proviso that she may enlist auxiliary staff of her choosing as required to conduct the audit.

Reason: There was no legal obligation to continue to use the name DaimlerChrysler, whose image had been fundamentally ruined, subsequent to the ordinary annual shareholders' meeting in 2007. This is especially the case since the coming separation from Chrysler was already apparent at that time and in the ordinary annual shareholders' meeting on April 4, 2007 a motion was already on the agenda to change the name of the Company. Therefore, there is a strong suspicion that the costs of the Extraordinary Shareholders' Meeting of October 4, 2007 constitute a completely senseless waste of Company funds. There is also the suspicion that senseless consulting services were purchased for a lot of money in order to be able to "sell" the obvious return to the traditional name Daimler-Benz to unknowing international investors as apparently only the second-best alternative. But above all, at the Extraordinary Shareholders' Meeting of October 4, 2007, it was already

admitted that an eight-digit amount of money was paid to a competitor so that the traditionless artificial name “Daimler AG” could be used at all, although this has caused nothing but displeasure in the whole of Baden due to the suppression of the name Carl Benz. Since the new name apparently has no advantages but only disadvantages, in view of possible infringements of the duty of prudence and the possibility of claims for damages having to be made, it is essential to clarify these questions in a special audit.

14. Amendment to the Articles of Incorporation – limit on the number of mandates of members of the Supervisory Board representing the shareholders

The following resolution is submitted to the Shareholders’ Meeting for adoption:

Article 8 (§ 8) of the Articles of Incorporation is amended to include the following Paragraph 5:

“No person who is a member of the board of management of a DAX 30 company or who holds more than two Supervisory Board positions at DAX 30 companies shall be elected as a member of the Supervisory Board representing the shareholders. Chairmanship of the Supervisory Board of a DAX 30 company counts double towards the total number of board positions held.”

Reason: Control of the Board of Management of the Company requires a commitment that is not possible if the burden of work becomes excessive due to other board positions. There is also the risk that a close group of people who do not wish to damage their personal networks form non-aggression pacts. This is the only way to explain the fact that no respected member of the German business community could be found who was willing to put the obvious management deficiencies at the top levels of the Company in order before those responsible lost their own will to continue. In 2006, the Chairman of the Supervisory Board of Deutsche Bank, who was elected to the Supervisory Board of the Company on April 4 2007, publicly protested that the exponents of long-term mismanagement were referred to as “failures”. This culture of glossing over poor performance has proved to be extraordinarily damaging to the Company and its shareholders. In addition, it is increasingly proving to be a danger for the credibility of the market-economy system. Remuneration in the millions for unspeakable failures is more and more being regarded as an indication of the moral decline of the (supposed) business “elite”, with the recent history of Daimler AG often being quoted as a particularly impressive example. In the March issue of “Manager Magazin” for example, which reports about “greed and its consequences,” the following statement is made: “It is not a matter of envy ... The point is that with many executives there is no longer a connection between performance and remuneration, that a value-destroyer such as ex Daimler CEO Jürgen Schrempp was able to cash in millions of euros through stock options after his departure.”

15. Amendment to the Articles of Incorporation – separate counting of votes from various shareholder groups

The following resolution is submitted to the Shareholders' Meeting for adoption:

Article 19 (§ 19) of the Articles of Incorporation is amended to include the following paragraph 3:

“At the request of shareholders who together represent a share of the capital stock amounting to at least €500,000, voting on the individual items of the agenda is to take place in the form that at first only private individuals vote who are not represented by voting proxies as allowed by Section 125, Subsection 1, Sentence 1 of the German Stock Corporation Act (AktG). After the results of their voting have been announced, the shareholder associations cast the votes allocated to them as allowed by Section 125, Subsection 1, Sentence 1 of the AktG, whereby they do not have to cast votes for which they have received voting instructions (“separated votes”). After the results of this voting have been announced, all the other votes are cast and counted, including the separated votes. After that, the overall result is announced. The motion proposing the separate counting of votes is to be received by the Company at the latest seven days after the publication of the respective items of the agenda in the electronic version of the German Federal Gazette with evidence of the required share ownership.”

