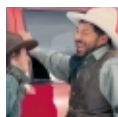
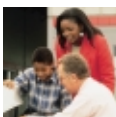
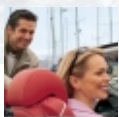


# DAIMLERCHRYSLER



DaimlerChrysler AG, Stuttgart  
April 10, 2002, Messe Berlin



## Agenda 4<sup>th</sup> Annual Meeting

Dear Shareholders,

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## Dear Shareholder:

Our **4<sup>th</sup> Annual Meeting** will be held on **Wednesday, April 10, 2002 at 10:00 a.m.** at the Berlin Trade Fair (Messe Berlin), Special Entrance, corner of Masurenallee/Messedamm, 14055 Berlin. The invitation and the agenda were published in Issue 36 of the Federal Gazette of February 20, 2002.

## Agenda

### 1. Presentation of the Audited Financial Statements, Consolidated Financial Statements, and Management Reports for DaimlerChrysler AG and the Group for the 2001 Financial Year and the Report of the Supervisory Board

The aforementioned documents can be examined at the company's registered office at Epplestraße 225, D-70567 Stuttgart, and on the Internet at [www.daimlerchrysler.com](http://www.daimlerchrysler.com). On request, each shareholder will immediately receive a copy of the aforementioned documents free-of-charge.

### 2. Resolution on the Allocation of Unappropriated Profit

The Board of Management and the Supervisory Board recommend that the unappropriated profit of €1,003,271,998.00 be allocated as follows:

Distribution of €1.00 dividend for each share entitled to dividends	€1.003.271.998,-
Transfer to disclosed reserves	-
Profit carried forward	-
Unappropriated profit	€1.003.271.998,-

The dividend shall be paid out on April 11, 2002.

(Please note: When the dividends are credited a corporation tax credit will no longer be extended to shareholders as a result of the amendment to the corporation tax system.

Further information on the fiscal treatment of dividend credits can be found at [www.DaimlerChrysler.com/ir/am2002](http://www.DaimlerChrysler.com/ir/am2002))

### **3. Resolution on Ratification of Board of Management Actions in the 2001 Financial Year**

The Board of Management and the Supervisory Board recommend that the actions of the Board of Management be ratified.

### **4. Resolution on Ratification of Supervisory Board Actions in the 2001 Financial Year**

The Board of Management and the Supervisory Board recommend that the actions of the Supervisory Board be ratified.

### **5. Resolution on the Appointment of Auditors for the 2002 Financial Year**

The Supervisory Board recommends that KPMG Deutsche Treuhand-Gesellschaft AG, Wirtschaftsprüfungsgesellschaft, Frankfurt am Main and Berlin, be appointed as auditors for the 2002 financial year.

### **6. Resolution on Authorizing the Company to Acquire Own Shares**

Since the authorization issued by the last Annual Meeting allowing the company to acquire own shares will expire in the course of the financial year, the Board of Management is to be granted new authorization to acquire own shares.

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

- a) The company shall be authorized to acquire shares in the company in order to
  - introduce shares in the company to foreign stock exchanges where they have not yet been admitted for trading or
  - be able to offer company shares to third parties in the context of mergers with companies or in the context of the acquisition of companies or participation interests in companies or
  - offer such shares for subscription to members of the Board of Management of the company, members of management of affiliated companies pursuant to sections 15 ff. AktG (German Stock Corporation Act) and other management staff of the company and its affiliated companies (hereinafter collectively referred to as: "management") in

the context of the Stock Option Plan agreed at the Annual Meeting on April 19, 2000 under item 8 of the agenda or

- redeem such shares.
- b) The authorization is limited to the acquisition of shares with an allocable portion of capital stock of €260,000,000.00, or approximately 10% of the capital stock of €2,608,507,194.80 reported as of December 31, 2001. The authorization may be exercised within the above limitation wholly or in installments once or several times for the pursuit of one or more purposes. At any point in time, no more than 10% of the capital stock may relate to the acquired shares together with other own shares held by the company or to be allocated to the company in accordance with sections 71 a et. Seq. of the German Stock Corporation Act.

The authorization shall become effective as of April 11, 2002 and shall be valid until October 10, 2003. The authorization for the company to acquire own shares resolved by the Annual Meeting of the Shareholders of DaimlerChrysler AG on April 11, 2001 shall elapse as from the time that this new authorization comes into effect.

