

DAIMLER TRUCK

Southern Africa

DAIMLER TRUCK SOUTHERN AFRICA LIMITED

(Incorporated in the Republic of South Africa with limited liability under registration number 2018/300147/06)
(as Issuer)

unconditionally and irrevocably guaranteed by

DAIMLER TRUCK AG

(Stuttgart, Federal Republic of Germany)
(as Guarantor)

and

DAIMLER TRUCK HOLDING AG

(Stuttgart, Federal Republic of Germany)
(as Guarantor)

INFORMATION STATEMENT

IN RESPECT OF THE

ZAR 20,000,000,000

DOMESTIC MEDIUM TERM NOTE PROGRAMME

Daimler Truck Southern Africa Limited (**DTSA**, the **Issuer**, the **Arranger** or the **Company**) intends to issue notes from time to time (the **Notes**) under its ZAR 20,000,000,000 Domestic Medium Term Note Programme (the **Programme**) on the basis set out in the Programme Memorandum dated 21 June 2022, as amended and restated from time to time (the **Programme Memorandum**).

The Notes may be issued on a continuing basis and be placed by one or more of the dealer(s) specified in the section headed "*Summary of the Programme*" under the Programme Memorandum and any additional dealer(s) appointed under the Programme from time to time by the Issuer, which appointment may be for a specific issue or on an ongoing basis (the **Dealer(s)**).

The specific aggregate nominal amount (the **Nominal Amount**), the status, maturity, interest rate, or interest rate formula and interest payment dates, purchase price to be paid to the Issuer, any terms for redemption or other special terms, currency or currencies, form and denomination of Notes, information as to financial exchange listings and the names of the Dealer(s), underwriters or agents in connection with the sale of Notes being offered at a particular time will be set forth or referred to in the terms and conditions contained in the Programme Memorandum (the **Terms and Conditions**), read together with the pricing supplement applicable to any Notes (the **Applicable Pricing Supplement**) and this information statement (this **Information Statement**).

Availability of Information

This Information Statement and the Programme Memorandum are available on the Issuer's website at <https://dtsa.daimlertruck.com/investor-relations/dmtn>.

Information on the Issuer's website, other than in this Information Statement and the Programme Memorandum, is not intended to be incorporated by reference into this Information Statement or the Programme Memorandum, save for those documents which are incorporated by reference in the section headed "*Documents Incorporated by Reference*" in the Programme Memorandum, which should be relied upon for information in respect of the Programme and/or the subscription for the Notes.

Recipients of this Information Statement should retain it for future reference. It is intended that the Programme Memorandum, read together with the Applicable Pricing Supplement(s) in connection with the issuance of Notes, will refer to this Information Statement for a description of the Issuer and Daimler Truck Holding AG (DTHAG) and Daimler Truck AG (DTAG, together with DTHAG, the Guarantors), their directors, debt officer, company secretary, corporate governance, financial condition and results of operations (if any) and investor considerations/risk factors related to the Issuer and the Guarantors, until an updated information statement is issued. This Information Statement is not intended, and should not be construed, as the Programme Memorandum and/or the Applicable Pricing Supplement(s). It is not a standalone document and cannot be read without reference to the Programme Memorandum and/or the Applicable Pricing Supplement(s) in connection with the issuance of Notes.

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GENERAL

Capitalised terms used in this section headed "General" shall bear the same meanings as defined in the Terms and Conditions in the Programme Memorandum, except to the extent that they are separately defined in this section, or this is clearly inappropriate from the context.

The Issuer and the Guarantors certify that to the best of their knowledge and belief there are no facts that have been omitted from this Information Statement that would make any statement false or misleading and that all reasonable enquiries to ascertain such facts have been made, and that this Information Statement contains all information required by the Applicable Laws and the Debt and Specialist Securities Listings Requirements of the Johannesburg Stock Exchange (**JSE**). The Issuer and Guarantors accept full responsibility for the accuracy of the information contained in this Information Statement.

In addition, the Issuer and the Guarantors, having made all reasonable enquiries, confirm, as at the date of this Information Statement (the **Information Statement Date**) that this Information Statement and the Programme Memorandum contains or incorporates all information which is material in relation to the issuing and the offering of the Notes, that all information contained or incorporated into this Information Statement is true and accurate in all material respects and that the opinions and the intentions expressed in this Information Statement are honestly held and that there are no other facts, the omission of which would make this Information Statement or any of such information or expression of any such opinions or intentions misleading in any material respect.

The Arranger, the Dealer(s), the JSE Debt Sponsor and any of their respective subsidiaries or holding companies or a subsidiary of their holding companies (**Affiliates**) and any of their professional advisors (**Professional Advisors**) have not separately verified the information contained in this Information Statement. Accordingly, no representation, warranty or undertaking, expressed or implied, is made and no responsibility is accepted by the Arranger, the Dealer(s), the JSE Debt Sponsor, their Affiliates or any of the Professional Advisors as to the accuracy or completeness of the information contained in this Information Statement or any other information provided by the Issuer or the Guarantors. None of the Arranger, the Dealer(s), the JSE Debt Sponsor, their Affiliates nor any of the Professional Advisors accept any liability in relation to the information contained in this Information Statement or any other information provided by the Issuer or the Guarantors in connection with the Notes. The statements made in this paragraph are without prejudice to the responsibilities of the Issuer or the Guarantors, as the case may be.

No person has been authorised by the Issuer or the Guarantors to give any information or to make any representation not contained in, or not consistent with, this Information Statement or any other information supplied in connection with the issuing and the offering of the Notes and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer, the Guarantors, the Arranger, the Dealer(s), the JSE Debt Sponsor, their Affiliates or the Professional Advisors. Neither the delivery of this Information Statement nor any sale made in connection herewith shall, under any circumstances, create any implication that there has been no change in the affairs of the Issuer or the Guarantors since the Information Statement Date, or that any other financial statement or other information supplied in connection with this Information Statement is correct at any time subsequent to the date indicated in the document containing the same.

Neither this Information Statement nor any other information supplied in connection with the Notes constitutes the rendering of financial or investment advice by or on behalf of the Issuer, the Guarantors, the Arranger, the Dealer(s), the JSE Debt Sponsor, their Affiliates or Professional Advisors.

This Information Statement and any other information supplied in connection with the Notes is not intended to provide the basis of any credit or other evaluation and should not be considered as a recommendation by the Issuer, the Guarantors, the Arranger, the Dealer(s), the JSE Debt Sponsor, their Affiliates or any Professional Advisor that any recipient of this Information Statement should subscribe for or purchase any Notes. Each potential investor contemplating subscribing for or purchasing any Notes should make its own independent investigation of the financial condition and affairs, and its own appraisal of the creditworthiness, of the Issuer and/or the Guarantors. Each potential investor should consult its own Professional Advisors to make its investment decision and to determine whether it is legally permitted to subscribe for or purchase the Notes pursuant to this Information Statement, the Programme Memorandum and the Applicable Pricing Supplement(s) under Applicable Laws.

Neither this Information Statement nor any other information supplied in connection with the Notes constitutes an offer or invitation by or on behalf of the Issuer, the Guarantors, the Arranger, the Dealer(s), the JSE Debt Sponsor, their Affiliates or the Professional Advisors to any person to subscribe for or to purchase any Notes.

This Information Statement does not constitute an offer to sell or the solicitation of an offer to buy any Notes in any jurisdiction to any person to whom it is unlawful to make the offer or solicitation in such jurisdiction. None of the Issuer, the Guarantors, the Arranger, the Dealer(s), the JSE Debt Sponsor, their Affiliates nor any Professional Advisor represents that this Information Statement may be lawfully distributed, or that any Notes may be lawfully offered, in compliance with any applicable registration or other requirements in any such jurisdiction, or pursuant to an exemption available thereunder, or assumes any responsibility for facilitating any such distribution or offering. In particular, no action has been taken by the Issuer, the Guarantors, the Arranger, the Dealer(s), the JSE Debt Sponsor, their Affiliates or the Professional Advisors which would permit a public offering of any Notes or distribution of this document in any jurisdiction where action for that purpose is required. Accordingly, no Notes may be offered or sold, directly or indirectly, and neither this Information Statement nor any advertisement nor other offering material may be distributed or published in any jurisdiction, except under circumstances that will result in compliance with any Applicable Laws. The Arranger or the Dealer(s) has represented that all offers and sales by them will be made on the same terms and in compliance with this prohibition.

The distribution of this Information Statement and the offer for the subscription or sale of Notes pursuant to the Programme Memorandum and the Applicable Pricing Supplement(s) may be restricted by law in certain jurisdictions. Currently, the Notes are only available for subscription by South African residents. Persons into whose possession this Information Statement or any Notes come must inform themselves about, and observe, any such restrictions. In particular there are restrictions on the distribution of this Information Statement, the Programme Memorandum, the Applicable Pricing Supplement(s) and the offer for the subscription or sale of Notes in the United States of America, the European Economic Area, the United Kingdom and South Africa.

The Notes have not been and will not be registered under the United States Securities Act of 1933, as amended (the **Securities Act**), or with any securities regulatory authority of any state or other jurisdiction of the United States of America, and may not be offered or sold in the United States of America or to, or for the account or benefit of, US Persons (as defined in Regulation S under the Securities Act (**Regulation S**)). The Notes will be offered and sold only in offshore transactions outside the United States of America in accordance with Regulation S and, subject to certain exceptions, may not be offered, sold or delivered within the United States of America or to, or for the account or benefit of, US Persons.

Information and opinions presented in this Information Statement were obtained or derived from public sources that the Arranger, the Dealer(s), the JSE Debt Sponsor, their Affiliates or the Professional Advisors believe are reliable but make no representations as to the accuracy or completeness thereof. Any opinions, forecasts or estimates (if any) herein constitute a judgment as at the Information Statement Date. There can be no assurance that future results or events will be consistent with any such opinions, forecasts or estimates. Past performance should not be taken as an indication or guarantee of future performance and no representation or warranty, express or implied, is made regarding future performance. The price, value of and income from any of the securities or financial instruments mentioned in this Information Statement (if any) can decrease as well as increase. Any opinions expressed in this Information Statement are subject to change without notice and may differ or be contrary to opinions expressed by other business areas or groups of the Arranger, the Dealer(s), the JSE Debt Sponsor, their Affiliates or the Professional Advisors as a result of using different assumptions and criteria. Furthermore, the Arranger, the Dealer(s), the JSE Debt Sponsor, their Affiliates or the Professional Advisors (and their respective directors, employees, representatives and agents) accept no liability for any direct or indirect loss or damage incurred arising from the use of the material presented in this Information Statement, except as provided for by Applicable Laws.

All trademarks, service marks and logos used in this Information Statement are trademarks or service marks or logos or registered trademarks, service marks or logos of the Issuer. This Information Statement may not be reproduced without the prior written consent of the Issuer, the Guarantors, the Arranger or the Dealer(s). It may not be considered as advice, a recommendation or an offer to enter into or conclude any transactions.

Copies of this Information Statement are available through a secure electronic manner at the election of the person requesting inspection and by request from the registered offices of the Issuer.

INVESTOR CONSIDERATIONS/RISK FACTORS

Capitalised terms used in this section headed “Investor Considerations/Risk Factors” shall bear the same meanings as used in the Terms and Conditions set out in the Programme Memorandum, except to the extent that they are separately defined in this Information Statement or this is clearly inappropriate from the context. References below to the “Terms and Conditions,” in relation to the Notes, shall mean the “Terms and Conditions of the Notes” set out in the Programme Memorandum.

*Before deciding to purchase Notes issued under the Programme, investors should carefully review and consider the following risk factors and the other information contained in this Information Statement. Should one or more of the risks described below materialize, this may have a material adverse effect on the business, prospects, shareholders' equity, assets, financial position and results of operations (Vermögens-, Finanz- und Ertragslage) or general affairs of DTHAG, DTAG, Daimler Truck International Finance B.V., Daimler Truck Finance Canada Inc., Daimler Truck Finance North America LLC, or the group (**Daimler Truck** or the **Group**). Moreover, if any of these risks occur, the market value of Notes issued under the Programme and the likelihood that the Issuer or the relevant Guarantor(s), as applicable, will be in a position to fulfil its respective payment obligations under Notes issued under the Programme may decrease, in which case the holders of Notes (the **Holders** or **Noteholders**) issued under the Programme could lose all or part of their investments. Factors which the Issuer and the Guarantors believe may be material for the purpose of assessing the risks associated with Notes issued under the Programme are also described below.*

The Issuer and each of the Guarantors believe that the factors described below represent the principal risks inherent in investing in the Notes issued under the Programme, but the Issuer and the Guarantors may be unable to pay interest, principal or other amounts on or in connection with Notes issued under the Programme for other unknown reasons than those described below. Additional risks of which the Issuer and the Guarantors are not presently aware could also affect the business operations of DTHAG, DTAG, Daimler Truck International Finance B.V., Daimler Truck Finance Canada Inc., Daimler Truck Finance North America LLC or the Group and have a material adverse effect on their business activities, financial condition and results of operations. Prospective investors should read the detailed information set out elsewhere in this Information Statement (including any documents incorporated by reference herein or in the Programme Memorandum) and reach their own views prior to making any investment decision. The inability of the Issuer to pay interest, principal or other amounts on or in connection with any Notes may also occur for other reasons which may not be considered significant risks by the Issuer based on information available to it at the Information Statement Date, or which it may not be able to anticipate at the Information Statement Date. Accordingly, the Issuer does not represent that the statements below regarding the risks of holding any Notes are exhaustive.

The Issuer believes that the factors outlined below may affect its ability to fulfil its obligations under the Notes. All these factors are contingencies which may or may not occur and the Issuer is not in a position to express a view on the likelihood of any such contingency occurring. In addition, factors which are material for the purpose of assessing the market risks associated with the Notes are also described below. The value of the Notes could decline due to any of these risks, and investors may lose some or all of their investment.

References below to the “Terms and Conditions,” in relation to Notes, shall mean the “Terms and Conditions of the Notes” set out under the section of the Programme Memorandum headed “Terms and Conditions of the Notes” read together with the Applicable Pricing Supplement.

