

DAIMLER

Notes on shareholders' rights pursuant to Section 122, Subsection 2, Section 126, Subsection 1, Section 127, and Section 131, Subsection 1 of the German Stock Corporation Act (*Aktiengesetz*)

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

Shareholders whose shareholdings together add up to the proportionate amount of €500,000 of the share capital (equivalent to 174.216 shares) can request that items are placed on the Agenda and are announced as such. Each new item must be accompanied by a reason or a proposed resolution. Such requests are to be addressed in writing to the Board of Management of Daimler AG and must be received by the Company at least 30 days before the Annual Meeting of the Shareholders, i.e., at the latest by 12:00 p.m. (midnight) on March 14, 2010. Please send such requests to the following address:

Daimler AG
The Board of Management
Attn. Dr. Petra Höss-Löw
Mercedesstr. 137
70327 Stuttgart
Germany

Pursuant to Section 122, Subsection 2 and Subsection 1 in conjunction with Section 142, Subsection 2, Sentence 2 of the German Stock Corporation Act (*Aktiengesetz*), shareholders making such requests have to prove that they have held the required number of shares since at least 00:00 a.m. on January 14, 2010.

Additions to the Agenda that are to be announced, if not already announced when the Annual Meeting of the Shareholders was convened, are published without delay after the corresponding request is received in the electronic version of the Federal Gazette (*Bundesanzeiger*) and are passed on for publication to such media which can be expected to disseminate the information in the entire European Union. They are also published on the Internet at <http://www.daimler.com/ir/am2010> and are communicated to the shareholders entered in the share register.

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

Moreover, shareholders of the Company can submit countermotions to proposals of the Board of Management and/or Supervisory Board concerning certain items of the Agenda and can submit election proposals. Countermotions must be accompanied by a reason. Countermotions, election proposals and other inquiries from shareholders regarding the Annual Meeting of the Shareholders are to be sent solely to one of the following addresses of the Company:

Daimler AG
Investor Relations
HPC 096 – 0324
70546 Stuttgart
Germany

fax number +49 (0)711 17 94075

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

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

We will publish countermotions and election proposals from shareholders that are to be made accessible, including the shareholders' names and reasons that are to be made accessible, after they are received on the Internet at www.daimler.com/ir/am2010/motions. Countermotions and election proposals on the items of the Agenda that are to be made accessible and that are received at the addresses stated in the first paragraph of this section ("Countermotions and election proposals, Section 126, Subsection 1 and Section 127 of the German Stock Corporation Act (*Aktiengesetz*)") at least 14 days before the Annual Meeting of the Shareholders, i.e., by 12:00 p.m. (midnight) on March 30, 2010, will be taken into consideration. Any statements of position by the Management will also be published at the same Internet address.

Under certain conditions, the Company is not obliged to make a countermotion and its reason accessible. This is the case, pursuant to Section 126, Subsection 2 of the German Stock Corporation Act (*Aktiengesetz*), if

- the Board of Management would commit an offence by making such matters accessible,
- the countermotion would lead to a resolution of the Annual Meeting of the Shareholders in violation of applicable law or of the Articles of Incorporation,
- main points of the reason obviously contain false or misleading or insulting statements,
- a countermotion of the shareholder relating to the same subject matter has already been made accessible to an Annual Meeting of the Shareholders pursuant to Section 125 of the German Stock Corporation Act (*Aktiengesetz*),
- the same countermotion of the shareholder with materially the same reason has already been made accessible to at least two of the Annual Meetings of the Shareholders of the Company in the past five years pursuant to Section 125 of the German Stock Corporation Act (*Aktiengesetz*) and less than one twentieth of the share capital represented at the Annual Meeting of the Shareholders voted in its favor,
- the shareholder indicates that he will not attend or be represented at the Annual Meeting of the Shareholders, or
- in the past two years at two Annual Meetings of the Shareholders, the shareholder notified the Company of a countermotion but did not present that countermotion and did not have it presented.

Moreover, the reason for a permissible countermotion need not be made accessible if it is longer than 5,000 characters in total.

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

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

3. Right of information pursuant to Section 131, Subsection 1 of the German Stock Corporation Act (*Aktiengesetz*)

Upon request, each shareholder is to be given information during the Annual Meeting of the Shareholders by the Board of Management concerning the affairs of the Company and the legal and business relations of the Company with its subsidiaries, as well as the situation of the Group and of the companies included in the consolidated financial statements, provided that such information is required to make a proper appraisal of subject matter of the Agenda.

The Board of Management may refuse to give information

- if, according to a reasonable commercial judgment, disclosing the information is likely to result in material disadvantage to the Company or one of its subsidiaries;
- that relates to the estimation of amounts for tax purposes or the amounts of individual taxes;
- concerning the difference between the amounts at which items are entered in the year-end balance sheet and any higher value of those items;
- concerning accounting and valuation methods, if the information on these methods given in the notes to the financial statements is sufficient to provide a view of the actual situation of the Company's financial position, liquidity and capital resources, and profitability in accordance with Section 264, Subsection 2 of the German Commercial Code (*Handelsgesetzbuch*);
- if the Board of Management would commit an offence by providing such information; or
- if the information is fully accessible on the Company's Internet website for at least seven days before the beginning of the Annual Meeting of the Shareholders and is also accessible during the Annual Meeting.

The information may not be refused for any other reasons.

If information has been given to a shareholder outside the Annual Meeting of the Shareholders because of that person or entity being a shareholder, this information is

also to be provided to each other shareholder, upon demand, in the Annual Meeting of the Shareholders, even if it is unnecessary for a proper appraisal of the relevant item of the Agenda. In such a case, the Board of Management may only refuse to give the information if it would commit an offence by doing so or if the information is fully accessible on the Company's Internet website for at least seven days before the beginning of the Annual Meeting of the Shareholders and is also accessible during the Annual Meeting.

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

Furthermore, pursuant to Article 18, Paragraph 3 of the Company's Articles of Incorporation, the Chairman of the Annual Meeting of the Shareholders may set an appropriate time limit with respect to the right of shareholders to speak and ask questions at the Annual Meeting of the Shareholders. In particular, at the start of or during the Annual Meeting of the Shareholders, he is authorized to set an appropriate time limit for the duration of entire Shareholders' Meeting, for discussion of individual agenda items and for individual comments or questions. Moreover, the Chairman may decide to end the debate if this is deemed necessary for the proper execution of the Annual Meeting of the Shareholders.