- c) The acquisition shall be accomplished via the stock exchange or through a public offering made to all shareholders of the company.
  - If the acquisition of the shares is accomplished via the stock exchange, the countervalue 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 is accomplished through a public offering to all shareholders of the company, the offered purchase price or the prescribed values of the offered purchase price margin per share (excluding transaction costs) may not exceed the closing price 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 third trading day prior the day of publication of the offering by more than 20% or be more than 20% lower. 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. A preferential acceptance of a lower number of up to 100 company shares offered for purchase per shareholder of the company can be stipulated.

The provisions of the German Securities Acquisition and Takeover Act are to be adhered to provided that and to the extent that they apply.

- d) The Board of Management is authorized to use company shares acquired as a result of the aforementioned authorization to introduce shares of the company to foreign stock exchanges where they are not admitted for trading.
- e) 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 corporate mergers or the acquisition of companies or participating interests in companies.
- f) The Board of Management is authorized to use own 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 resolved under Agenda Item 8 by the Annual Meeting of the Shareholders on April 19, 2000.  
The decision on the extent to which own shares are to be transferred to members of the Board of Management, lies with the Supervisory Board of the company.
- g) The Board of Management is authorized to redeem own company shares acquired as a result of the aforementioned authorization without the redemption or execution thereof requiring an additional resolution by the Annual Meeting of the Shareholders.
- h) The authorizations described under points d), e), f) and g) above may be exercised wholly or in installments, once or several times, individually or together. The price at which shares in the company are introduced to such exchanges pursuant to the authorization in d) or at which they are issued to third parties pursuant to the authorization in e) 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 initial public offering or the date of the binding agreement with the third party.
- i) The right of the shareholders to subscribe to the company's own shares shall be excluded in so far as these shares are used as a result of the aforementioned authorizations in d), e) and f)

## 7. Resolution on the Approval of the Conclusion of an Intercompany Agreement

DaimlerChrysler AG and DaimlerChrysler Venture Gesellschaft mit beschränkter Haftung, with its registered office in Stuttgart (hereinafter: “the enterprise”), concluded a subordination and profit transfer agreement on November 23, 2001/December 6, 2001. The essential points of the agreement are as follows:

- Management of the enterprise is under the control of DaimlerChrysler AG.
- The enterprise undertakes to transfer any unappropriated profit to DaimlerChrysler AG.
- DaimlerChrysler AG undertakes to offset any net losses of the enterprise in accordance with section 302 of the German Stock Corporation Act.
- The enterprise may, with the approval of DaimlerChrysler AG, retain earnings from its net profit to the extent permissible under commercial law and economically viable under sound business practice.
- In the absence of external shareholders of the enterprise, DaimlerChrysler AG does not have to provide any compensation payments or pay any settlements.
- The agreement applies - with the exception of DaimlerChrysler AG’s right to issue directives - retroactively for the period from January 1, 2001 and can be terminated by either side for the first time on December 31, 2005 and, thereafter, as at the end of each financial year. The right to terminate without notice for compelling grounds remains unaffected.

The Board of Management and the Supervisory Board recommend that the conclusion of the subordination and profit transfer agreement be ratified.

## 8. Resolution on Approval of Conclusion of Intercompany Agreement

DaimlerChrysler AG and Chrysler Deutschland GmbH, with its registered office in Berlin (hereinafter: “the enterprise”), concluded a subordination and profit transfer agreement on November 29, 2001/December 6, 2001. The essential points of the agreement are as follows:

- Management of the enterprise is under the control of DaimlerChrysler AG.
- The enterprise undertakes to transfer its unappropriated profit to DaimlerChrysler AG.
- DaimlerChrysler AG undertakes to offset any net losses of the enterprise in accordance with section 302 of the German Stock Corporation Act.
- The enterprise may, with the approval of DaimlerChrysler AG, retain earnings from its net profit to the extent permissible under commercial law and economically viable under sound business practice.
- In the absence of external shareholders of the enterprise DaimlerChrysler AG does not have to provide any compensation payments or pay any settlements.
- The agreement applies - with the exception of DaimlerChrysler AG’s right to issue directives - retroactively for the period from January 1, 2001 and can be terminated by either side for the first time on December 31, 2005 and, thereafter, as at the end of each financial year. The right to terminate without notice for compelling grounds remains unaffected.

The Board of Management and the Supervisory Board recommend that the conclusion of the subordination and profit transfer agreement be ratified.