Reason: Institutional investors and custodial banks with proxy voting rights are often subject to massive conflicts of interest when voting, due to the fact that they have other business relations with the Company which are more important to them than a proper voting procedure. It is otherwise inexplicable why institutional investors and custodial banks in the past have repeatedly ratified the actions of the Board of Management and the Supervisory Board despite their mismanagement and the resulting miserable development of the Daimler share price, and have even reelected the responsible Supervisory Board members. In order to shed more light on these conflicts of interest, upon a motion being proposed by a qualified minority, at first those votes are to be counted that are affected by no, or only minor, conflicts of interest. In this way, the institutional investors and the custodial banks will at least be subject to more pressure to justify their sometimes scandalous voting behavior. Whoever votes against the majority of the private individuals and against the majority of the shareholders' associations should also have to expect that his or her behavior will be taken into account with respect to the liability law, supervisory law and criminal law, if he or she cannot offer any convincing reasons. Only in this way can institutional investors with their irresponsible voting behavior be prevented from continuing to give their blessing to the no-performance enrichment of failed board of management members, thus contributing to a moral decline that undermines the credibility of the market-economy system.

16. Amendment to the Articles of Incorporation – production of verbatim minutes of the shareholders' meetings

The following resolution is submitted to the Shareholders' Meeting for adoption:

The Articles of Incorporation are amended to include the following Article 18b (§ 18b):

“Article 18b (§ 18b) production of verbatim minutes of the shareholders' meetings

Verbatim minutes of the proceedings of the shareholders' meetings shall be produced. To ensure their accuracy, an audio or video recording shall be made which may only be interrupted if shareholders demand such interruption while they speak at the Shareholders' Meeting. The shareholders shall be notified of this right. At least two technically independent systems shall be used for the recording so that the proceedings of the debate can still be documented if one system fails. All recordings must be stored for at least five years."

Reason: The shareholders must be given the opportunity to provide exact proof of their own statements and those made by the management in the event of civil law proceedings or criminal law investigations. This opportunity used to exist when the management had verbatim minutes produced without being obliged to do so. This sensible custom was discontinued for unknown reasons. It is possible that the management does not wish to be held to any comments it makes in the shareholders' meetings. If it wishes to refute this presumption it should resume its former standard practice. Deutsche Bank AG, whose own Supervisory Board Chairman is a member of the Daimler Supervisory Board, has now returned to the practice of having minutes taken of its annual shareholders' meetings. Another factor is that the production of minutes causes hardly any additional expense. In fact, in previous years, a shareholders' meeting service provider actually made and archived recordings of the proceedings at the Company's shareholders' meetings, which the Company claims not to have noticed; the Chairman of the Supervisory Board has meanwhile admitted as much in writing. It is therefore incomprehensible why the Board of Management should be allowed to say things to the shareholders that are deliberately not made available for reexamination.

17. Motion for a resolution on the execution of a special audit pursuant to Section 142, Subsection 1 of the German Stock Corporation Act (AktG) to examine the issue of whether the members of the Board of Management and the Supervisory Board were in breach of duty in neglecting to examine all options to make claims for damages against the responsible members of the Board of Management and the Supervisory Board and the relevant consultants and auditors or to at least effect an adequate reduction in current remuneration or pension benefits or to cancel share-based components of remuneration following the statements made by the Stuttgart District Court on August 4, 2006 concerning the business combination between Daimler-Benz AG and Chrysler Corporation that

"the conversion ratio quickly negotiated on April 9, 1998 was in no way preceded by any due-diligence examination of the respective other company – neither commercially nor technically – and presumably only the market values of the two companies were compared, whereby the market value of Chrysler Corporation was increased by a premium of almost 30%."

"Such a method in no way represents a responsible or comprehensible balancing of interests between the groups of shareholders involved, and in fact appears to have been arbitrary."