Risks Relating to the Notes and the Guarantee

The Notes may not be a suitable investment for all investors

Each potential investor in any Notes must determine the suitability of that investment in the Notes in light of its own circumstances. In particular, each potential investor should:

- have sufficient knowledge and experience to make a meaningful evaluation of the Notes, the merits and risks of investing in the Notes and the information contained or incorporated by reference in the Programme Memorandum or any Applicable Pricing Supplement;
- have access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in the Notes and the impact such an investment will have on its overall investment portfolio;
- have sufficient financial resources and liquidity to bear all of the risks of an investment in the Notes, including Notes with principal or interest payable in one or more currencies, or where the currency for principal or interest payments is different from the potential investor's currency;
- understand thoroughly the terms of the Notes and be familiar with the behaviour of any relevant indices and financial markets; and
- be able to evaluate (either alone or with the help of a financial advisor) possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks.

Some Notes are complex financial instruments. Sophisticated institutional investors generally do not purchase complex financial instruments as stand-alone investments. They purchase complex financial instruments as a way to reduce risk or enhance yield with an understood, measured and appropriate addition of risk to their overall portfolios. A potential investor should not invest in Notes which are complex financial instruments unless it has the expertise (either alone or with a financial advisor) to evaluate how the Notes will perform under changing conditions, the resulting effects on the value of the Notes and the impact this investment will have on the potential investor's overall investment portfolio.

Holders are subject to the risk of a partial or total failure of the Issuer and the Guarantor(s) to make interest and/or redemption payments

Any person who purchases the Notes is relying on the creditworthiness of the Issuer and the Guarantor(s) and has no rights against any other person. Holders are subject to the risk of a partial or total failure of the Issuer or the Guarantor(s) to make interest and/or redemption payments such that the Issuer or the Guarantor(s) is obliged to make under the Notes or the Guarantee. The worse the creditworthiness of the Issuer or the Guarantor(s), the higher the risk of loss.

A materialization of the credit risk may result in partial or total failure of the Issuer or the Guarantor(s) to make interest and/or redemption payments under the Notes or the Guarantee.

In addition, even if the likelihood that the Issuer or the Guarantor(s) will be in a position to fully perform all obligations under the Notes or the Guarantee when they fall due actually has not decreased, market participants could nevertheless be of that opinion. Market participants may in particular be of such opinion if market participants' assessment of the creditworthiness of corporate debtors in general or debtors operating in the industries sector adversely change. If any of these risks occur, third parties would only be willing to purchase the Notes for a lower price than before the materialization of said risk. The market value of the Notes may therefore decrease.

Although the Terms and Conditions and the Guarantee restrict the Issuer's and the Guarantors' ability to provide asset security for the benefit of other debt and require the Issuer and the Guarantor(s) to secure the Notes equally if they provide security for the benefit of Capital Markets Indebtedness (as defined in the Terms and Conditions), the requirement to provide equal security to the Notes is subject to a number of significant exceptions and carve-outs. To the extent the Issuer or the Guarantor(s) provide asset security for the benefit of other debt without also securing the Notes, the Notes will be effectively junior to such debt to the extent of such assets.

As a result of the foregoing, holders of any secured debt of the Group may recover disproportionately more on their claims than the Holders in an insolvency, bankruptcy or similar proceeding. The Issuer or the Guarantor(s) may not have sufficient assets remaining to make payments on the Notes.

Market price risk

The development of market prices of the Notes depends on various factors, such as changes of market interest rate levels, the policies of central banks, overall economic developments, inflation rates or the lack of or excess demand for the relevant type of Note. The Holders are therefore exposed to the risk of an unfavourable development of market prices of their Notes, which materializes if the Holders sell the Notes prior to the final maturity of such Notes. If a Holder decides to hold the Notes until final maturity, the Notes will be redeemed at the amount set out in the relevant Applicable Pricing Supplement.

In particular, a Holder of Fixed Rate Notes or non-interest-bearing Notes is exposed to the risk that the price of such Notes falls as a result of changes in the market interest rate levels. While the nominal interest rate of such Notes as specified in the Applicable Pricing Supplement, is fixed during the life of such Notes, the current interest rate on the capital market (**market interest rate**) typically changes on a daily basis. As the market interest rate changes, the price of such Notes also changes, but in the opposite direction. If the market interest rate increases, the price of such Notes typically falls, until the yield of such Notes is approximately equal to the market interest rate of comparable issues. If the market interest rate falls, the price of such Notes typically increases, until the yield of such Notes is approximately equal to the market interest rate of comparable issues. If the Holder of such Notes holds such Notes until maturity, changes in the market interest rate are without relevance to such Holder as the Notes will be redeemed at a specified redemption amount, usually the principal amount of such Notes.

A Holder of Floating Rate Notes is particularly exposed to the risk of fluctuating interest rate levels and uncertain interest income. Fluctuating interest rate levels make it impossible to determine the profitability of Floating Rate Notes in advance. Neither the current nor the historical value of the relevant floating rate should be taken as an indication of the future development of such floating rate during the term of any Notes.

Liquidity risk

Series of Notes issued under the Programme can also be listed on other stock exchanges or not be listed at all, as specified in the relevant Applicable Pricing Supplement.

Regardless of whether Series of Notes are listed or not, there is a risk that no liquid secondary market for such Notes will develop or, if it does develop, that it will not continue. The fact that Notes may be listed does not necessarily lead to greater liquidity as compared to unlisted Notes. If Notes are not listed on any exchange, pricing information for such Notes may, however, be more difficult to obtain which may affect the liquidity of the Notes adversely.

The liquidity of a Series of Notes may also be subject to fluctuations during the term of such Notes and may deteriorate, in particular as a result of repurchases and redemptions.

In an illiquid market, an investor is subject to the risk that he will not be able to sell his Notes at any time at fair market prices.

Risk of early redemption

If the Notes of any Series are redeemed earlier than expected by a Holder, a Holder is exposed to the risk that due to the early redemption his investment will have a lower than expected yield and to the risks connected with any reinvestment of the cash proceeds received as a result of the early redemption. The redemption amount may be lower than the then prevailing market price of and the purchase price for the Notes paid by the Holder for the Notes so that the Holder in such case would not receive the total amount of the capital invested.

The Notes may be redeemed prior to maturity

Unless in the case of any particular Tranche of Notes the Applicable Pricing Supplement specifies otherwise, in the event that the Issuer would be obliged to increase the amounts payable in respect of any Notes due to any withholding or deduction for or on account of any present or future taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by or on behalf of the government of South Africa or any political subdivision thereof or any authority therein or thereof having power to tax, the Issuer may redeem all Outstanding Notes in accordance with the Terms and Conditions.

In addition, if in the case of any particular Tranche of Notes the Applicable Pricing Supplement specifies that the Notes are redeemable at the Issuer's option in certain other circumstances, the Issuer may choose to redeem the Notes at times when prevailing interest rates may be relatively low.

In both such circumstances an investor may not be able to reinvest the redemption proceeds in a comparable security at an effective interest rate as high as that of the relevant Notes.

Because uncertificated Notes are held in the CSD, investors will have to rely on their procedures for transfer, payment and communication with the Issuer

Notes issued under the Programme which are listed on the Interest Rate Market of the JSE or such other or additional Financial Exchange and/or held in the CSD may, subject to Applicable Laws and the Applicable Procedures, be issued in uncertificated form. Unlisted Notes may also be held in the CSD in uncertificated form. Notes held in the CSD will be issued, cleared and settled in accordance with the Applicable Procedures through the electronic settlement system of the CSD. Except in the limited circumstances described in the Terms and Conditions, investors will not be entitled to receive Individual Certificates. The CSD will maintain records of the Beneficial Interests in Notes issued in uncertificated form, which are held in the CSD (whether such Notes are listed or unlisted). Investors will be able to trade their Beneficial Interests only through the CSD and in accordance with the Applicable Procedures.

Payments of principal and/or interest in respect of uncertificated Notes will be made to the CSD or the Participants and the Issuer will discharge its payment obligations under the Notes by making payments to or to the order of the CSD or the Participants for distribution to their account holders. A holder of a Beneficial Interest in uncertificated Notes, whether listed or unlisted, must rely on the procedures of the CSD to receive payments under the relevant Notes. Each investor shown in the records of the CSD or the Participants, as the case may be, shall look solely to the CSD or the Participant, as the case may be, for his share of each payment so made by the Issuer to the registered holder of such uncertificated Notes (being the CSD or the Participant). The Issuer has no responsibility or liability for the records relating to, or payments made in respect of, such Beneficial Interests.

Holders of Beneficial Interests in uncertificated Notes will not have a direct right to vote in respect of the relevant Notes. Instead, such holders will be permitted to act only to the extent that they are enabled by the CSD to appoint appropriate proxies.

Credit Rating

Tranches of Notes issued under the Programme, the Issuer and/or the Guarantors, as the case may be, may be rated or unrated.

A Rating is not a recommendation to buy, sell or hold securities and may be subject to revision suspension, or withdrawal at any time by the relevant assigning Rating Agency.

Any amendment in the Rating of the Issuer and/or the Guarantors and/or the Programme and/or a Tranche of Notes, as the case may be, after the Information Statement Date, will be announced on the stock exchange news system (**SENS**) of the JSE in accordance with the JSE timelines.

Risks related to the structure of the particular issue of Notes

A wide range of Notes may be issued under the Programme. A number of these Notes may have features which contain particular risks for potential investors. Set out below is a description of certain such features:

Notes issued at a substantial discount or premium

The market values of securities issued at a substantial discount or premium from their principal amount tend to fluctuate more in relation to general changes in interest rates than do prices for conventional interest-bearing securities. Generally, the longer the remaining term of the securities, the greater the price volatility as compared to conventional interest-bearing securities with comparable maturities.

Variable Rate Notes with a multiplier or other leverage factor

Notes with variable interest rates can be volatile investments. If they are structured to include multipliers or other leverage factors, or caps or floors, or any combination of those features or other similar related features, their market values may be even more volatile than those for securities that do not include those features.

Fixed/Floating Rate Notes

Fixed/Floating Rate Notes may bear interest at a rate that the Issuer may elect to convert from a fixed rate to a floating rate, or from a floating rate to a fixed rate. The Issuer's ability to convert the interest rate will affect the secondary market and the market value of such Notes since the Issuer may be expected to convert the rate when it is likely to produce a lower overall cost of borrowing. If the Issuer converts from a fixed rate to a floating rate, the spread on the Fixed/Floating Rate Notes may be less favourable than the prevailing spreads on comparable Floating Rate Notes tied to the same reference rate. In addition, the new floating rate may at any time be lower than the rates on other Notes. If the Issuer converts from a floating rate to a fixed rate, the fixed rate may be lower than the prevailing rates on its Notes.

Notes where denominations involve integral multiples: Individual Certificates

In relation to any issue of Notes which have denominations consisting of a minimum Specified Denomination plus one or more higher integral multiples of another smaller amount, it is possible that such Notes may be traded in amounts that are not integral multiples of such minimum Specified Denomination. In such a case a Holder who, as a result of trading such amounts, holds an amount which is less than the minimum Specified Denomination in his account with the relevant clearing system at the relevant time may not receive an Individual Certificate in respect of such holding and would need to purchase a Principal Amount of Notes such that its holding amounts to a minimum Specified Denomination.

If Individual Certificates are issued, Holders should be aware that Individual Certificates which have a denomination that is not an integral multiple of the minimum Specified Denomination may be illiquid and difficult to trade.

Modification and waivers and substitution

The Conditions contain provisions for calling meetings of Noteholders to consider matters affecting their interests generally. These provisions permit defined majorities to bind all Noteholders including Noteholders who did not attend and vote at the relevant meeting and Noteholders who voted in a manner contrary to the majority.

Change of law

The Notes are governed by, and will be construed in accordance with, South African law in effect as at the date of the Programme (the **Programme Date**). No assurance can be given as to the impact of any possible judicial decision, change to South African law or administrative practice in South Africa after the Programme Date.

Legal investment considerations may restrict certain investments

The investment activities of certain investors are subject to legal investment laws and regulations, or review or regulation by certain authorities. Each potential investor should consult its legal advisors to determine whether and to what extent (i) Notes are legal investments for it; (ii) Notes can be used as collateral for various types of borrowing; and (iii) other restrictions apply to its purchase or pledge of any Notes. Financial institutions should consult their legal advisors or the appropriate regulators to determine the appropriate treatment of Notes under any applicable risk-based capital or similar rules.

RISK FACTORS RELATED TO DAIMLER TRUCK SOUTHERN AFRICA LIMITED, DAIMLER TRUCK HOLDING AG AND DAIMLER TRUCK AG

This section serves as a description of the risk factors related to DTSA (as Issuer), DTHAG (as Guarantor) and DTAG (as Guarantor). Capitalised terms used in this section headed "Risk Factors Related to Daimler Truck Southern Africa Limited, Daimler Truck Holding AG and Daimler Truck AG" shall bear the same meanings as used in the Terms and Conditions, except to the extent that they are separately defined in this section or are clearly inappropriate from the context.

Risk Factors relating to Daimler Truck Southern Africa Limited, Daimler Truck Holding AG and Daimler Truck AG

The Issuer is a wholly-owned subsidiary of DTAG which in turn is a subsidiary of DTHAG, which acts as the ultimate holding company for the Group.

Risk Factors specific to DTHAG as Guarantor

Risks related to the nature of DTHAG as a holding company

DTHAG acts as the holding company for the Group. The assets of DTHAG mainly consist of the direct and indirect shares in its operating Subsidiaries and related financing. Therefore, in order to be able to meet its operating and other expenses, including the payment of interest and principal to the Noteholders under the Guarantee, DTHAG is dependent on its operating Subsidiaries. The inability of such Subsidiaries to distribute sufficient profits could have a material adverse effect on the ability of DTHAG to pay interest on and repay the Nominal Amount of the Notes under the Guarantee.

Industry and Business Risks

The following section describes the industry and business risks of the Group:

General Market Risks

The risks for economic development in the vehicle markets are significantly influenced by the state of the global economy. The assessment of market related risks is linked to assumptions and forecasts regarding overall market development in the regions where the Group operates. The possibility that markets may perform better or worse than planned or that market conditions may change exists in principle for all segments of the Group.

Insufficient market acceptance of certain vehicle models, drive technologies, and technological developments in vehicle control in specific regions can have a negative impact on the liquidity and capital resources, financial position and profitability of operations. Declining vehicle sales may also result from a partially unstable macroeconomic environment political or economic uncertainties or delays in the availability of necessary infrastructure. There is also a risk that demand cannot be met in a timely manner due to bottlenecks in the supply chain.