## 9. Resolution on Approval of Conclusion of Intercompany Agreement

DaimlerChrysler AG and R.C.C. Auto Vertriebs GmbH, with its registered office in Berlin (hereinafter “the enterprise”), concluded a subordination and profit transfer agreement on November 29, 2001/December 6, 2001. The essential points of the agreement are as follows:

- Management of the enterprise is under the control of DaimlerChrysler AG.
- The enterprise undertakes to transfer its unappropriated profit to DaimlerChrysler AG.
- DaimlerChrysler AG undertakes to offset any net losses of the enterprise in accordance with section 302 of the German Stock Corporation Act.
- The enterprise may, with the approval of DaimlerChrysler AG, retain earnings from its net profit to the extent permissible under commercial law and economically viable under sound business practice.
- In the absence of external shareholders of the enterprise DaimlerChrysler AG does not have to provide any compensation payments or pay any settlements.
- The agreement applies - with the exception of DaimlerChrysler AG’s right to issue directives - retroactively for the period from January 1, 2001 and can be terminated by either side for the first time on December 31, 2005 and, thereafter, as of the end of each financial year. The right to terminate without notice for compelling grounds remains unaffected.

The Board of Management and the Supervisory Board recommend that the conclusion of the subordination and profit transfer agreement be ratified.

## 10. Resolution on Approval of Conclusion of Intercompany Agreement

DaimlerChrysler AG and motormeile GmbH, with its registered office in Eching (hereinafter: “the enterprise”), concluded a subordination and profit transfer agreement on November 26, 2001/December 6, 2001. The essential points of the agreement are as follows:

- Management of the enterprise is under the control of DaimlerChrysler AG.
- The enterprise undertakes to transfer its unappropriated profit to DaimlerChrysler AG.
- DaimlerChrysler AG undertakes to offset any net losses of the enterprise in accordance with section 302 of the German Stock Corporation Act.
- The enterprise may, with the approval of DaimlerChrysler AG, retain earnings from its net profit to the extent permissible under commercial law and economically viable under sound business practice.
- In the absence of external shareholders of the enterprise DaimlerChrysler AG does not have to provide any compensation payments or pay any settlements.
- The agreement applies - with the exception of DaimlerChrysler AG's right to issue directives - retroactively for the period from the formation of the company and can be terminated by either side for the first time on December 31, 2006 and, thereafter, as of the end of each financial year. The right to terminate without notice for compelling grounds remains unaffected.

The Board of Management and the Supervisory Board recommend that the conclusion of the subordination and profit transfer agreement be ratified.

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## Report on Agenda Item 6 on the exclusion of subscription rights for the sale of own shares:

The sale following purchase of own shares shall be permitted in all of the following cases, without any pre-emptive rights of the shareholders:

Among other things, the authorization under Item 6 of the agenda is intended to give the company the opportunity to acquire own shares in order to use them for initial public offerings on stock markets where the company's shares are not yet listed.

The company faces intense competition on the international capital markets. An adequate supply of equity capital is important for the future development of the company. This includes the possibility of obtaining equity capital on the market at any time at appropriate conditions. In this respect, the company must be able to penetrate other major capital markets around the world. In individual cases, this can also render it necessary to acquire own shares and use these shares for initial public offerings on foreign stock markets where the company's shares are not currently listed.

The company should also be in a position to have own shares available to enable it to offer them as consideration in the context of corporate mergers or the acquisition of companies or participating interests. International competition and globalization of the economy increasingly demand this form of consideration. Therefore, the proposed authorization would grant the company the necessary flexibility to exploit opportunities that arise to acquire companies or participating interests quickly and flexibly. There are no concrete plans for utilizing this authorization. The Board of Management will report to the Annual Meeting of the Shareholders on any utilization of this authorization.

The DaimlerChrysler Stock Option Plan resolved at the Annual Meeting of the Shareholders on April 19, 2000 can be accomplished with the conditional capital resolved at that Annual Meeting. The resolution proposed under Agenda Item 6 is intended to give the company the opportunity to additionally service the Stock Option Plan through prior acquisition of own shares.

The key points of the DaimlerChrysler Stock Option Plan were resolved by the Annual Meeting of the Shareholders on April 19, 2000. They can be examined as an integral part of the notarized minutes of the Annual Meeting of the Shareholders on April 19, 2000 at the Register of Companies in Stuttgart. They can also be examined as an integral part of the contemporaneous disclosure in the registered office of the company at Epplestraße 225, D-70567 Stuttgart and on the Internet at [www.daimlerchrysler.com/ir/am2002](http://www.daimlerchrysler.com/ir/am2002).

On request, each shareholder will immediately receive a copy of the aforementioned documents free of charge. The decision as to how the options are to be exercised in individual instances will be adopted by the relevant executive bodies of the company. Their decision will be guided exclusively by the interests of the shareholders and the company and they will report on their decision at the subsequent Annual Meeting of the Shareholders after any such decision has been taken.