"Thus, the approval by a large majority of votes was not based on substantiated information."

The lawyer Nicola Monissen, Klosterstrasse 4, 89143 Blaubeuren, shall be appointed as the special auditor under the proviso that she may enlist auxiliary staff of her choosing as required to conduct the audit.

Reason: According to the comments by the District Court, which arrived at the conclusion that there had been a serious misevaluation by the partners in the business combination, there should be an examination to determine whether those responsible can be called to account. There is no indication that either the Board of Management or the Supervisory Board has taken any action of this kind. This would have been even more necessary since there is meanwhile the suspicion that warnings concerning the business combination with Chrysler were apparently deliberately ignored. For example, Information No. 66 of the AUB (the independent employee representative body) of June 2007 reported as follows on the former Board of Management Chairman Schrempp: "At that time, he just looked to see which American automobile executive had the highest salary ... Schrempp only focused on this level in order to gain Eaton's salary – ten times as high as his own – when Eaton left DaimlerChrysler. The quality and competitiveness of Chrysler's products did not interest him, because otherwise he would not have ignored all the warnings of the third-party automobile sub-department of our Development department. These warnings were given, as we know today." If such warnings were actually given, the Board of Management and the Supervisory Board should not have remained inactive in reviewing whether or not inappropriate remuneration had to be reduced or repaid.

18. Motion for a resolution on the execution of a special audit pursuant to Section 142, Subsection 1 of the German Stock Corporation Act (AktG) to examine the issue of whether the Supervisory Board neglected its obligations of due care and attention when, in spring 2003, close to when the share price reached its lowest point for several years, it issued 20.5 million options to the Board of Management and other management staff of the Company at an exercise price of only €34.40 per share.

The lawyer Nicola Monissen, Klosterstrasse 4, 89143 Blaubeuren, shall be appointed as the special auditor under the proviso that she may enlist auxiliary staff of her choosing as required to conduct the audit.

Reason: It is not clear how a Supervisory Board that is complying with its obligations of due care and attention could have the idea to issue options precisely at the moment when share prices are practically in free fall due to temporary market disruptions with correspondingly low strike prices instead of waiting until the situation on the stock market had settled down again. The management has since been able to redeem the options issued in 2003 at considerable profit without the shareholders seeing anything in return as, following a strong recovery from its lowest point in several years, the share price is still lower than it was in April 2000 when the Annual Meeting approved the option program. It must be explained what considerations moved the Supervisory Board to make it so easy for the managers to get rich at the expense of the shareholders.

19. Motion for a resolution on the execution of a special audit pursuant to Section 142, Subsection 1 of the German Stock Corporation Act (AktG) to examine the issue of whether the Company is entitled to claim damages in relation to an interview by the former Chairman of the Board of Management Jürgen Schrempp in the Financial Times, which later aided a class action lawsuit in the United States that was settled at USD 300 million, of which the Company was required to pay an uninsured share which was an eight-digit amount.

It is necessary to examine:

- whether liability claims can be enforced against the former Chairman of the Board of Management or at least could have been enforced if asserted in a timely manner,
- whether and in what form and for what reasons the Supervisory Board took action or failed to take action against the former Chairman of the Board of Management in this matter,
- whether claims for damages can be asserted against the members of the Supervisory Board who were responsible at the relevant times arising from insufficient or untimely pursuit of claims on the part of the Company against the former Chairman of the Board of Management Jürgen Schrempp.

The lawyer Nicola Monissen, Klosterstrasse 4, 89143 Blaubeuren, shall be appointed as the special auditor under the proviso that she may enlist auxiliary staff of her choosing as required to conduct the audit.