The launch of new products by competitors, and more difficult price enforcement in the sales and aftersales business, e.g. due to intensified price competition, can increase competitive and pricing pressure in the vehicle segments and could negatively impact Daimler Trucks profitability and liquidity and capital resources position.

In connection with leasing agreements, buy-back commitments, repurchase arrangements and other customer support programmes, risks also arise from the development of the used commercial vehicle market. These risks result when the market value of a vehicle at the end of the agreement term or upon return from the customer differs from the residual value that was originally calculated and forecasted on the basis of specific assumptions at the time the arrangement was concluded and used as a basis for the leasing instalments or buy-back price.

Residual values are influenced by a range of factors, including macroeconomic conditions, customer demand, vehicle utilisation patterns, used vehicle market dynamics, inflation, interest rates, regulatory developments, competitive activity and the availability of used vehicle inventory in the market, including through the Group's TruckStore remarketing channel.

As part of the established residual-value management process, certain assumptions are made at local and group levels regarding the expected level of prices, based upon which vehicles to be returned or repurchased are evaluated. If changing market developments, higher-than-expected asset returns from customers, lower remarketing values or reduced demand through retail and wholesale disposal channels lead to a negative deviation from assumptions, there is a risk of lower residual values. This can adversely affect the proceeds from the disposal of used vehicles and can adversely affect earnings, cash flows and financial position.

Risks relating to used commercial vehicles, residual values and remarketing activities

DTSA is exposed to risks arising from its used commercial vehicle and residual value activities. Used vehicle inventory may increase or remain unsold for longer than anticipated as a result of weaker customer demand, adverse economic conditions, changes in customer preferences, increased market supply, competitive pricing or the return or repossession of vehicles. DTSA's used vehicle business includes the remarketing of vehicles through TruckStore and other disposal channels.

The timing and composition of vehicle returns may also result in concentrations by model, specification, age, mileage or vehicle category. Where significant volumes of similar vehicles become available for sale within a limited period, DTSA's remarketing channels, including TruckStore, may not be able to absorb or dispose of such vehicles within the anticipated timeframe or at the values assumed.

Prolonged holding periods may result in further ageing, increased storage, refurbishment and maintenance costs, and additional pressure on achievable selling prices. If the carrying values, guaranteed residual values or other valuation assumptions relating to such vehicles exceed their expected net realisable or recoverable amounts, DTSA may be required to recognise additional write-downs, impairment losses or provisions.

In connection with the sale of vehicles, the Group offers its customers a wide range of financing and leasing options. The resulting risks for the Financial Services segment lie primarily in a declining creditworthiness of borrowers, meaning that receivables may become wholly or partially uncollectible due to customer insolvency (counterparty or credit risk).

On 20 February 2026, the United States Supreme Court ruled that a significant portion of the import tariffs imposed by the US Administration in April 2025 was unlawful. Due to this recent decision and the subsequent announcement of a new temporary global tariff, as of the date of this Information Statement the potential consequences such as possible reimbursements or additional costs cannot be assessed.

The conflict in the Middle East escalated following coordinated U.S. and Israeli strikes on Iran on 28 February 2026. The ongoing escalation may lead to indirect impacts on supply chains and energy prices. As of the date of this Information Statement, the potential financial effects on the Group cannot be reliably assessed.

Risks related to the legal and political framework

The commercial vehicle industry is subject to comprehensive government regulation worldwide. Legal and political frameworks have a significant impact on the future business success of the Group. Emissions, fuel consumption, safety, and certification regulations, as well as customs procedures for vehicles and vehicle parts, play a particularly important role. Geopolitical and trade tensions can also have a significant impact on the business activities of an internationally active enterprise such as Daimler Truck.

The persistently high political tensions and the associated risk of geopolitical conflicts continue to pose significant risks to the Group's business development. In particular, the ongoing tensions between the USA and China, a potential deterioration in EU-China relations, and the future development of the EU-US relationship create uncertainties. In addition, the escalation of the Middle East conflict, the further development of the Russia-Ukraine war, the resurgence of regional conflicts, and a possible worsening of the situation in the South China Sea could have an impact. These geopolitical risks could lead to disruptions in supply chains, rising energy prices, increased inflationary pressure, additional sanctions, and a further deterioration of the global growth outlook. The resulting disruptions in production, procurement, and logistics, as well as resource scarcity, could further strain the Group's cost base. Moreover, increased inflation and higher refinancing costs on the capital markets could negatively impact results, particularly in the Financial Services segment. A potential escalation of existing conflicts would further increase the risks to Daimler Truck's market environment.

There is a risk that individual countries, in an attempt to protect or improve their competitiveness in the global market, will increasingly resort to interventionist and protectionist measures. The automotive industry, including the commercial vehicle sector, is often seen as a key sector for promoting domestic investments and increasing local value creation along the entire value chain. This can lead to increased costs if production facilities are to be established or expanded, or if local procurement needs to be increased. Restrictions on technological and economic links between important markets could also have an impact on earnings if research and development has to be carried out locally or value chains have to be adapted because certain technologies cannot be used in the final products. Furthermore, imports are restricted by various market access barriers. These include, among other things, complex and lengthy certification procedures, delays in issuing certificates, cumbersome customs clearance procedures and the imposition of tariffs. The import tariffs introduced by the USA serve as a prime example of this.

Procurement market risks

The risks on the procurement side of Daimler Truck's Industrial Business arise primarily from fluctuations in raw material, commodity and energy prices. In addition, potential financial bottlenecks or capacity issues at suppliers, limited room for negotiating supplier prices, and over- or underutilization of supplier capacities can all lead to reduced earnings.

Daimler Truck relies on various raw materials, and commodities such as steel, copper, aluminium, precious metals, rubber, plastics, and rare earths for the production of vehicles and vehicle parts. These materials are used in particular in certain parts and components and account for a significant portion of the overall vehicle costs.

Prices for commodities, raw materials, components and parts are subject to at times considerable volatility due to global and regional market conditions, transportation and energy costs, geopolitical events, exchange rate fluctuations, tariffs, and inflationary pressure. Due to intense competition in the international commercial vehicle markets, the ability to pass on increased costs through higher vehicle prices is limited. Rising raw material prices can therefore negatively impact the margins and results of the segments.

The strained financial situation of suppliers could increase the risk of production interruptions and disruptions in supply chains, potentially leading to delays in vehicle completion and delivery.

In addition, the growing demand for new technologies, particularly electrified powertrains, necessitates adjustments to supply chains. The increasing electrification and digitalization of the industry is driving up demand for battery cells, semiconductors, and critical materials such as lithium. The limited availability of these materials or politically motivated restrictions on certain parts and components can lead to price increases and supply bottlenecks. This has an impact on Daimler Truck's ability to produce both conventional and zero-emission vehicles profitably and on schedule.

Company-Specific Risks

Information technology risks

The ongoing digitalization and increasing dependence on IT systems and digital processes significantly shape the business activities of the Group. This gives rise to a variety of risks, particularly in the areas of information security, system availability, data integrity, and data protection.

The increasing threat of cybercrime jeopardizes the availability, integrity, and confidentiality of information and IT-supported processes. Despite comprehensive protective measures, temporary process interruptions with significant consequences for the Group can occur in extreme cases. The loss or misuse of sensitive data can cause reputational damage. Furthermore, compliance with regulatory requirements is essential, as violations, particularly in the event of a cyberattack, can lead to third-party claims, costly enforcement measures, and substantial penalties.

During the implementation of new IT systems, delays may occur, particularly to ensure that all functional and technical requirements are met. There is also the possibility that in individual cases systems will not consistently exhibit the expected stability and performance throughout the initial operational phase. In such cases, individual technical adjustments may be necessary. These measures could temporarily

disrupt operations or generate significant additional implementation costs until full functionality is guaranteed.

Production and technology risks

Product development at Daimler Truck is characterized by a strong focus on technical innovations and future-oriented transport solutions. As part of strategic product planning, new technologies are continuously integrated into the vehicle segments to meet the increasing demands for emission reduction, energy efficiency, and safety. The transformation towards emission-free vehicles, particularly battery-electric and hydrogen-based powertrains, is key in this process. This development presents risks, as successful implementation depends on factors such as customer acceptance, government funding, and the availability of charging and hydrogen infrastructure. Product development also requires significant investments, especially when introducing new vehicle generations and powertrains. Risks arise primarily from the complexity of the projects, potential deviations from the plan, technical challenges, and dependence on external partners.

The technical realization of autonomous driving poses significant challenges for Daimler Truck. In particular, the development of reliable sensors, high-performance data processing, and secure software requires substantial investments. Furthermore, stringent functional safety and cybersecurity requirements must be met, and extensive testing must be conducted, and complex regulatory requirements adhered to. Collaboration with external partners and authorities, as well as the dynamic legal landscape, increase development effort and the risk of delays and additional costs.

Production facilities are continuously modernized and, if necessary, expanded or restructured, which involves significant investment. Nevertheless, short-term inefficiencies can occur, such as equipment failures or supply bottlenecks for critical components like batteries. Such disruptions can lead to production outages, increased costs, and a temporary reduction in capacity.

Daimler Truck products are characterized by their high level of technical complexity and adherence to stringent emissions, fuel consumption, and safety standards. At the same time, new technical requirements and legal regulations can restrict the sale of vehicles already produced, especially if certain features or vehicle parts are not available in time. Therefore, the products must remain not only innovative and future-proof but also reliable and competitive. Quality problems or bottlenecks in parts supply can negatively impact customer satisfaction and generate additional costs. The market success of new models depends significantly on aligning technical innovations with customer expectations, regulatory requirements, and economic objectives.

Within the Group, warranty, guarantee, and goodwill claims can arise if product quality does not meet specified requirements, legal regulations are not fully complied with or the necessary support for issues and product maintenance is insufficient. Such cases and quality defects both in installed vehicle components and in connection with technical innovations requiring modifications can lead to significant financial liabilities.

In addition to warranty and goodwill claims arising from product quality matters, the Group provides service, maintenance and extended warranty products as part of its customer support offering. The profitability of these products depends on assumptions regarding vehicle utilisation, repair frequency, labour costs, parts costs, inflation, component reliability, campaign activity and customer usage patterns. Actual claims experience may differ from assumptions applied in pricing, provisioning and portfolio valuation. Higher-than-expected component failure rates, escalating parts and labour costs, changes in vehicle operating conditions or prolonged contract durations may result in contract margins being lower than anticipated. The Group maintains provisions and periodically reviews the assumptions supporting these obligations. However, there can be no assurance that future claims experience will fully align with current estimates, which could have a material adverse effect on earnings, cash flows and financial position.

Risks related to cost optimization programs

Efficiency improvements and cost savings are crucial for the Group to maintain its competitiveness and improve its profitability. Daimler Truck is in the midst of implementing a number of operational performance and cost-saving initiatives to reduce fixed and variable costs affecting profitability. These operational performance and cost-saving measures, or components thereof, may not deliver the intended benefits within the time the Group targets. This may result in implementation costs in excess of those originally budgeted by the Group and the actual results of the initiatives may differ from the targets. If the targeted operational performance and cost-saving measures are not fully realized or achieved within the intended time, this could have an adverse effect on the Group's profit margins. As part of its "Cost Down Europe" restructuring and efficiency program, Daimler Truck has set itself the goal of making its business sustainably competitive in Europe and reducing annual operating costs by more than one billion euros by 2030 at the latest. In the financial year 2025, provisions for restructuring measures resulted in expenses of 331 million euros, which were recognized and included as an adjusted item in EBIT. The resulting payments in subsequent years, as well as further effects from the implementation of "Cost Down Europe", were taken into account accordingly in the outlook for the current financial year.

Risks related to participations

Collaboration with participations is of central importance to Daimler Truck, both for the transformation towards CO₂e-free mobility and for comprehensive digitalization. It also serves to gain access to geographic markets in order to expand global presence and leverage growth opportunities in strategically relevant regions. Particularly in the development and implementation of new technologies, participations enable the utilization of synergies and the improvement of cost structures to sustainably strengthen competitiveness in the commercial vehicle market.

Daimler Truck fundamentally participates in the risks arising from its participation in proportion to its respective shareholding.

The completion of the transaction to integrate Mitsubishi Fuso and Bus Corporation (**MFTBC**) and Hino Motors Ltd. (**Hino**) and the commencement of business operations, as well as the initial listing of the new holding company ARCHION Corporation (**ARCHION**), registered office in Tokyo, Japan, are planned for 1 April 2026, subject to the necessary conditions for the closing of the transaction being in place in time. Risks may arise, for example, from the failure to obtain approvals from authorities, and generally from incomplete implementation and execution of the contractual agreements. At the same time, the initial measurement of ARCHION may result in a one-off positive or negative valuation effect for the Group. In subsequent periods, ARCHION will be subject to share price fluctuations, which may adversely affect the carrying amount of the equity investment in the event of negative price movements.

Risks may arise from the valuation of participation particularly if set targets are not met or deadlines are missed. Similarly, a lack of market acceptance or an insufficiently developed infrastructure, especially in the area of new technologies such as hydrogen-based propulsion or the production of proprietary battery systems, can negatively impact the carrying amount of investments in the respective segment. Furthermore, ongoing business operations may result in additional financial obligations or increased financing requirements.

The Group's business and legal interests do not always fully align with those of the respective participation partners. There is a risk that these companies may take actions that could damage Daimler Truck's reputation or lead to legal liability risks. Daimler Truck is in ongoing discussions with its partners regarding the future direction of its China business. Depending on the outcome of these negotiations, one-off effects could arise that impact profitability, liquidity and capital resources and financial position.

Personnel risks

Employees are a key success factor for the Group's long-term competitiveness and innovative strength. In an increasingly dynamic and challenging work environment, risks may arise in connection with the personnel strategy.

Financial Risks

Daimler Truck is fundamentally exposed to risks and opportunities arising from changes in market prices such as exchange rates and interest rates. Changes in market prices can have a negative impact on the Group's profitability, liquidity and capital resources and financial position.

The Group is also exposed to credit, country and liquidity risks and risks from changes in credit ratings.

Exchange rate risks

The Group's global positioning means that its business operations and financial transactions are linked to risks related to fluctuations in exchange rates. This applies in the financial year in particular to fluctuations in the US dollar, the British pound, the Australian dollar, the Japanese yen and other currencies, against the euro. An exchange rate risk or opportunity arises in business operations primarily when revenue is generated in a different currency from that of the related costs (transaction risk).