The company should be able to redeem own shares even without renewed resolution by the Annual Meeting of the Shareholders.

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 at the set price exceeds the quantity of shares requested by the company, the acceptance of the offers to sell must be allocated appropriately. There should be a possibility of a 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 settlement.

### Note on Agenda items 7 to 10 (Consent on the Subordination and Profit Transfer Agreements):

- The subordination and profit transfer agreements,
  - the annual financial statements and the management reports
    - of DaimlerChrysler AG for the last three financial years,
    - of DaimlerChrysler Venture Gesellschaft mit beschränkter Haftung for the last three financial years,
    - Chrysler Deutschland GmbH for the last three financial years,
    - R.C.C. Auto Vertriebs GmbH for the last three financial years and
    - motormeile GmbH for the sole (abridged) financial year to date, namely 2001,
- and
- the joint reports by the Board of Management of the company and the management of each dependent company prepared in accordance with section 293 a of the German Stock Corporation Act

are available for examination by the shareholders in the offices of DaimlerChrysler AG, Epplestraße 225, 70567 Stuttgart and in the offices of each dependent company concerned prior to the Annual Meeting of the Shareholders being convened. On request, each shareholder will immediately receive a copy of the aforementioned documents free of charge.

The aforementioned documents will also be made available at the Annual Meeting of the Shareholders.

\* \* \* \* \*

Those shareholders who on the day of the Annual Meeting of the Shareholders are registered in the share register as shareholders of the company and who have announced their intention to attend by no later than Friday, April 5, 2002 are entitled to participate in the Annual Meeting of the Shareholders and to exercise their voting rights. Shareholders who are registered in the share register may notify the company of their intention to attend directly with DaimlerChrysler AG at

DaimlerChrysler AG,  
Investor Relations HPC 0324, 70546 Stuttgart

or electronically via the Internet at  
[www.DaimlerChrysler.com/ir/am2002](http://www.DaimlerChrysler.com/ir/am2002)

Shareholders who are registered in the share register may also have their voting rights exercised by a representative with written power of attorney, a bank, or a shareholder association. In such cases the authorized representatives must be registered in advance by the shareholder or shareholder's representative. In such instances we ask that shareholders forward the forms they have received to a representative of their choice together with their respective instructions.

If a bank is entered in the share register, it may only exercise the voting right for shares not belonging to it on the basis of authorization by the shareholder.

As a special service we offer our shareholders the opportunity to be represented by employees of the company at the Annual Meeting of the Shareholders. Powers of attorney and relevant instructions can be issued in writing or via the Internet. Details can be found in the documents mailed to the shareholders.

The company will mail the agenda for the Annual Meeting of the Shareholders on April 10, 2002 together with the summary report for the 2001 financial year and the documents for registration or granting of proxy voting authorizations to the shareholders registered in the share register.

Stuttgart, February 21, 2002

**DaimlerChrysler AG**  
**The Board of Management**

**Appendix to the Agenda:**

Details pursuant to Section 128 (2) of the German Stock Corporation Law

**Members of the Board of Management or employees of DaimlerChrysler AG are also members of supervisory boards of the following credit institutes:**

Bayerische Hypo- und Vereinsbank AG  
 DaimlerChrysler Bank GmbH  
 Deutsche Hypothekenbank Frankfurt-Hamburg AG  
 HVB Real Estate Bank AG

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

**Credit institutes that hold equity in DaimlerChrysler AG that must be disclosed pursuant to Section 21 of the German Securities Trading Law:**

Deutsche Bank AG, Frankfurt (11.9%)

**Credit institutes that belonged to a consortium that within the last five years carried out the company's last securities issue:**

ABN AMRO Bank N.V.  
 Banc of America Securities Inc.  
 Banc One Capital Markets Inc.  
 Barclays Bank plc  
 Bayerische Hypo- und Vereinsbank AG  
 Bayerische Landesbank Girozentrale  
 Bear Stearns & Co.  
 Blaylock & Partners, L.P.  
 Caboto Holdings SIM S.P.A.  
 Commerzbank Aktiengesellschaft  
 Credit Suisse First Boston Corporation  
 Deutsche Bank AG  
 Dresdner Bank AG  
 Goldman Sachs & Co.  
 HSBC Bank plc  
 J. P. Morgan Chase & Co.  
 Landesbank Baden-Württemberg  
 Merrill Lynch & Co.  
 Morgan Stanley & Co.  
 Salomon Smith Barney Inc.  
 Société Générale  
 UBS Warburg LLC  
 Utendahl Capital Partners, L.P.  
 Westdeutsche Landesbank Girozentrale

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