Reason: The newspaper “Stuttgarter Zeitung” reported on January 3, 2007 under the headline “Millions for one careless interview” that the insurance companies from which DaimlerChrysler bought its liability insurance for members of the Board of Management are only covering “most of the necessary €175 million”, which was claimed from the insurance companies in connection with the class action lawsuit in which the Company settled. Even if the insurance claim had been fully covered, €175 million would in no way have been enough to cover the settlement amount, with the result that the Company would have lost an eight-digit amount just on account of the settlement amount. It is not evident that this loss would still have been incurred if the former Chairman of the Board of Management had not given his “careless interview”. Also, the Company presumably incurred other losses amounting to at least an eight-digit figure as it had to pay lawyers’ fees, particularly for those lawyers involved in lawsuits relating to the interview in which the Company did not settle.

20. Motion for a resolution on the execution of a special audit pursuant to Section 142, Subsection 1 of the German Stock Corporation Act (AktG) to examine the issue of the extent to which current or former members of the Board of Management or the Supervisory Board were aware of transactions that have since led to investigations by various authorities, including the US Securities and Exchange Commission (SEC) and the US Department of Justice in particular, or whether the above persons can be accused of organizational failure as no sufficient precautions were taken to prevent these transactions.

It is necessary to examine whether these persons were aware or negligently unaware of or negligently failed to take precautions to prevent certain transactions with regard to all matters listed in the 2005 Annual Report under Note 31 (“Legal Proceedings”) from the second half of page 185. These are:

- *“improper payments”*, that *“raise concerns under the US-Foreign Corrupt Practices Act (FCPA), German law, and the laws of other jurisdictions”*;
- *“certain liabilities relating to non-consolidated subsidiaries”* that *“were not eliminated during consolidation”*;
- *“potential tax liabilities”* that were the subject of internal investigations;
- a *“portion of the taxes related to remuneration paid to expatriate employees”* that *“was not properly reported”*;
- a *“formal order of investigation”* by the US Securities and Exchange Commission (SEC) in connection with the United Nations’ Oil-for-Food program.

The special audit should also include all the transactions not listed in the Annual Report that are pertinently related to the above investigations by the SEC and the US Department of Justice or that were the subject of the questioning of the former Board of Management member Manfred Gentz by the US authorities or their representatives that were mentioned on page 122 of issue 37/2006 of the magazine “Der Spiegel” and which are supposedly the reason for the fact that the Supervisory Board meeting allegedly took place in Canada instead of the United States. The special audit is also to include matters that were allegedly the subject of an interrogation of former Board of Management Chairman Jürgen Schrempp by US authorities, which took place according to a report by the newspaper “Süddeutsche Zeitung.” In this context, it should also be clarified whether it is actually true that members of the Board of Management or the Supervisory Board wished to avoid coming into contact with US territory and, if so, who that was.

The lawyer Nicola Monissen, Klosterstrasse 4, 89143 Blaubeuren, shall be appointed as the special auditor under the proviso that she may enlist auxiliary staff of her choosing as required to conduct the audit.

Reason: The investigations of the US authorities have been reported in the press for some time without the Company having commented on this in any comprehensible way for the shareholders. At best, the information provided in the 2005 Annual Report hints at how significant these extremely unpleasant transactions are and who is responsible for them; the information in the 2006 and 2007 Annual Reports is even sparser. The fact that there was not even any appropriate information for the shareholders in Annual Report 2007 is even more incomprehensible because at the Extraordinary Shareholders’ Meeting of October 4, 2007 the Company was confronted with the question of which executives are to blame for the relevant transactions. Although at that time, these transactions were already several years past, the Board of Management member responsible for finance basically stated that the work of clarification had not yet progressed sufficiently, but that there were indications that this would be the case by the time of the next Annual Shareholders’ Meeting – now about to take place – in spring of 2008. According to Annual Report 2007, it is quite unlikely that the information announced will soon be provided without any pressure being applied by the shareholders. After three years have now passed without any appropriate information being given to the shareholders on the names of the guilty persons and the extent of their blame, clarification is needed even more urgently because the aforementioned report in “Der Spiegel” creates the impression that current or former members of the Board of Management or Supervisory Board at least temporarily