While production costs were incurred primarily in US dollars, euros and yen, a portion of revenue was generated in other currencies. Daimler Truck is exposed to this type of transaction risk, but to a lesser extent due to its global production network. There are also exchange rate risks and opportunities related to the translation of the net assets, income and expenses of entities of the Group outside the eurozone (translation risk), which the Group generally does not hedge.

Interest rate risks

Changes in interest rates can create risks for both business operations and financial transactions. Daimler Truck employs a variety of interest rate-sensitive financial instruments to meet the liquidity requirements of its business operations on a day-to-day basis. Most of these financial instruments are linked to the financial services business of Financial Services. Interest rate risks arise when fixed interest periods between the assets and liabilities side of the balance sheet are incongruent.

Country risks

Country risk describes the risk of a financial loss resulting from changes in political, economic, legal or social conditions in the respective country, for example due to sovereign measures such as expropriation or a ban on currency transfers. Daimler Truck is subject to country risks, which primarily result from cross-border financing or collateralization for Group companies or customers, from investments in subsidiaries or joint ventures, and from cross-border trade receivables. In addition, country risks also arise from cross-border investments in financial institutions.

Credit risks

Credit risk describes the risk of a financial loss resulting from a counterparty failing to meet its contractual payment obligations. Credit risk encompasses both the direct risk of default and the risk of a deterioration of creditworthiness, as well as concentration risks. The Group is subject to credit risks, which result primarily from the financial services business and the operations of the vehicle business. See "*Industry and Business Risks — General Market Risks*" above for more information on risks from leasing and sales financing.

Credit risks also arise from the Group's liquidity investments. Should payment defaults occur, this would adversely affect the Group's profitability, liquidity and capital resources, and financial position.

Asset quality trends remain aligned with forecasts, with non-performing loans increasing as anticipated amid elevated economic volatility. Reserve coverage remains stable and is considered adequate given the current risk profile, supporting balance sheet resilience and providing appropriate protection against expected credit losses.

Risks related to changes in credit ratings

DTHAG and DTAG's creditworthiness is assessed by the rating agencies S&P Global Ratings and Moody's, as applicable. Risks are associated with possible downgrades of credit ratings assigned by

the rating agencies to DTHAG and DTAG (and thus to the Group's creditworthiness) or to bonds issued or guaranteed by members of the Group. Downgrades may adversely affect the Group's financing if they increase the cost of borrowing or limit the Group's financing options. In addition, downgrades may discourage investors from investing in DTHAG or the Notes and could negatively impact the trading value or liquidity of the Notes.

Risks related to pension plans

Daimler Truck has defined benefit pension commitments and, to a small extent, additional obligations for healthcare benefits, which are largely covered by plan assets. The balance of pension obligations and plan assets constitutes the carrying amount or funded status for these employee benefit plans. The measurement of pension obligations and the calculation of net pension expense are based on assumptions. Even small changes in those assumptions, e.g. a change in the discount rate, have a negative or positive effect on the funded status and Group equity for the current financial year and, if they occur, lead to a change in the period-related net pension expense in the following financial year. The fair value of plan assets is largely determined by developments on the capital markets. Unfavourable developments, especially in shares and marketable debt securities, reduce the carrying amount of plan assets. A change in the composition of plan assets can also have a negative impact on their fair value.

Legal and Tax Risks

Regulatory risks

The vehicle industry, and hence also the commercial vehicle industry, is subject to extensive government regulations all over the world. Legislation in various jurisdictions regulates the occupant safety and environmental impact of trucks, buses and other vehicles, including emission levels, fuel economy, and noise levels, as well as the emissions of the factories in which the vehicles or parts thereof are manufactured. Failure to comply with relevant regulations in individual regions may result in significant penalties and reputational risks, as well as the non-approval of products in the affected markets.

To maintain high quality standards for its products and to comply with government-prescribed safety and other standards, the Group incurs substantial costs for monitoring, certification, and quality assurance. Meeting government-mandated vehicle standards is costly and often technologically challenging, particularly where required standards conflict with one another. With the increasing complexity of commercial vehicles, also due to digitalization of components and their communication with each other, the risk of vehicle defects increases. The adoption of new technologies, many of which are still being refined for use in the transportation industry, including autonomous driving technologies and battery-electric vehicles, may increase the Group's exposure to vehicle defects and product liability. Applicable laws and governmental standards require manufacturers to take action to correct deficiencies related to vehicle safety and other standards, which may also result in recalls. Costs associated with delays in new model launches due to product defects and recall campaigns or warranty costs to remedy defects in vehicles that have been sold can be substantial.

The Group continuously monitors vehicle safety, product quality and regulatory compliance matters, including recall campaigns and corrective actions. Challenges relating to recall execution, recall completion rates, regulatory obligations or compliance-related matters may result in increased costs, regulatory scrutiny, enforcement action, penalties, reputational damage or other adverse consequences. Where such matters become material, additional disclosure may be required in accordance with applicable legal and regulatory requirements.

Moreover, the Group must comply with a wide range of legal and regulatory requirements relating to anti-bribery and corruption, antitrust law, sanctions and export control, anti-money laundering and terrorist financing, product requirements, energy law, data protection, human rights and the handling of hazardous goods in connection with its global business activities. The Group has also been and may be the subject of governmental inquiries or investigations regarding its or its joint ventures' compliance or the compliance of its or its joint ventures' employees, consultants, agents or partners, including joint venture partners with matters such as export controls, economic sanctions or other regulatory requirements.

Violations of applicable legal regulations in any of these respects are subject to sanctions, such as regulatory fines or criminal consequences. In addition, any violation can lead to negative media coverage and affect the Group's reputation.

In particular, as a result of the Russia-Ukraine War, comprehensive export controls and economic sanctions have been imposed on transactions with Russia and Russian entities and persons by the United States, the United Kingdom, the EU and countries around the world. These export controls and economic sanctions are constantly evolving and it is difficult for the Group to predict the interpretation, implementation or enforcement of governmental policies with respect to its or its joint ventures' activities. While the Group continuously reviews existing policies to ensure compliance with applicable laws and regulations, these policies may not be followed at all times and the Group's internal controls may not effectively detect and prevent violations by the Group or any of its employees, consultants, agents or partners, including joint venture partners. Furthermore, national laws applicable to the Group may be considered inconsistent with international norms by supranational authorities or courts. In such cases, the associated legal uncertainties may give rise to potential risks for the Group, which may affect its operational processes, reporting and other obligations.

Risks from legal proceedings in general (including antitrust law proceedings and actions for damages)

The subsidiaries of DTHAG (especially DTAG) are confronted with various judicial proceedings, claims as well as governmental investigations and orders (legal proceedings) on a large number of topics. These include, for example, vehicle conformity and vehicle safety, dealer, supplier and other contractual relationships, financial services, industrial property rights (in particular patent infringement suits), warranty claims, export controls and economic sanctions and antitrust proceedings (including claims for damages). If the outcome of such legal proceedings is negative for the Group or such proceedings are settled, the Group may be required to pay substantial compensatory and punitive damages or to undertake service actions, recall campaigns, monetary penalties or other costly actions. Legal proceedings and related settlements may have an impact on the Group's reputation.

Mercedes-Benz Group AG (formerly Daimler AG), the former parent entity of Daimler Truck AG, was addressee of an antitrust proceeding initiated by the European Commission. In July 2016, the European Commission issued a settlement decision against Daimler AG and four other European truck manufacturers for their participation in anti-competitive behaviour in violation of European antitrust rules with regard to pricing and passing on the costs of complying with stricter emissions rules for trucks. The European Commission found that Daimler AG participated in the relevant arrangements from 17 January 1997 to 18 January 2011. The individual fine imposed on Daimler AG by the European Commission's settlement decision amounted to EUR 1.09 billion and was fully paid in 2016. Following the settlement decision by the European Commission, legal actions, class actions and other forms of legal redress for damages by direct and indirect truck customers have been filed or initiated in several jurisdictions. Damage claims could result in substantial liabilities for the Group as well as significant costs expended for defense measures, which may have a material adverse effect on the Group's operations and its liquidity and capital resources.

In relation to the cartel infringement described above, the substantial claims (including certain types of class actions or aggregator claims) are pending or have been initiated in Germany, the United Kingdom, the Netherlands, and Spain. Claims are also pending in certain other European countries and in Israel (in a total of approximately twenty countries).

It cannot be ruled out that the regulatory risks and risks from legal proceedings discussed above, individually or in the aggregate, may materially adversely impact the profitability, liquidity and capital resources and financial position of the Group or any of its segments. As legal proceedings are fraught with a large degree of uncertainty, it is possible that after their final resolution, some of the provisions that have been recognized for them could prove to be insufficient. As a result, substantial additional expenditures may arise. This also applies to legal proceedings for which the Group has seen no requirement to recognize a provision.

Tax risks

DTHAG and its subsidiaries operate in many countries around the world and are therefore subject to numerous different statutory provisions and tax audits. Any changes in legislation and case law, as well

as different interpretations of the law by the tax authorities – especially in the area of cross-border transactions – can lead to considerable uncertainty. It is therefore possible that the tax provisions and tax liabilities recognized may prove to be insufficient, which may have a negative impact on the Group's cash flow and net profit.

Corporate Governance Risk

The statements in this Information Statement regarding risk management, compliance systems, governance oversight and the absence of material regulatory penalties are supported by the control environment and governance framework maintained by DTSA. DTSA maintains an established Internal Control System (**ICS**) under which key financial, operational, compliance and entity-level controls are periodically assessed through formal review and testing processes. These assessments are designed to identify control deficiencies, improvement opportunities and areas requiring remediation.

Where control deficiencies or improvement opportunities are identified, remediation actions are implemented and monitored as part of DTSA's ongoing governance and control framework. Risk management, internal control and compliance remain ongoing processes, and future reviews may identify additional areas for enhancement as part of DTSA's continuous improvement efforts.

In addition, quarterly sub-certification letters are obtained from business and functional areas confirming, to the best of management's knowledge, that material matters within their respective areas of responsibility have been appropriately disclosed and escalated. Based on these governance processes, management believes that the disclosures contained in this Information Statement remain appropriate and supportable.

DESCRIPTION OF DAIMLER TRUCK SOUTHERN AFRICA LIMITED

Capitalised terms used in this section headed "Description of Daimler Truck Southern Africa Limited" shall bear the same meanings as those used in the Terms and Conditions, except to the extent that they are separately defined in this section or are clearly inappropriate from the context.

1. LEGAL STATUS

- (a) DTSA is a public company with limited liability duly incorporated in accordance with the company laws of South Africa.
- (b) The Issuer was incorporated on 17 May 2018.
- (c) The financial year end of the Issuer is 31 December.
- (d) The annual audited financial statements of the Issuer are drawn up in accordance with IFRS and the Companies Act.
- (e) The company's registration number is: 2018/300147/06.

2. BUSINESS

Since the invention of the truck and bus over 125 years ago, Daimler Truck has been a pioneer in the commercial vehicle sector and is today one of the world's largest commercial vehicle manufacturers. Established in South Africa over 60 years ago, DTSA, together with its brands provide optimal experience, expertise and attractive products and services to its customers. With a Southern African footprint, our success is based on our strong brands inclusive of Mercedes-Benz Trucks and Buses, FUSO Trucks along with Freightliner parts and services. Our comprehensive product range is backed by our value-added services in Fleetboard, TruckTraining, TruckStore and Daimler Truck Financial Services. All our products are proudly assembled in our production plant in East London, South Africa.

3. COMPANY SECRETARY

The details of the company secretary of the Issuer are as follows:

Name: Mr. Stewart Bishop

Address: 1 Park Avenue, Rooihuiskraal, Centurion, 0154, South Africa

4. MANAGEMENT, THE BOARD AND DEBT OFFICER

4.1 Directors' Declarations

The Issuer confirms that none of its directors have:

- (a) ever been adjudged bankrupt, insolvent or sequestrated in any jurisdiction;
- (b) ever been convicted of an offence resulting from dishonesty, fraud, theft, forgery, perjury, misrepresentation or embezzlement;
- (c) ever been involved in any business rescue plans and/or resolution proposed by any entity to commence business rescue proceedings, application having been made for any entity to begin business rescue proceedings, notices having been delivered in terms of section 129(7) of the Companies Act, receiverships, compulsory liquidations, creditors' voluntary liquidations, administrations, company voluntary arrangements or any compromise or arrangement with creditors generally or any class of creditors of any company; where such person is or was a director, with an executive function within such company at the time of, or within the 12 months preceding, any such event(s);
- (d) ever been involved in any compulsory liquidations, administrations or partnership voluntary compromise arrangements of any partnerships where they were partners at the time of, or within the 12 months preceding such event(s);

- (e) ever been involved in the receiverships of any asset(s) of such person or of a partnership of which the person is or was a partner at the time of, or within the 12 months preceding, such event;
- (f) ever been disqualified by a court from acting as a director of a company or from acting in the management or conduct of the affairs of any company;
- (g) ever been found guilty in disciplinary proceedings by an employer or regulatory body due to dishonest activities;
- (h) ever been barred from entry into any profession or occupation;
- (i) ever been convicted in any jurisdiction of any criminal offence, or an offence under legislation relating to the Companies Act;
- (j) ever been removed from an office of trust, on the grounds of misconduct and involving dishonesty; and
- (k) ever been declared delinquent or placed under probation under the Companies Act in terms of section 162 of the act and/or section 47 of the Close Corporation's Act, 1984 or disqualified to act as a director in terms of section 219 of the Companies Act, 1973.

4.2 **Board Committees**

The Board is assisted by the following specialist committees (the Committees) as at the Information Statement Date:

4.3 **Audit and Risk Committee**

- (a) Nondumiso Ketwa (Chairperson)
- (b) Tshegofatso Benedict Sefolo
- (c) Beatrice Tsakani Nkambule

4.4 **Social and Ethics Committee**

- (a) Tshegofatso Benedict Sefolo (Chairperson)
- (b) Nondumiso Ketwa
- (c) Maretha Gerber

4.5 **Executive Committee**

- (a) Maretha Gerber (Chairperson)
- (b) Pierre Kriek
- (c) Mike Honiball
- (d) Gladstone Mtyoko
- (e) Wolfgang Edmayr
- (f) Tebogo Shumba
- (g) Olaf Petersen
- (h) Deon De Vries
- (i) Ziyad Gaba

4.6 **Debt Officer**

Pursuant to paragraphs 6.78 and 7.3(g) of the JSE Debt and Specialist Securities Listings Requirements, John Keller has been appointed as the Debt Officer as at the Information Statement Date. The Board has considered and is satisfied with the competence, qualifications and experience of the Debt Officer. The contact details of the Debt Officer are as follows:

Name: John Keller

Appointed as the Debt Officer on: 1 July 2024

Email address: john.keller@daimlertruck.com

Telephone number: +27 61 413 2412

5. **CORPORATE GOVERNANCE AND REGULATORY ENVIRONMENT**

5.1 **Board of Directors**

The Board is responsible for directing the Issuer towards achieving high standards of corporate governance based on local and international corporate practice and is ultimately accountable for achieving the Issuer Group's strategy, operating performance and financial results within the Group's corporate governance frameworks.

5.2 **Role and purpose of the Board**

The role and purpose of the Board is to oversee and provide strategic guidance to the business.

5.3 **Board Committees**

5.3.1 **Audit and Risk Committee**

The Audit Committee complies with its statutory duties as set out in the Companies Act and is established to assist the Board in:

- (a) Identifying and managing financial and other risks;
- (b) The evaluation of the adequacy of the assurance systems;
- (c) The review and preparation of accurate financial reporting and statements in compliance with all applicable legal requirements, corporate governance and accounting standards; and
- (d) Addressing statutory and regulatory issues, as required.

5.3.2 **Social and Ethics Committee**

The Social and Ethics Committee performs the functions as set out in the Companies Act:

- (a) To monitor the Company's activities, having regard to any relevant legislation, other legal requirements or prevailing codes of best practice, with regard to matters relating to:
 - (i) social and economic development, including the Company's standing in terms of the goals and purposes of:
 - aa) the 10 principles set out in the United Nations Global Compact Principles;
 - bb) the OECD recommendations regarding corruption;
 - cc) the Employment Equity Act, 1998; and
 - dd) the Broad-Based Black Economic Empowerment Act, 2003;

- (ii) good corporate citizenship, including the Company's:
 - aa) promotion of equality, prevention of unfair discrimination, and reduction of corruption;
 - bb) contribution to development of the communities in which its activities are predominantly conducted or within which its products or services are predominantly marketed; and
 - cc) record of sponsorship, donations and charitable giving;
- (iii) the environment, health and public safety, including the impact of the Company's activities and of its products or services;
- (iv) consumer relationships, including the Company's advertising, public relations and compliance with consumer protection laws; and
- (v) labour and employment, including:
 - aa) the Company's standing in terms of the International Labour Organization Protocol on decent work and working conditions; and
 - bb) the Company's employment relationships, and its contribution toward the educational development of its employees;
- (b) to draw matters within its mandate to the attention of the Board as occasion requires; and
- (c) to report, through one of its members, to the shareholders at the Company's annual general meeting on the matters within its mandate.

5.4 **Company Secretary Responsibilities:**

- (a) The Company's secretary is accountable to the Company's Board.
- (b) The Company secretary's duties include, but are not restricted to:
 - (i) providing the directors of the Company collectively and individually with guidance as to their duties, responsibilities and powers;
 - (ii) making the directors aware of any law relevant to or affecting the Company;
 - (iii) reporting to the Company's Board any failure on the part of the Company or a director to comply with the Memorandum of Incorporation or rules of the Company or the Act;
 - (iv) ensuring that minutes of all shareholders meetings, board meetings and the meetings of any committees of the directors, or of the Company's audit committee, are properly recorded in accordance with the Act;
 - (v) certifying in the Company's annual financial statements whether the Company has filed required returns and notices in terms of the Act, and whether all such returns and notices appear to be true, correct and up to date;
 - (vi) ensuring that a copy of the Company's annual financial statements is sent, in accordance with the Act, to every person who is entitled to it; and
 - (vii) carrying out the functions of a person designated in terms of section 33(3) of the Companies Act.

5.5 **External Audit**

The external auditors of the Issuer are, at the Information Statement Date, KPMG Incorporated.

5.6 **Code of Corporate Practices and Conduct set out in King Report on Corporate Governance for South Africa 2016 (King IV™)**

The Issuer is a wholly owned subsidiary of DTAG. DTHAG is listed on the Deutscher Aktien Index (the **DAX**). The Issuer follows international best practice and Group guidelines. These guidelines include comprehensive policies dealing with:

- (a) upholding Human Rights compliance with applicable laws and internal regulations;
- (b) appropriate behaviour within the Group and in dealings with Government officials, business partners and customers;
- (c) dealing with conflict of interest;
- (d) prevention of all forms of corruption;
- (e) protection of company assets; and
- (f) principles of social responsibility.

The Board has adopted King IV™ and endorses the code of corporate practices as set out in the King IV™ report and confirms that the Issuer is compliant with the provisions thereof.

Principle 1: The governing body should lead ethically and effectively

Group-wide standards

The Group and all Subsidiaries' business conduct is based on Group-wide standards that go beyond the requirements of relevant legislation in the respective jurisdictions and territories:

Locally these standards are accepted and enacted by the Board of Directors to ensure that the Company's operations contribute to DTAG's governance principles.

The Daimler Truck Code of Conduct outlines the principles guiding ethical behaviour within Daimler Truck Group AG:

Sustainable management of work.

Responsibility towards people, the environment, and society.

Ethical conduct and legal compliance.

Adherence to rules and regulations.

Open addressing of issues and promotion of transparency.

Fairness and respect as cornerstones of cooperation.

Embracing diversity and fostering mutual learning.

Daimler Truck recognizes that long-term success is contingent upon responsible actions and chooses to lead by example in upholding these principles.

The Daimler Truck Code of Conduct includes general rules of conduct along with requirements and regulations on the following topics:

- Respect for and protection of human rights;
- Compliance with laws and internal regulations;
- Appropriate conduct within the Group and in dealings with government officials, business partners and customers;
- Dealing with conflicts of interest;
- Prevention of all forms of corruption;
- Protection of company assets; and
- Principles of Social Responsibility.

Principle 2: The governing body should govern the ethics of the organisation in a way that supports the establishment of an ethical culture

The Board is the main governing body of the Issuer and ensures that codes of conduct and ethics policies articulate and give effect to the Board's direction on ethical behaviour. The Board assigns tasks of regular compliance reviews to ensure the highest level of compliance.

The main governance responsibilities which the Board takes primary responsibility for are ensuring:

- that codes of conduct and ethics policies that articulate and give effect to the Board's direction on organisational ethics are approved;
- that the codes of conduct and ethics policies encompass the Group's interaction with both internal and external Stakeholders, the broader society and addresses the key ethical risks of the Group;
- regulations by the Group and the Group's own governing documents, codes of conduct, legal and ethics policies;
- that it assumes responsibility for corporate citizenship by setting the direction for how it should be approached and addressed by the Group;
- that it oversees that the Group's core purpose and values, strategy and conduct are congruent with it being a responsible corporate citizen;
- that it assumes responsibility for assurance by setting the direction concerning the arrangements for assurance services and functions;
- that it satisfies itself that the combined assurance model is effective and sufficiently robust for the Board to be able to place reliance on the combined assurance underlying the statements that the Board makes concerning the integrity of the Group's external reports;
- the Group's commitment to the principles of good corporate governance and ensuring that compliance is reviewed regularly;
- comprehensive reporting to the Shareholder; and that a specific task is delegated to an individual Board member, this is recorded clearly in the minutes of Board meetings; and
- ensure that the organisation is and is seen to be a responsible corporate citizen.

Principle 3: The governing body should ensure that the organisation is and is seen to be a responsible corporate citizen

The Company operates as a socially responsive and responsible corporate citizen, with a history and heritage that spans more than six decades in South Africa. It is of the utmost importance to the Board and its respective Committees that the Company plays its part in ensuring that all of South Africa continues to grow economically and socially. Understanding, engaging, and forming cooperative relationships, with all of the Company's internal and external stakeholders is the only way this goal can be achieved.

It is the Company's aim to be socially responsive, a responsible corporate citizen and, at all times, to conduct its businesses in South Africa ethically and sustainably. As part of this goal, the Company understands that it is important to function within the larger framework of the societies that the Company impacts with business functions and operations.

The Board and its Committees maintain oversight over all actions and activities that could impact its status as a responsible corporate citizen.

The Company addresses its societal impact through Skills Development, Enterprise and Supplier Development, Preferential Procurement and Corporate Social Responsibility (CSR) initiatives each with their own approved strategic focus areas to ensure to most sustainable results.

The Company's CSR interventions are focused on the direct communities in which it operates, as well as neighbouring communities. The support to the CSR beneficiary partners is determined on an annual basis as part of the governance process by the Board and all approved funding is directed towards these organisations for the benefit of the beneficiaries.

The Company's daily operations also impact significantly on society. As the business grows, so too does the number of people it employs and the contribution it makes to the national economy. The Board monitors management's progress against growth plans, ensuring sustained employment and contribution to the national economy.

Principle 4: The governing body should appreciate that the organisation's core purpose, its risks and opportunities, strategy, business model, performance and sustainable development are all inseparable elements of the value creation process

The Board exercises oversight of and monitors the overall strategy of the Company, which is aligned to the values of the Company. The Board also oversees and monitors, with the support of its Committees as set out in the Board Charter, the implementation and execution by management of all applicable policies and priorities as it pertains to the overall strategy of the Company. Each Committee structures its functions according to its mandate and adopted Charter to prioritize the different objectives on an annual basis, taking into consideration all stakeholder needs as well as expectations and the materiality thereof.

In the execution of the strategy, the Board mandates authority to the various members of the Executive Management Committee to fulfil duties as set out in the Charter. This responsibility is cascaded down into the strategies and business plans of all the different business units. The Board expects the Committees to report back twice each calendar year on the progress and developments in line with the strategic direction. Thus, the Board assesses key performance measures throughout the year and actively exercises its oversight role.

The Board also ensures that the Company accounts for its performance by reporting and making disclosures as required by the applicable laws of South Africa, as well as in line with the various guidelines that stipulate that responsible collaboration requires decisions that are transparent and comprehensible. Accordingly, even when conducting checks, audits, and investigations, the Company places high importance on transparency and treat those concerned fairly.

The Board recognizes the inter-connectivity and interdependence of the various forms of capital at its disposal (financial, manufactured, human, intellectual, natural, social and relationship capital) and assesses strategy in light thereof. All material issues, risks and opportunities which could impact positively or negatively on sustained value creation are brought to the Board through the Committees.

The Board is satisfied that the Company has adequate resources to continue operating for the next twelve months and the foreseeable future.

Principle 5: The governing body should ensure that reports issued by the organisation enable stakeholders to make informed assessments of the organisation's performance, and its short, medium and long term prospects

The Board, assisted by the Audit Committee, assumes responsibility for transparent reporting on the activities and financial performance of the Company, all other statutory reporting on key matters affecting the Company and its stakeholders. The individual and consolidated Annual Financial Statements are reviewed and assured by a combined assurance model. Certain indicators such as Broad-Based Black Economic Empowerment status, is verified by external, independent and accredited specialists.

All relevant information relating to the stakeholders of the Company is published on the Company's website. Disclosures required in regulatory reporting such as those by the National Consumer Commission are transparently available for all to inspect and make informed decisions.

Reporting requirements as set out by the JSE for debt issuers are also adhered to in terms of the Domestic Medium Term Note Programme of the Company and distributed by the debt sponsor via the SENS of the JSE.

Information is further disseminated through the media, as an important stakeholder, for the public to be aware of the business operations of the Company. The Board delegates the responsibility for publishing all required reports and any release to the media to the Executive Management Committee of the Company.

Principle 6: The governing body should serve as the focal point and custodian of corporate governance in the organisation

The manner in which the Board approaches leadership strengthens the governance and performance of the Company, holistically. The Board is guided by a formal Board Charter that outlines the role and responsibilities of the Board. The Charter is subject to the provisions of the Companies Act, the Company's Memorandum of Incorporation and any applicable law or regulatory provision which applies to the Company, as well as the Governance Authorities and the Daimler Policies.

The Board is responsible for directing the Issuer towards achieving high standards of corporate governance based on local and international corporate practice and is ultimately accountable for achieving the Issuer's strategy, operating performance and financial results within the respective corporate governance frameworks of the Issuer.

The Board accordingly has the power to make any decisions in respect of the Company, which has not been specifically reserved for decision-making by the Shareholder (DTAG). The Board exercises its powers responsibly in the best interests of the Company with due regard to the interest of its stakeholders.

Each subsidiary company has its own directors. Through the Committees, the Board ensures that the necessary and proper governance principles and policies are implemented.

To support the balance of power in decision-making within the Group, independence exists for the Subsidiaries.

Principle 7: The governing body should comprise the appropriate balance of knowledge, skills, experience, diversity and independence for it to discharge its governance role and responsibilities objectively and effectively

The diversity in constitution of the Board of the Company enables the different members to provide balanced and independent advice throughout the governance and decision-making processes of the Company.

Succession is managed by DTAG and is subject to discretionary rotation in terms of a global rotation with cognisance to the nine-year tenure threshold recommended by King IV™. Independent non- executive directors are typically rotated after serving a term of four to six years.

The Board actively promotes gender and race diversity at Board and management levels. DTAG and the Board promotes race and gender diversity when appointments are made to the Board.

The Board considers the Chairperson to be independent in terms of the considerations set out in King IV™. To further enhance independent leadership of the Board a lead independent director, Ms Ndumi Ketwa, was appointed on 20 May 2022 with roles and responsibilities assigned in the Board Charter as defined in King IV™.

Each Board member has the necessary qualifications to exercise their responsibilities effectively. Board members have extensive business experience and specialist skills across a range of sectors, these being highlighted in this report.

The Board has concluded that it has an appropriate mix of knowledge, skills, experience, diversity and independence in order to carry out its mandate and responsibilities in accordance with the Board Charter.

Principle 8: The governing body should its arrangements for delegation within its own structures promote independent judgement, and assist with balance of power and the effective discharge of its duties

The Board ensures that the necessary delegation of power and segregation of duties exists in its structures and in the organisation as a whole. The Committees of the Board have been established to assist the Board in discharging its responsibilities.

The Committees are appropriately constituted, and members are appointed by the Board, with the exception of the Audit Committee whose members are nominated by the Board but appointed by the Shareholder.