wanted to avoid coming into contact with US territory. To make matters worse, the newspaper "Heilbronner Stimme" of April 12, 2006 actually reported under the headline "US justice has its eye on Schrempp" on the possibility of "an indictment of former top managers" and in this context stated: "Even an indictment of Schrempp including a warrant for his arrest does not seem to be ruled out." Furthermore, in the online issue of "Manager Magazin," the suspicion is expressed that the US authorities felt the transactions were so important that they were demanding that a person at Board of Management level must accept responsibility. In this context, the newspaper "Süddeutsche Zeitung" reported on September 14, 2006 with reference to the newspaper "Handelsblatt" that it was supposed that Manfred Gentz, the former Board of Management member responsible for finance, "is in trouble". This question should also be examined. Furthermore, the reasons for the Company's continuously defensive information policy need to be investigated, which is in stark contrast to the offensive approach of the new management of Siemens AG, which has to tackle similar problems and is clearly making greater efforts not to sweep irregularities under the carpet or to protect former executives. This contrast might be connected with the fact that a fundamental personnel change is required before there is a willingness to clarify past events consistently and offensively. This is what Daimler has failed to implement. Of all people, a Supervisory Board Chairman has been appointed who was previously himself active for the Company as a member of the Board of Management during the time of the worst wrong decisions.

21. Motion for a resolution on the execution of a special audit pursuant to Section 142, Subsection 1 of the German Stock Corporation Act (AktG) to examine the issue of whether, prior to the Federal Court of Justice repealing the prison sentence handed down by the Stuttgart District Court on the businessman Gerhard Schweinle, the current Chairman of the Board of Management Dr. Zetsche, and various employees of the Company provided false, incomplete, misleading or otherwise inaccurate information on an alleged fraud committed against the Company in the area of so-called gray-market transactions, if so, what internal preliminary clarification this information was based on, who knew of this and who knew of any gray-market transactions per se and who profited from any gray-market transactions. It is also necessary to investigate to what extent the Company has meanwhile paid damages to Gerhard Schweinle or has been ordered by court to pay damages, to what extent these judgments are final, which further claims for damages are to be feared or have already been filed, and against which employees or executives recourse can be sought.

The lawyer Nicola Monissen, Klosterstrasse 4, 89143 Blaubeuren, shall be appointed as the special auditor under the proviso that she may enlist auxiliary staff of her choosing as required to conduct the audit.

Reason: Employees of the Company and the current Chairman of the Board of Management Dr. Zetsche gave testimony before the Stuttgart District Court in the trial of Gerhard Schweinle. Among other things, the subject of the trial was an alleged defraud of DaimlerChrysler AG by Gerhard Schweinle. The Stuttgart District Court handed down a prison sentence on Gerhard Schweinle, which he commenced. Among other things, the sentence was based on alleged defraud on account of alleged non-compliant reselling of DaimlerChrysler vehicles. The destination of these vehicles should then have caused an error at the Company, as a constituent fact. An opinion of the performance of Stuttgart's law courts can be derived from a resolution by the Federal Court of Justice