External advisors, executive directors and members of management attend Committee meetings by invitation to ensure that all the dimensions of the business are properly represented and taken into consideration.

Each subsidiary in the structure of the Company functions independently. The Board, through its Social and Ethics Committee and Audit Committee monitors the compliance of the Subsidiaries with the various governance principles to ensure a healthy governance environment exists.

The general roles and responsibilities of each of the Committees as well as the Board is properly recorded in the approved applicable Charters.

The ECM is constituted to have representation of the Company and the Subsidiaries. Based on this format, the ECM has the ability to holistically manage the Group and to find possible synergies to support governance compliance.

Principle 9: The governing body should ensure that the evaluation of its own performance and that of its committees, its chair and its individual members, support continued improvement in its performance and effectiveness

The Board is conscious of its responsibility to evaluate its own performance along with that of its Committees. These evaluations can be conducted with the help of external experts and advisors if the Board so decides in a formally constituted Board meeting. Contained in the Board Charter is the responsibility that resides with the Chairperson to ensure that performance evaluations of the Board, the Board Committees, the Audit Committee and individual Directors are conducted.

Given a rotation of Directors, the Board has planned the next facilitated performance evaluation which will be focused on the King IV™ principles, in 2027. The Board is of the view that the performance evaluation process improves the performance and effectiveness of the Board. The performance evaluation of the Executive Directors is conducted by DTAG in accordance with group performance management and remuneration incentive programs.

Notwithstanding the aforementioned, the Board is satisfied with its performance in general and that of its Committees.

Principle 10: The governing body should ensure that the appointment of, and delegation to management contribute to role clarity and the effective exercise of authority and responsibilities

The Board appointed an Executive Management Committee that represents the Company and its Subsidiaries. The roles, responsibilities and authority of the members of the Executive Committee are clearly defined.

Through the structure put in place by the Charters of the Board and the Committees, it clearly delineates the roles and responsibilities of all members of the Board. The Board is fully supported by suitably qualified and experienced Company Secretary who exercises his duties as per the Companies Act.

In light of the role clarity and the effective authority granted to the Board and its Committees, there is a substantial contribution to the success of the Company and its long-term sustainability.

Principle 11: The governing body should govern risk in a way that supports the organisation in setting and achieving strategic objectives

The Board delegates the responsibility for the oversight and evaluation of risk management to the Audit Committee as contained in the Audit Committee Charter. The Audit Committee's overall objective is to determine whether the organisation's network of risk management, internal control, and governance processes designed and represented by management is adequate and functioning in a manner to ensure that risks are appropriately identified and managed and operations work efficiently. In a complex and interconnected world, risk management is imperative to any business.

An Opportunity Management System is integrated in the Risk Management System which the Company follows and reports into. There is an internal control system in the Company, described as the entirety of all regulations that serve the business purpose (policies, process descriptions, procedural instructions, working instructions etc.), which ensures that the business processes function properly. Risk Management is a group-wide standardised, continuous and systematic process, aiming to protect the Company's existence and the achievement of corporate targets, while increasing risk awareness.

Consequently, Risk Management and Opportunity Management are closely integrated into planning activities. Risks and opportunities are reported through the different business units and escalated to the relevant subcommittees of the Board. Once a year a full Daimler Truck/Group Risk and Opportunities Management System audit is conducted. Risk reporting thresholds are set within the framework provided by the Group risk management policies.

Actual risk exposures are regularly reported against these thresholds, and mitigating actions are implemented where thresholds have been exceeded. There were no unexpected, unusual or unforeseen risks outside of tolerance levels during the period under review, other than those disclosed to the JSE. Continued focus areas include regulatory and policy developments affecting the automotive sector, including the future of the Automotive Production and Development Programme, economic and socio-political developments, automotive sector technological developments and disruption, consumer trends and cyber risk especially affecting data privacy and protection.

The Daimler Truck Risk and Opportunities Management System and Internal Control System was adopted by the Board of the Company and was fully implemented accordingly.

Principle 12: The governing body should govern technology and information in a way that supports the organisation setting and achieving its strategic objectives

The Board monitors and exercises oversight of the direction for management and development of information technology with due consideration of the overall risk, strategy and direction of DTAG and the Company. Therefore, policies that articulate and give direction to the governance of information technology management framework leveraging upon the well-established international information technology governance framework of DTAG.

The Company, as part of the global network, capitalize on enhancements and efficiencies with regard to the cyber security, management of data and other information technology areas to ensure that the highest international standards and practices are incorporated into the digital environment of the Company.

Digitisation of processes and interfaces with stakeholders are a focus area to ensure that service delivery and efficiencies are further enhanced. Data is the "*new oil*" within the Company and strategic priorities are identified to ensure an agile, responsive and secure information technology eco-system with full integration of people, processes and technology.

Processes, policies and frameworks are put in place to manage risks with the necessary business continuity and data recovery plans. The aforementioned structure is securely built on the Company's corner stones for enhancement of cyber security i.e. protection, detection, respond and recover. With the necessary infrastructure and action plans that are in place, the Company can ensure the integrity, security, sustainability and stability of data from stakeholders. Internal and external assurances are in place to monitor the technology environment of the Company so that the highest standard can be met. As key focus area, the

Board prioritised security and privacy, infrastructure, technology operation and management of data.

Principle 13: The governing body should govern compliance with applicable laws and adopted, nonbinding rules, codes and standards in a way that supports the organisation being ethical and a good corporate citizen

The Board exercises oversight of how compliance should be approached and addressed in the Company. The Board approves and enacts policies that articulate and give effect to this direction on compliance and delegates the responsibility for the implementation of compliance to the Executive Management Committee. The function resides in the structures of the Company within the legal and compliance departments.

Legal compliance systems and processes are in place to mitigate the risk of non-compliance with the law. The regulatory environment is monitored to ensure appropriate responses to changes and developments in applicable regulations and law. The Company's compliance and legal departments have teams that report back to the Executive Management Committee regarding the programs it employs. The compliance department extends training to all employees, including compulsory induction training, to educate the staff complement about the use and function of the department in the organisation. The compliance department have implemented a compliance management system.

There were no material fines or penalties for regulatory transgressions imposed against the Group during the period under review.

Principle 14: The governing body should ensure that the organisation remunerates fairly, responsibly and transparently so as to promote the achievement of strategic objectives and positive outcomes in the short, medium and long term

The Company and DTAG have comprehensive and binding compensation and benefits policies. These policies regulate the framework for the structure and application of the Company's compensation system, elements and processes and formulate the framework requirements for compensation within the Company. These requirements ensure transparency and enhance process reliability in the configuration and application of employee compensation and benefits arrangements in line with global directives which is relevant to local market conditions. DTAG remunerates work in accordance with the same principles at all its affiliates around the world.

The Corporate Compensation Policy, which is valid for all groups of employees, establishes the framework conditions and minimum requirements for the design of the remuneration systems. In the desire to offer salaries and benefits that are customary in the industry and the respective markets, consideration is given to local market conditions within the specified framework. The salaries are determined on the basis of the employees' tasks and performance, and in line with their qualifications and experience. In setting the remuneration of the employees, the Company is not guided by gender or place of origin, but exclusively by the employee's job and responsibility.

These policies regulate the framework for the structure and application of the Company's compensation system, elements and processes and formulate the framework requirements for compensation within the Company.

The Board accepted and approved the principles for the configuration and application of the compensation system as defined, and set out above, of DTAG. DTAG sets the compensation policy by specifying the compensation principles and decisions related to their implementation. These are then interrogated and implemented by the Company.

Principle 15: The governing body should ensure that assurance services and functions enable an effective control environment, and that these support the integrity of information for internal decision-making and of the organisation's external reports

Combined assurance emanates from the Risk and Opportunities Management System linked through to the Internal Control System. Assurance layers run through the establishment of sound control environments, assessments of risks, control activities, information and communication processes linked to monitoring procedures. These systems are overseen by management with internal assurance from DTAG Corporate Audit and various other DTAG oversight bodies.

In addition, external assurance is sought from various independent sources, from external auditors to certification agencies like ISO.

The extent of assurance is determined with reference to risk assessments annually and executed by DTAG Corporate Audit, and the outcomes of such assessments are reported to the Audit Committee for monitoring and oversight.

Principle 16: In the execution of its governance role and responsibilities, the governing body should adopt a stakeholder-inclusive approach that balances the needs, interests and expectations of material stakeholders in the best interests of the organisation over time

The Company defines stakeholders as *“those groups or individuals that can reasonably be expected to be significantly affected by an organisation's business activities, outputs or outcomes, or whose actions can reasonably be expected to significantly affect the ability of the organisation to create value over time”*. There is a greater expectation on stakeholders today to fulfil their role as social activists in a world where the triple context of the economy has become the norm.

It is of the utmost importance to the Board and its respective Committees that the Company plays its part in ensuring that all of South Africa continues to grow economically and socially.

This requires a stakeholder-inclusive model of governance. As part of its decision making in the best interests of the organisation, the Board of the Company strives to take into account all stakeholder groups in order to balance their legitimate and reasonable needs, interests and expectations. All of this is performed in line with the overall fiduciary duty to act in the best interest of the organisation.

The internal and external corporate affairs teams oversee the stakeholder engagement process to ensure that appropriate policies and escalation procedures are in place. There are then reported to the Social and Ethics Committee.

Management needs an ongoing relationship with stakeholders. The Company's external affairs department, closely liaising with DTAG, assist the management in the execution of this responsibility.

For the avoidance of doubt, King IV™ applies to the Issuer only.

DESCRIPTION OF DAIMLER TRUCK HOLDING AG AND DAIMLER TRUCK AG (AS GUARANTORS)

Capitalised terms used in this section headed "Description of Daimler Truck Holding AG and Daimler Truck AG (as Guarantors)" shall bear the same meanings as used in the Terms and Conditions, except to the extent that they are separately defined in this section, or this is clearly inappropriate from the context.

1. OVERVIEW

- 1.1 The Group is one of the world's leading manufacturers of commercial vehicles. The Group operates a global network in which it develops and produces trucks and buses under the brands Freightliner, Thomas Built Buses, Western Star, Mercedes-Benz, FUSO, BharatBenz, RIZON, and Setra. Alongside the sale of vehicles and related components and services, the Group also provides tailored financial and mobility services under the brand name Daimler Truck Financial Services to support the purchase and use of its trucks and buses.
- 1.2 As of 31 December 2025, the Group had a total of 108,476 employees (headcount). The Group has a presence in most countries around the world and leading market positions in key regions including North America, the member states of the European Union along with the United Kingdom, Switzerland, and Norway (collectively, the **EU30**), Japan and Brazil. The Group's headquarters are in Leinfelden-Echterdingen, Germany and it operates significant production facilities in Brazil, Germany, France, India, Japan, Mexico, Türkiye and the United States. In China, the Group owns a 50% stake in Beijing Foton Daimler Automotive Co. Ltd., (**BFDA**) a joint venture with Chinese partner Beiqi Foton Motor Co. Ltd., which produces trucks under the Auman brand. Since 2022, the joint venture also sells locally manufactured tractor units under the Mercedes-Benz brand for the Chinese market.
- 1.3 The Group's truck product range encompasses light, medium, and heavy-duty trucks for long-haul, distribution, and construction applications, specialized vehicles primarily used in the municipal sector, as well as industrial engines. The Group's range of bus products includes city buses, intercity buses, coaches, and bus chassis. Trucks constitute the majority of the Group's overall sales volume.
- 1.4 Alongside the sale of new and used commercial vehicles, the Group also offers aftersales services and connectivity solutions. For both trucks and buses, the Group has a global network of service points which perform maintenance and repair services and sell spare parts. As the Group's latest trucks and buses are wirelessly connected to mobile networks, the Group is able to offer a growing number of connectivity solutions under brand names including Detroit Connect, truckconnect, TruckLive, Mercedes-Benz Uptime, Fleetboard, and OMNIplus ON.
- 1.5 In addition to its vehicles with conventional internal combustion engine-driven powertrains, the Group offers an increasing number of battery-electric vehicles in series production, which began with the Fuso eCanter in 2017, and is developing fuel_cell electric vehicles, along with related charging and (re)fueling infrastructure. As part of the sustainability focus on climate protection, the Group aim to be locally CO₂e-free with its new trucks and buses in Europe, the USA, and Japan by 2039. To that end the Group is developing a comprehensive product portfolio. By the end of 2025, Daimler Truck already had eleven locally CO₂e-free truck and bus models in series production, in our core markets of Europe, North America and Japan. The Group already has a range of battery-electric commercial vehicles on the road. The Group has also entered into joint ventures and strategic partnerships centered on fuel cell systems and battery-electric and hydrogen supply and charging. In a joint venture with the Volvo Group, cellcentric GmbH & Co. KG (**cellcentric**) aims to develop, produce, and market efficient hydrogen fuel cell systems. Additionally, in collaboration with Accelera by Cummins (**Accelera**), PACCAR and EVE Energy, the Group is part of the joint venture Amplify Cell Technologies LLC (**Amplify**) for the production of battery cells for electric commercial vehicles

and industrial applications. The Group also offers e-mobility consulting services to assist its customers with the transition to zero-emission vehicles.

- 1.6 In the financial year 2025, Daimler Truck launched the efficiency program "Cost Down Europe." With this program, Daimler Truck aims to reduce annual recurring costs by more than EUR 1.0 billion by 2030. To achieve this, Daimler Truck and the general works council agreed on measures to cut costs, increase flexibility, and implement socially responsible workforce reductions, thereby creating future prospects for the German plants. Key provisions were also included in a future oriented collective bargaining agreement with the IG Metall union. These include, among other things, a ban on redundancies until the end of 2034, the preservation of the plants, and the updating of the respective future scenarios. Daimler Truck will utilize natural attrition and expanded early retirement options to reduce vacancies in a socially responsible manner. In the financial year 2025, provisions for restructuring measures amounting to 324 million euros were recognized and included as an adjusted item in EBIT.

2. HISTORY

- 2.1 Before 2019, the Group's principal businesses activities were managed as separate segments of Daimler AG (now Mercedes-Benz Group AG) under the names "Daimler Trucks", "Daimler Buses", and "Daimler Financial Services" by Daimler AG. The Daimler Financial Services division was responsible for financial services for the Daimler Trucks and Daimler Buses divisions, as well as for the Mercedes-Benz Cars and Mercedes-Benz Vans divisions. In 2019, the "Daimler Trucks" and "Daimler Buses" segments, with their assets and liabilities, were spun off to DTAG, at that time a 100% subsidiary of Daimler AG.
- 2.2 On 3 February 2021, Daimler AG announced its plans to evaluate a spin-off of the trucks and buses business and to start preparations for an independent stock-exchange listing of Daimler Truck.
- 2.3 On 30 July 2021, the Board of Management and Supervisory Board of Daimler AG approved the implementation of the Group separation. On 1 October 2021, at an Extraordinary Shareholders' Meeting of Daimler AG, the shareholders voted in favour of the spin-off with a majority of 99.90%.
- 2.4 The spin-off and legal separation of the Group took effect on 9 December 2021.
- 2.5 The initial stock-exchange listing of the shares of DTHAG took place on 9 December 2021 and the shares have been traded on the Frankfurt Stock Exchange since 10 December 2021. DTHAG was included in the DAX40 stock index on 21 March 2022.

3. GROUP STRUCTURE

- 3.1 Following the implementation of the spin-off and the legal separation of the Group from Daimler AG, DTHAG is the holding company of the Group.
- 3.2 DTAG, a wholly-owned direct subsidiary of DTHAG, is the lead operating company for the commercial vehicle business and the related financial services activities of the Group.
- 3.3 As of 31 December 2025, the Group consists of 134 fully consolidated subsidiaries, which includes the finance subsidiaries DTIF, DTFCI and DTFNA.

4. BUSINESS SEGMENTS

- 4.1 The Group's activities are divided into five reporting segments. When describing the Group's business, a distinction is made between the Industrial Business and the Financial Services.
- 4.2 The "Industrial Business" comprises the four vehicle segments (the Vehicle Segments), Trucks North America (TN), Mercedes-Benz Trucks (MB), Trucks Asia (TA) Daimler Buses (DB). The Vehicle Segments encompass the development, production and sale of trucks, buses, engines and associated services under their respective brands.
- 4.3 The eliminations of intra-Group transactions between the Industrial Business and Financial Services are generally allocated to the Industrial Business and are reported in the reconciliation (the Reconciliation). Further, the Reconciliation includes other business activities and investments of the Group not allocated to the segments, in particular in the area

of autonomous driving, as well as central functions and services provided by Daimler Truck headquarters and other companies of the Group. Together, the Vehicle Segments and the Reconciliation form the Industrial Business.

4.4 **“Financial Services” or the “Financial Services Business”** corresponds to the Financial Services segment. The Financial Services Business supports the sales of the Group’s truck and bus brands with tailored financial services that include rental, leasing and financing offers for vehicles and the charging infrastructure, insurance brokerage, payment and integrated service offers for zero-emission vehicles.

4.5 As of 1 January 2025, Daimler Truck has integrated its business operations in China and India from the Trucks Asia segment into the Mercedes-Benz Trucks segment, thereby forming a global Mercedes-Benz Trucks segment. By merging production networks, leveraging global research and development capacities, as well as increasing parts commonality, the Mercedes-Benz Trucks segment aims to utilize its cross-regional resources and cost advantages to offer an attractive global portfolio to customers on five continents. This integration is intended to enable Daimler Truck to better capitalize on market opportunities, respond more effectively to competitive dynamics, and thus strengthen its global market position and, ultimately, its resilience.

4.6 **Trucks North America**

In the assessment of the Group, Trucks North America is the number one manufacturer of class 8 heavy duty on-highway trucks in North America by unit sales and number two in the so-called “vocational market”, comprising the construction and special vehicles sector. The segment designs, engineers, manufactures and markets medium and heavy-duty trucks, school buses, chassis and components under the brands Freightliner, Western Star, Thomas Built Buses, Freightliner Custom Chassis Corp, and Detroit. The segment's production network (vehicle, powertrain and remanufacturing) comprises 15 manufacturing sites, eleven in the United States, three in Mexico and one site in South Africa.

Together with Accelera, Trucks North America is working in the joint venture Amplify to accelerate and localize battery cell production and the battery supply chain for battery-electric commercial vehicles in the United States. At the same time, Trucks North America continues to collaborate with providers of autonomous driving technologies to enable the series production of Freightliner Cascadia trucks with SAE Level 4 autonomy.

4.7 **Mercedes-Benz Trucks**

In the assessment of the Group, within the Mercedes Benz Trucks segment, the brand Mercedes-Benz is the top-selling truck brand in the EU30 region. Mercedes-Benz Trucks is responsible for the global activities of the Mercedes-Benz truck brand and the BharatBenz brand. Mercedes-Benz Trucks develops, produces, and distributes trucks under the brand Mercedes-Benz in Europe, Asia, Africa, and Latin America as well as trucks and buses under the BharatBenz brand in the Indian market. It also manages the sales of FUSO brand trucks in Europe and Latin America. Its product range spans light, medium and heavy duty-trucks, special-purpose vehicles as well as buses for a wide range of transport applications. Through its dealer network, Mercedes-Benz Trucks offers customers services such as maintenance, spare parts, digital services, and fleet management. Mercedes-Benz Trucks also sells used commercial vehicles through its TruckStore locations.

The segment operates production facilities around the world, some of which are combined with testing and development sites. There are further production facilities operated with partners in various countries. The Global Parts Center in Halberstadt, Germany, which was inaugurated in July 2025, will in the future manage the entire spare parts supply for Mercedes-Benz Trucks. Mercedes-Benz Trucks, together with strong partners, is promoting the expansion of a comprehensive charging infrastructure for locally CO₂e-free transport. Within the framework of the joint venture Milence, Mercedes-Benz Trucks, together with its partners Volvo Group and TRATON Group, has set itself the goal of a reliable charging network for all battery-electric heavy-duty trucks in Europe. In addition, Mercedes-Benz Trucks is driving the development of charging facilities for battery-electric trucks with its new, semi-public charging

network TruckCharge. The first charging points were commissioned at the end of 2025. The Mercedes-Benz Trucks segment operates in China through Daimler Truck China, where it sells imported Mercedes-Benz trucks and locally manufactured Mercedes-Benz tractor units. Daimler Truck is currently discussing the future of its business in China with its partners.

4.8 **Trucks Asia**

Trucks Asia, as a segment, represents the business activities of the subsidiary MFTBC, headquartered in Japan. MFTBC develops, produces, and sells trucks and buses under the FUSO and RIZON brands. The production network of Trucks Asia includes sites in Japan and Portugal. On 10 June 2025, Daimler Truck, MFTBC, Hino, and Toyota Motor Corporation signed definitive agreements regarding the planned integration of MFTBC and Hino under the holding company ARCHION as of 1 April 2026, subject to the necessary conditions for the closing of the transaction being in place in time. With the intended merger of Mitsubishi Fuso and Hino in Japan under the holding company ARCHION as of 1 April 2026, there is an opportunity to combine the strengths of both brands to enable sustainable growth and long-term value creation for the entire Group. In the combined management report and the consolidated financial statements, the activities of MFTBC are reported as "assets and liabilities held for sale" and as "discontinued operations".

4.9 **Daimler Buses**

Daimler Buses is a full-service provider of buses and chassis with permissible gross weights exceeding eight tonnes. With its brands Mercedes-Benz and Setra, the segment is, in the assessment of the Group, the top-selling manufacturer in its traditional core markets EU30, Brazil, and Mexico. The product range of Daimler Buses includes coaches, intercity buses, city buses, and bus chassis. While Mercedes-Benz buses predominantly stand for high-quality technology at cost-effective operating costs, the brand Setra is aimed at an upscale clientele. The segment operates nine sites in Europe, Latin America and North America.

For aftersales service and spare parts, Daimler Buses operates its own brand, OMNIplus ON, and for used vehicles its own dealer network, BusStore. Additionally, the segment includes the wholly-owned subsidiary Daimler Buses Solutions GmbH, specializing in designing and establishing e- and H₂ -infrastructure for buses.

4.10 **Daimler Truck Financial Services**

In the assessment of the Group, its segment Financial Services is one of the world's largest financial services providers in the commercial vehicle segment and supports the sale of the Group's truck and bus brands with customised financial services. These include rental, leasing and financing offers for vehicles and the charging infrastructure, insurance, brokerage, payment and integrated service offers for zero-emission vehicles.

Integrated financial services are playing an increasingly important role for the Group's customers, as they make it easier for them to use and maintain their vehicles at predictable and flexible conditions. Financial Services has the clear objective of increasing customer loyalty, supporting the transformation to CO₂e-neutral transportation and contributing to the Group's financial success.

4.11 **Group-wide joint ventures and strategic alliances**

In the joint venture cellcentric with the Volvo Group, hydrogen fuel cells and systems are to be developed, produced, and marketed. In addition, in June 2025, Daimler Truck and the Volvo Group established the joint venture Coretura AB (**Coretura**), headquartered in Gothenburg, Sweden. The aim of this company is to develop a standardized and open software- defined vehicle platform and a dedicated operating system for commercial vehicles as an industry standard. The activities of Coretura also include the specification and procurement of centralized high-performance control units for commercial vehicles capable of processing large volumes of data.

Daimler Truck supports the development of charging infrastructure through a series of strategic partnerships and pilot projects. In order to further accelerate the transition to CO₂e neutrality in transport, tailored financial services for alternative propulsion technologies will be offered to an increasing extent in the future.

The main activities of the joint venture BFDA with Beiqi Foton Motor Co., Ltd. are the design, development, production/assembly and sales of medium and heavy-duty trucks, engines and parts.

Amplify is a joint venture of the Group, together with Accelera, PACCAR and EVE Energy, founded for heavy duty truck battery cell production.

4.12 **Sustainability**

Daimler Truck considers itself as one of the world's leading manufacturers of commercial vehicles, and therefore, aims to develop sustainable and future-proof transport solutions for the transport of goods and people and to bring them onto the road. Daimler Truck considers the associated responsibility for its employees, the environment and society as a whole very seriously and sees sustainability holistically as an integral part of its core business and corporate behaviour.

The Group's strategic goals in the Group-wide areas of action are guided by the Sustainable Development Goals set up by the United Nations. Furthermore, the Group is committed to the goals of the Paris Climate Agreement. They also take recognized international frameworks, the requirements of its external and internal stakeholders, and global trends into account. The Group-wide areas of action as well as responsibilities, business-specific targets, processes and measures are also based on this prioritization.

4.13 The Group focuses on and has committed itself to the following focus topics:

Environment

Daimler Truck considers climate change as one of the greatest challenges of our time which requires decisive action. As global manufacturer of trucks and buses, Daimler Truck strives to use sustainable solutions and technical innovations to make transport locally CO₂e-free and develop strategies to counteract the effects of climate change. Within the pillar "environment", Daimler Truck focuses on the following:

Product Development and Green Production

In the product development area, Daimler Truck is taking action particularly around technological components and infrastructure. Daimler Truck develops alternative drive technologies and already offers an extensive fleet of CO₂e-free vehicles in operation in various markets around the world. In 2025, Daimler Truck had eleven locally CO₂e-free truck and bus models in series production in its core markets of Europe, North America and Japan.

With respect to the decarbonisation of freight and passenger transport, Daimler Truck is relying on two complementary technologies to supply energy to the drive: battery-electric and hydrogen-based. In the case of hydrogen, Daimler Truck has been pursuing combustion engines in addition to fuel cells since 2023 as a complement to the battery-electric drive technology. In this way, Daimler Truck aims to increase customer benefits and strives toward its goal of a locally CO₂e-free product portfolio in operation. With its dual-track strategy, Daimler Truck wants to contribute to the goal of locally CO₂e-free freight transport and locally CO₂e-free passenger transport on the roads worldwide by 2050 and in the triad markets (Europe, Japan and USA) by 2039 (tank-to-wheel). In 2025, customer trials of five fuel cell-powered Mercedes-Benz GenH2 Trucks were completed with five different customers under real-world operating conditions, covering a combined distance of over 225,000 kilometres. In the fourth quarter of 2025, another one-year testing phase was launched with five new customers.

With respect to green production, Daimler Truck strives for resource-efficient and climate-friendly production, which is supported by its "green production 2030" initiative. This initiative aims, among other things, to reduce CO₂e emissions, increase the use of renewable energies, improve energy and water efficiency and reduce waste at Daimler

Truck's production sites. As part of the "green production 2030" initiative, Daimler Truck has set reduction targets for Scope 1 and Scope 2 CO₂e emissions that apply to all of the Group's own production sites. The Scope 1 and Scope 2 emissions of all production sites of the Group are to be reduced by 42% by 2030 compared to the 2021 values. For its European production sites and some other selected sites, Daimler Truck is already focusing on offsetting the remaining CO₂e emissions through qualified climate protection projects. Since 2025, the CO₂e emissions from our production sites in Japan have also been offset. Daimler Truck continues to aim to achieve CO₂e neutrality on the balance sheet in the USA and India. By 2039, all production sites worldwide should operate CO₂e neutral on the balance sheet.

Green Supply Chain

Daimler Truck's supply chain actions relate to its supplier business partners, to purchased parts and materials, and to transport routes to its production facilities. As part of its operational purchasing processes for production materials, Daimler Truck uses standardised sustainability assessments as a verification tool for compliance with its environmental standards. To create transparency regarding suppliers' decarbonisation strategies and CO₂e reduction targets, Daimler Truck uses the CDP supply chain questionnaire. In 2025, 63.6% of the planned 2025 production material purchasing volume was covered by CDP climate protection assessments. To promote the procurement of sustainable production materials, Daimler Truck aims to systematically integrate relevant key figures such as CO₂e emissions into business processes in order to advance CO₂e neutrality. Furthermore, Daimler Truck is driving the transformation of the transport industry toward locally CO₂e-free operation and is also relying on electric trucks in its own supply chain. In addition to these specific CO₂e reduction measures, Daimler Truck is increasing transparency around the CO₂e emissions of its transports.

Social

Within the pillar "social", Daimler Truck focuses on the following:

People

The Group employs more than 100,000 people worldwide and considers its employees to be its most important asset. Daimler Truck strives to create a working environment for them in which occupational safety, health and well-being are prioritised. Daimler Truck is committed to a safe, fair and inclusive working environment in which its employees can develop their full potential.