on June 9, 2004, which, so to speak, tore the fraud conviction to shreds. Stating the reasons for its decision, the Federal Court of Justice stated that there are “material doubts as to the evidence of fraudulent acts ... with regard to the knowledge on the part of the representatives of Daimler-Chrysler AG of the defendant’s intentions to resell.” The Federal Court of Justice felt there were certain considerations explained in more detail indicating knowledge on the part of the representatives of DaimlerChrysler AG. The Federal Court of Justice also commented: The District Court “should have considered ... that, from 2000, there was an accumulation of cases in which so-called cross-border commissions were claimed outside the intended sales channels, particularly from Far Eastern countries for exports intended for those regions (by the end of 2000: 14; by the end of 2001: a further 47); nonetheless, vehicles were delivered to the defendant until the end of October 2001, even though the phenomenon of such parallel exports was already known to DaimlerChrysler AG. If, taking these circumstances into consideration, a new trial court judge was unable to rule out at least a tacit agreement between the defendant and the representatives of DaimlerChrysler negotiating with him, there would not only have been no financial loss but also no error would have been caused as defined by Section 263 of the German Criminal Code.” Under these circumstances, there is a need for clarification regarding whether and to what extent there was knowledge of the gray-market transactions within the Company – particularly at Board of Management level – and, if so, whether attempts were made to cover up this knowledge both in general and in respect of the District Court. This need for clarification is to be seen not least in view of the fact that according to a report in the newspaper “Heilbronner Stimme” of November 30, 2007, Gerhard Schweinle, who was falsely suspected of fraud, has meanwhile been promised damages in an amount of millions of euros. Irrespective of that, it is necessary to look into the question of who profited from the so-called gray-market transactions. The part played by today’s Board of Management Chairman Zetsche in connection with the gray-market transactions will have to be investigated all the more exactly since the online version of the newspaper “Süddeutsche Zeitung” of November 28, 2007 reported on the statements made on this matter by a Daimler spokeswoman as follows: “The Daimler spokeswoman did not want to comment on whether his testimony in court, in which he is supposed to have spoken of ‘individual cases,’ was quoted erroneously: ‘I have nothing to say on the individual issues.’” Subsequently, reference is made to an alleged letter that today’s Board of Management Chairman is supposed to have received in his capacity as former Board of Management member responsible for sales. This letter allegedly refers to the success of reducing gray-market or parallel-market deliveries to a group of companies from “1317 to about 500 cars,” but that “to a certain extent, parallel-market transactions are to be expected in the future.” The “Süddeutsche Zeitung” continues: “What Zetsche answered to that is unknown. Daimler AG makes no comment.” Daimler AG “also did not want to comment” on the question of whether the Public Prosecutor’s Office was investigating Zetsche in this matter due to the suspicion of a false affidavit. Games of hide-and-seek like this are anything but suitable for promoting trust in the integrity of the Group’s Board of Management and in the Supervisory Board that has the duty of monitoring the Board of Management.

22. Motion for a resolution on the execution of a special audit pursuant to Section 142, Subsection 1 of the German Stock Corporation Act (AktG) to examine the issue of whether the Supervisory Board sufficiently monitored the administration of the former Chairman of the Board of Management Jürgen Schrempp, whether it – particularly in view of his services – granted him inappropriately high remuneration, whether the Supervisory Board checked that all benefits to the former Chairman of the Board of Management were recorded as Board of Management remuneration, and whether in the case of the employment of family members and relatives of the former Chairman of the Board of Management the Supervisory Board demanded and monitored the rendering of appropriate services, or arranged for this to be done, and, if so, who is/was responsible for doing this.

It is necessary to examine:

- whether the remuneration or pension benefits are or were appropriate in view of the services rendered,
- whether the former Chairman of the Board of Management was sufficiently present at the domicile of the Company or whether his work on the Board of Management suffered on account of his choice of residence, and particularly whether other members of the Board of Management or other employees had to travel because of this,
- whether the employment relationship with the wife of the former Chairman of the Board of Management despite the place of residence allows or allowed undisturbed rendering of services,
- whether the Company incurred other costs as a result of the change of residence, for example, as a result of providing an infrastructure or construction work and whether these costs were reported under Board of Management remuneration,
- by what criteria the service of his wife, brother and any other relatives or family members of the former Chairman of the Board of Management who may work or have worked for the Company were assessed and remunerated and who was responsible for the assessment,
- whether internal principles that regulate or regulated the employment of family members and relatives of Board of Management members were revoked or modified in respect of the Schrempp family and what role was played in this by the Supervisory Board,
- in which way suitable monitoring instruments are used to ensure that the performance of the wife of the former Board of Management Chairman in her employment with Daimler-Chrysler, which is ongoing in the year 2007, is commensurate with the remuneration paid to her,
- whether in connection with office services and other non-cash benefits granted for the time after the formal departure from the Board of Management an inappropriately generous approach was adopted, in particular whether this resulted in an unreasonably high expense for resolving the end of the employment contract with his wife and previous office manager.