Human rights

Daimler Truck is committed to respect and support human rights, and it expects the same from its business partners. Daimler Truck's goal is for suppliers to respect social and environmental standards and thus support Daimler Truck's sustainability efforts with regard to human rights and the environment. Daimler Truck has established policies, standards and processes related to fulfilling its human rights due diligence obligations in the upstream value chain. In addition to compliance with relevant legal requirements for respecting human rights, its policies for workers in the value chain are based on international standards.

Traffic safety

Daimler Truck considers traffic safety as taking on social as well as economic responsibility. Therefore, traffic safety plays a key role in Daimler Truck's sustainable business strategy and is integral to its vehicle development. Daimler Truck aims to make traffic safer for those involved through a comprehensive traffic safety concept and the continuous development and development of new safety systems. To achieve this goal, Daimler Truck continues to focus on optimising its advanced driver assistance and safety systems to reduce risks and make mobility safer.

Governance

Within the pillar "governance", Daimler Truck focuses on the following:

Daimler Truck considers compliance with legal and ethical standards, along with a strong compliance culture, as very important and aims to contribute significantly to fostering a positive corporate culture. Daimler Truck's values and principles are anchored in its overarching "Daimler Truck Code of Conduct", and its compliance management system (CMS) is an important component in supporting a responsible corporate culture. In addition, Daimler Truck strives to ensure that not only its employees, but also its business partners, act in accordance with these principles to the greatest extent possible.

Financing

As part of the Group's sustainable business strategy, Daimler Truck has established the Green Finance Framework which focuses on the three pillars of environment, social, and governance. For further information on the Green Finance Framework, please refer to the section "*Summary of the Green Finance Framework*" in this Information Statement.

5. ADMINISTRATION AND MANAGEMENT

The governing bodies of DTAG are the Board of Management (*Vorstand*), the Supervisory Board (*Aufsichtsrat*) and General Shareholders' Meeting (*Hauptversammlung*).

The table below lists the members of the Board of Management of DTAG as of the date of this Information Statement:

Name*	Position	Principal Outside Board Memberships
Karin Rådström	Chairwoman	- Atlas CopCo AB - Beijing Foton Daimler Automotive Co., Ltd. - cellcentric GmbH & Co. KG - Ouster, Inc.
Eva Scherer	Member	Coretura AB
John O'Leary	Member	- Greenlane Infrastructure LLC - Portland General Electric - Amplify Cell Technologies
Karl Deppen*	Member	Beijing Foton Daimler Automotive Co., Ltd.
Dr. Andreas Gorbach	Member	cellcentric GmbH & Co. KG
Jürgen Hartwig	Member	European School of Management and Technology Berlin (ESMT GmbH)
Achim Puchert	Member	Beijing Foton Daimler Automotive Co., Ltd.

*Karl Deppen shall become Chief Executive Officer of the newly established holding company upon completion of the planned merger of the Group company Mitsubishi Fuso Truck and Bus Corporation with Hino Motors, Ltd., and will amicably terminate his mandate on the Board of Management of DTAG.

The table below lists the members of the Supervisory Board of DTAG as of the date of this Information Statement:

Name	Position	Principal Outside Board Memberships
Joe Kaeser	Chairman	- Linde plc, board of directors - Siemens Energy AG, supervisory board (chairman)

		• Siemens Energy Management GmbH, • supervisory board (chairman)
Michael Brecht*	Deputy Chairman	None
Michael Brosnan	Member	None
Bruno Buschbacher*	Member	None
Akihiro Eto	Member	• Panasonic Holdings Corporation, supervisory board • Mitsubishi Chemical Group Corporation, board of directors
Jan Gurander	Member	• Essity AB, supervisory board (chairman) • Smögenlax Aquaculture AB, supervisory board (Chairman) • MW Group, supervisory board
Laura Ipsen	Member	• Ellucian Company L.P., president and chief executive officer
Renata Jungo Brüngger	Member	• Münchener Rückversicherungs-Gesellschaft AG, supervisory board • UBS Group AG, supervisory board
Name	Position	Principal Outside Board Memberships
Carmen Klitzsch-Müller*	Member	None
Jörg Köhlinger*	Member	• Stahl-Holding-Saar GmbH & Co. KGaA, supervisory board • Aktien-Gesellschaft der Dillinger Hüttenwerke supervisory board • DHS – Dillinger Hütte Saarlautern AG, supervisory board • Saarlautern Aktiengesellschaft, supervisory board • ROGESA Roheisengesellschaft Saar mbH
Jörg Lorz*	Member	None
Barbara Resch*	Member	• Mercedes-Benz Group AG, supervisory board • Mercedes-Benz AG, supervisory board • ZF Friedrichshafen AG, supervisory board • Rheinmetall AG, supervisory board
Martin H. Richenhagen	Member	Stihl Holding AG & Co. KG, supervisory board, advisory board
Udo Roth	Member	None
Andrea Seidel*	Member	None
Kurt Sievers	Member	Capgemini SE, supervisory board
Shintaro Suzuki*	Member	None

Marie Wieck	Member	• Ethos Capital LP, executive partner • Intapp Inc., board of directors • Cadena Platforms LLC, board of managers
Harald Wilhelm	Member	• Mercedes-Benz Group AG, management board • Mercedes-Benz AG, management board • Mercedes-AMG GmbH • smart Automobile Co., Ltd. • smart Mobility Pte. Ltd.
Thomas Zwick*	Member	None

**Employee representatives*

SIGNED at _____ on this the _____ day of _____ 2026.

For and on behalf of

DAIMLER TRUCK SOUTHERN AFRICA LIMITED

Name: Maretha Gerber
Capacity: Director
Who warrants his/her authority hereto

Name: Pierre Kriek
Capacity: Director
Who warrants his/her authority hereto

CORPORATE INFORMATION

ISSUER

DAIMLER TRUCK SOUTHERN AFRICA LIMITED

(registration number 2018/300147/06)

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Contact: Head of Treasury

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at the local court (Amtsgericht) in Stuttgart)
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(Registration number HRB 778600 at the
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Contact: Head of Treasury & Tax

ARRANGER

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Contact: Head of Treasury

JSE DEBT SPONSOR

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South Africa

Contact: Head of Treasury

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South Africa

Contact: Audit Partner – Daimler Truck Southern Africa Limited

ANNEXURE A: DIRECTORS' CV'S

Board of Directors as at the Information Statement Date (the **Board**):

1.1. Executive Directors

(a) **Maretha Gerber**

- (i) Nationality: South African
- (ii) Age: 48
- (iii) Position: Group President and Chief Executive Officer
- (iv) Business Address: 1 Park Avenue, Rooihuiskraal, Centurion
- (v) Date Appointed: 1 April 2024
- (vi) Qualifications: BCOM Marketing, Communications
- (vii) Directorships:
 - 1. Sandown Motor Holdings (Pty) Ltd; and
 - 2. Giant Beluga Holdings (Pty) Ltd

(b) **Pierre Kriek**

- (i) Nationality: South African
- (ii) Age: 54
- (iii) Position: Chief Financial Officer
- (iv) Business Address: 1 Park Avenue, Rooihuiskraal, Centurion
- (v) Date Appointed: 1 November 2025
- (vi) Qualifications: MBA | LLB | LLM
- (vii) Directorships:
 - 1. Daimler Truck Financial Services South Africa (Pty) Ltd; and
 - 2. Sandown Motor Holdings (Pty) Ltd.

1.2. Independent & Non-Executive Directors

(a) **Juergen Distl** (Non-Executive)

- (i) Nationality: German
- (ii) Age: 48
- (iii) Position: Non-Executive Director
- (iv) Business Address: 1 Park Avenue, Rooihuiskraal, Centurion
- (v) Date Appointed: 28 November 2023
- (vi) Qualifications: Industrial Engineering
- (vii) Directorships: None

(b) **Andreas Walluschek von Wallfeld** (Non-Executive)

- (j) Nationality: German
- (ii) Age: 55
- (iii) Position: Non-Executive Director
- (iv) Business Address: 1 Park Avenue, Rooihuiskraal, Centurion
- (v) Date Appointed: 20 May 2022

- (vi) Qualifications: Master of Business Administration
- (vii) Directorships: None

(c) **Hartmut Schick** (Chairman of the Board of Directors)

- (i) Nationality: German
- (ii) Age: 64
- (iii) Position: Chairman of the Board of Directors
- (iv) Business Address: 1 Park Avenue, Rooihuiskraal, Centurion
- (v) Date Appointed: 15 March 2022
- (vi) Qualifications: Mechanical Engineering
- (vii) Directorships: None

(d) **Nondumiso Ketwa** (Independent)

- (i) Nationality: South African
- (ii) Age: 55
- (iii) Position: Chairperson of the Audit Committee and Lead Independent Director
- (iv) Business Address: 1 Park Avenue, Rooihuiskraal, Centurion
- (v) Date Appointed: 20 May 2022
- (vi) Qualifications: Chartered Accountant (SA); Bachelor of Accountancy / CTA; Diploma in Accountancy
- (vii) Directorships:
 1. Smiths Manufacturers
 2. Metair Investments Ltd.
 3. Restore Financial Services
 4. Exxaro Resources Ltd.
 5. Alexander Forbes Group Holdings
 6. Alexander Forbes Investments
 7. Tabgha Farm cc
 8. Siyanda Bakgatla Holdings
 9. Indyebo Advisory
 10. Langa Leaf Africa
 11. Indyebo Inc
 12. Indyebo Holdings RF
 13. Indyebo Academy
 14. SJSM Investment
 15. Theatron Investments Yahka Klina and Other Projects
 16. Yahka Klina and Other Projects
 17. Ndumi Medupe Foundation
 18. Ilkley Road Residents Road Closure Association NPC
 19. LeCoco Bakery And Deli
 20. Pocketful Of Sunshine Holdings

- 21. Legatum Life
- 22. Sterling Thomas Consulting

(e) **Tshegofatso Benedict Sefolo** (Independent)

- (i) Nationality: South African
- (ii) Age: 48
- (iii) Position: Chairperson of the Social and Ethics Committee
- (iv) Business Address: 1 Park Avenue, Rooihuiskraal, Centurion
- (v) Date Appointed: 20 May 2022
- (vi) Qualifications: Masters in Business Administration; Chartered Accountant (SA); Bachelor of Commerce Honours (Management Accounting); Bachelor of Commerce (Accounting)

(List of directorships to be continued below)

(vii) Directorships:

- | | |
|--------------------------------------|--------------------------------------|
| 1. Vuya Investments Spv1 | 25. Agile Capital Properties |
| 2. Provest Cementitious Products | 26. Innovation Group |
| 3. Tuv Rheinland Inspection Services | 27. Agile Azul |
| 4. Provest Specialised Support | 28. Spill Tech Environmental |
| 5. SA Biomedical Holdings | 29. Agile Capital Two |
| 6. Agicap Investment | 30. Aquatico Capital (RF) |
| 7. African Leadership Academy | 31. Provest Group |
| 8. Agile Capital I | 32. Aquatico Monitoring |
| 9. Agile Capital II | 33. Agile Real Estate |
| 10. Agivest | 34. Agile Capital Three |
| 11. Pay Smart Solutions | 35. Agile Capital 300 |
| 12. Provantage | 36. Agile Manco |
| 13. Tuffsan Investments 1055 | 37. Agile Fund Managers |
| 14. Platchro Mining Services | 38. Agile Capital Four |
| 15. Excellerate Holdings | 39. Agile Capital 400 |
| 16. Spill Tech Specialised Projects | 40. Agile Astra |
| 17. Aquatico Scientific | 41. Vnk Leani |
| 18. Goldrush Group | 42. Seche Spilltech Holdings |
| 19. Henkel South Africa | 43. Aquatico Analytical |
| 20. Averde Technologies | 44. Agile Biomed |
| 21. Aquatico Laboratories | 45. Aquatico Cape Laboratories |
| 22. Aquatico Investments | 46. Agile Capital FSP |
| 23. Spill Tech Group Holdings | 47. AQNC Developments |
| 24. Agile Capital Holdings | 48. The Agile Foundation |
| | 49. Genlot SA Information Technology |

(f) **Beatrice Tsakani Nkambule** (Non-Executive)

- (i) Nationality: South African
- (ii) Age: 64
- (iii) Position: Non-executive Director and member of the Audit Committee
- (iv) Business Address: 1 Park Avenue, Rooihuiskraal, Centurion
- (v) Date Appointed: 10 June 2022
- (vi) Qualifications: Masters of Business Administration; Bachelor of Education; Bachelor of Science
- (vii) Directorships:
 - 1. Black Business Council
 - 2. Blue Lounge Trading 52
 - 3. Mandiwane ConsultingBeta Projects
 - 4. Shumo Kenney Brokers
 - 5. Dinangwe Events And Supplies
 - 6. Mystic Blue Trading 366
 - 7. Bulani Telecommunications
 - 8. Sizisa Ukhanyo Trading 266
 - 9. Divine Inspiration Trading 30
 - 10. Northern Spark Trading 387
 - 11. Kgwebo Ke Botho Investment Holdings
 - 12. Beta Modern Services
 - 13. Beta Modern Cleaning Services
 - 14. The Betta Projects Consortium
 - 15. Isibonelo Waste Solutions
 - 16. Good And Fresh Bakery
 - 17. Pro Curemedecinia
 - 18. Princess Tsakani Foundation
 - 19. Lwandlamuni Projects Co-Operative Limited
 - 20. Jjbb Enterprise
 - 21. Thohoyandou Great Mall
 - 22. Small Enterprise Development Agency
 - 23. Redlex 615
 - 24. Sangoni Medical Technologies
 - 25. Quintax 31
 - 26. Green Sweep Consortium
 - 27. Maggie Mathabatha Foundation
 - 28. Totafusion Investments
 - 29. K And P Projects
 - 30. Endoni Projects And Publishers
 - 31. Small Business Empowerment Unity Holdings
 - 32. Latosys
 - 33. Favasi Multi-Purpose Co-Operative Limited
 - 34. Bembani Sizisa Jv
 - 35. Hope Grows Foundation
 - 36. Global Africa Petroleum
 - 37. Little Red House Company
 - 38. De Moyo Food
 - 39. Africas Big 5 Energy Free State
 - 40. Limpopo United Business Forum
 - 41. Hlano Energy Group
 - 42. Gateway Stationer And Computers
 - 43. Limpopo Laundry Projects
 - 44. Tswarelela Marketing And Distributors
 - 45. Havana Event Management Services
 - 46. Green Sweep Consortium
 - 47. Endoni Investments