The lawyer Nicola Monissen, Klosterstrasse 4, 89143 Blaubeuren, shall be appointed as the special auditor under the proviso that she may enlist auxiliary staff of her choosing as required to conduct the audit.

Reason: According to the 2006 Annual Report, total remuneration of the Board of Management decreased to €20.5 million from €34.9 million in the previous year. On the other hand, the remuneration of former Board of Management members and their surviving dependents rose from €16.9 million to €25.1 million. It must be supposed that these drastic changes are related to the remuneration of the former Chairman of the Board of Management, which has been kept secret to date, and who has been receiving retirement remuneration since 2006. This alone gives good grounds to doubt the appropriateness of his remuneration – even compared to the other very generously paid members of the Board of Management – especially when one considers how the shareholders have suffered under his decisions. The problem of the inappropriateness of remuneration was drastically exacerbated by the possibility created in 2007 of cashing in on stock options at share prices that increased sharply after the separation from Chrysler. This led to a downright explosion of remuneration for former Board of Management members in 2007, reaching the level of €67.9 million. On the other hand, one must suspect that this increase was substantially to the benefit of the former Chairman of the Board of Management. If this is true – which still has to be clarified – the remuneration scandal at Daimler would have reached a new, inconceivable dimension. This is even more extreme when one considers the management style of the former Chairman of the Board of Management. At the 2005 Shareholders’ Meeting, questions regarding the presence of the Chairman of the Board of Management at the Company’s headquarters in light of his having relocated his residence to Munich were answered only evasively or not at all. The same applies to questions as to whether the Company incurred any expenses as a result of the change of residence and to questions concerning the employment of his wife. Meanwhile, it has apparently been possible to terminate her contract of employment, but only at the price of horrendous severance compensation. Against this backdrop, it is necessary to check which conditions prevailed in the final phase of the Board of Management activity of Jürgen Schrempp and whether it seems appropriate from a legal point of view that it was only possible to get rid of his wife in return for supposedly horrendous severance compensation. The latter could be due to the fact that after his departure she was allowed to be further employed at the shareholders’ expense as his personal office manager although other persons were working in the office. If, as usual with other employees, she had been given a new boss after the old one had left, her departure would presumably have been far less expensive – unless the former Board of Management Chairman had also been given the inappropriate assurance that he could have his wife working for him at the shareholders’ expense even after his departure. The responsible Supervisory Board members would have to be held liable for such concessions.

23. Appointment of a special representative pursuant to Section 147, Subsection 2 of the German Stock Corporation Act (AktG) to claim damages from current and former members of the Supervisory Board due to the granting of inappropriate remuneration for former Board of Management Chairman Jürgen Schrempp, due to the unauthorized failure to claim compensation for damages from Jürgen Schrempp, and due to the unauthorized failure to reclaim inappropriate elements of remuneration.

The lawyer Nicola Monissen, Klosterstraße 4, 89143 Blaubeuren, shall be appointed as the special representative under the proviso that she may enlist auxiliary staff of her choosing as required to conduct the audit.

Reason: After the remuneration for former members of the Board of Management reached an all-time high of €67.9 million in 2007 – presumably due to the improper execution of the share buyback program – it is to be assumed that the inappropriateness of remuneration for the former Board of Management Chairman has reached a completely unacceptable level; because he is responsible for the worst wrong decisions in the Company’s history and also caused additional costs to be incurred due to negligence during an interview. According to applicable provisions of the German Stock Corporation Act, inappropriate remuneration is to be reclaimed; claims for damages are also to be made. Both at Siemens and at IKB, corresponding measures have been announced following significantly smaller disadvantages for the shareholders. However, there are no indications that the Company’s Supervisory Board has taken any kind of action in this matter – although the Schrempp case is at the focus of the discussion about unjustified executive remuneration, as seen most recently in the March issue of “Manager Magazin.” The Supervisory Board has thus made a sustained contribution to the decline of the Company’s image in particular and of market-economy incentive systems in general. His failure is embellished by the overall circumstances of the further employment of Lydia Schrempp and the toleration of the employment of relatives of the former Board of Management Chairman in highly paid positions. The responsible members of the Supervisory Board – now and in the past – have thus provided ammunition for all those forces that aim to abolish the market economy in its present form because it has degenerated into an evil self-service system of the (supposed) business elite. In view of this disastrous picture that the Supervisory Board presents, there may be no protection of those responsible if the credibility of the market-economy system is to be defended. All institutional investors would also be well advised to take heed, because they have significantly promoted the degeneration of remuneration systems with their scandalous voting behavior in the past.

**Statement by the management of Daimler AG
on the motions proposed by the shareholders Prof. Dr. Ekkehard Wenger and
Prof. Dr. Leonhard Knoll**

**The Board of Management and the Supervisory Board recommend that the items
of the agenda 14 through 16 and 23 be rejected.**

The proposed amendments to the Articles of Incorporation are neither necessary nor appropriate. They were already submitted in similar form at the Company’s last two shareholders’ meetings and were rejected by large majorities of the shareholders. In particular, the Articles of Incorporation already contain adequate provisions on limiting the mandates held by members of the Supervisory Board based on the recommendations of the German Corporate Governance Code. In this context, one must be aware that the Company has to compete to obtain outstanding personalities as members of its Supervisory Board and that the requirements placed on those members in terms of experience and specialized knowledge are constantly rising. It is therefore almost essential that suitable candidates also pursue other activities in order to gain these qualifications. The proposed amendment to the Articles of Incorporation for the separate counting of votes at shareholders’ meetings would unnecessarily prolong the voting process, its details would be incomprehensible, and it would lead to the unequal treatment of shareholders. There are also insufficient grounds for the introduction of verbatim minutes.

The Supervisory Board fulfills its duties conscientiously. In particular, the Supervisory Board monitors the actions of the Board of Management, decides on its remuneration after a careful review and after taking into consideration a comparison with competitors in Germany, Europe and the United States, also with assistance from external consultants, and acts in the interests of the Company. All remuneration and cash-equivalent benefits for current and former members of the Board of Management are reviewed by the external auditors and disclosed in accordance with the provisions of applicable law. Therefore, no grounds for claims of damages against the members of the Supervisory Board are apparent.

The Supervisory Board recommends that the items of the agenda 12, 13 and 17 through 22 be rejected.

There is no reason to carry out the proposed special audits. These motions were also already submitted in similar form at the Company's last two shareholders' meetings and were rejected by vast majorities of the shareholders. The motions relate partially to pending proceedings and official investigations and are hardly likely to yield any results beyond the findings that have been gained or will be gained in those proceedings.

With regard to proposed special audits that relate to the monitoring and remuneration of the Board of Management, we refer to the above statement on items of the agenda 14 through 16 and 23 on the work of the Supervisory Board.

The management's decision to change the name of the Company is based on considerations of brand law and corporate strategy. The name Daimler stands not only for the Company's high level of expertise as a globally respected manufacturer of automobiles and commercial vehicles, it is also intended to avoid overlaps between the corporate brand and the most valuable automotive brand in the world, Mercedes-Benz, and to provide a roof for the various brands within the Group.

No grounds are recognizable for the proposed special audit of the share buyback program carried out by the Company. The median of the share-price targets published by analysts was €79 at the beginning of the share buyback; the median is now €73 and is thus still significantly higher than the average price paid in the context of the share buyback. During the execution of the program, not only the Company, but also the bank it authorized, which carried out the buyback completely independently and without any influence from the Company, adhered strictly to the relevant German and European regulations to avoid influencing the share price. The details of the buyback are presented transparently on the Company's Internet website. The alleged market influence is therefore untenable and the special audit is unnecessary.

Stuttgart, March 7, 2008

Daimler AG
The Board of Management

