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 15,000,000,000
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 15,000,000,000 Domestic Medium Term Note Programme (the **Programme**) on the basis set out in the Programme Memorandum dated 21 June 2022 (the **Programme Memorandum**).

The Notes may be issued on a continuing basis and be placed by one or more of the Dealers specified in the section headed "*Summary of Programme*" under the Programme Memorandum and any additional Dealer 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 specific aggregate nominal amount, the status, maturity, interest rate, or interest rate formula and dates of payment of interest, 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 dealers, 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**).

Availability of Information

This Information Statement, dated 18 June 2024, is available on the Issuer's website at https://dtsa.daimlertruck.com/investor-relations/ (the **Information Statement**).

Other than in this Information Statement and the Programme Memorandum, any other information on the Issuer's website is not intended to be incorporated by reference into this Information Statement. Only those documents which are incorporated by reference in the section headed "*Documents Incorporated by Reference*" in the Programme Memorandum 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 its Subsidiaries, its 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).

Information Statement dated 18 June 2024.

TABLE OF CONTENTS

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 certifies that to the best of its knowledge and belief there are no facts that have been omitted from the Information Statement that would make any statement false or misleading and that all reasonable inquiries to ascertain such facts have been made, and that this Information Statement contains all information required by law and the Johannesburg Stock Exchange (**JSE**) Debt Listings Requirements. The Issuer accepts full responsibility for the accuracy of the information contained in this Information Statement.

In addition, the Issuer, having made all reasonable inquiries, confirms that as at the date of this Information Statement (the **Information Statement Date**) this Information Statement 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, 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, any of their respective subsidiaries or holding companies or a subsidiary of their holding companies (**Affiliates**) and the 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. The Arranger, the Dealer(s), the JSE Debt Sponsor, their Affiliates and the professional advisors do not accept any liability in relation to the information contained in this Information Statement or any other information provided by the Issuer in connection with the Notes. The statements made in this paragraph are without prejudice to the responsibilities of the Issuer.

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 issue and sale 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 the 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 any professional advisor.

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 purchase any Notes. Each potential investor contemplating 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 advisors to make its investment decision and to determine whether it is legally permitted to purchase the Notes pursuant to the Programme Memorandum and the Applicable Pricing Supplement(s) under Applicable Laws and regulations.

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 and regulations. 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. 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**), 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 the 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 fall as well as rise. 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) (and their respective directors, employees, representatives and agents), the JSE Debt Sponsor, their Affiliates or any professional advisors 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 law.

All trademarks, service marks and logos used in this Information Statement are trademarks or service marks or registered trademarks or service marks 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 by request from the registered offices of the Issuer.

INVESTOR CONSIDERATIONS/RISK FACTORS

*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 Daimler Truck Holding AG (**DTHAG**), Daimler Truck AG (**DTAG**) 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 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 or the Group and have a material adverse effect on their respective 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 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.

Capitalised terms used in this section headed "Investor Considerations/Risk Factors" 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.

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 that the Issuer or the Guarantor(s) is obliged to make under the Notes or the Programme Guarantee. The worse the creditworthiness of the Issuer or the Guarantor(s), the higher the risk of loss (see also "*Risk Factors related to Daimler Truck Southern Africa Limited, Daimler Truck Holding AG and Daimler Truck AG*" below). 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 Programme Guarantee.

In addition, even if there has not been a decrease in 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, 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.

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.

There may not be an active trading market for the Notes

Notes issued under the Programme will be new securities which may not be widely distributed and for which there is no active trading market. If the Notes are traded after their initial issuance, they may trade at a discount to their initial offering price, depending upon prevailing interest rates, the market for similar securities, general economic conditions and the financial condition of the Issuer. There is no assurance as to the development or liquidity of any trading market for any particular Tranche of Notes.

Liquidity risk

Series of Notes issued under the Programme can also be listed on other stock exchanges or may 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.

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.

Recourse to the JSE Debt Guarantee Fund Trust

The Holders of Notes that are not listed on the Interest Rate Market of the JSE will have no recourse against the JSE Debt Guarantee Fund Trust. Claims against the JSE Debt Guarantee Fund Trust may only be made in respect of the trading of Notes listed on the Interest Rate Market of the JSE and in accordance with the rules of the JSE Debt Guarantee Fund Trust. Unlisted Notes are not regulated by the JSE.

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 suspension, reduction or withdrawal at any time by the assigning Rating Agency. Any adverse change in an applicable credit rating could adversely affect the trading price for the Notes issued under the Programme.

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.

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 subject to optional redemption by the Issuer

An optional redemption feature is likely to limit the market value of the Notes. During any period when the Issuer may elect to redeem the Notes, the market value of those Notes generally will not rise substantially above the price at which they can be redeemed. This also may be true prior to any redemption period. The Issuer may be expected to redeem Notes when its cost of borrowing is lower than the interest rate on the Notes. At those times, an investor generally would not be able to re-invest the redemption proceeds at an effective interest rate as high as the interest rate on the Notes being redeemed and may only be able to do so at a significantly lower rate. Potential investors should consider reinvestment risk in light of other investments available at that time.

Index-Linked and Dual Currency Notes

The Issuer may issue Notes the terms of which provide for interest or principal payable in respect of such Notes to be determined by reference to an index or formula, to changes in the prices of securities or commodities, to movements in currency exchange rates or other factors (each, a **Relevant Factor**) or with principal or interest payable in one or more currencies which may be different from the currency in which the Notes are denominated. Potential investors should be aware that:

- the market price of such Notes may be volatile;
- no interest may be payable on such Notes;
- payments of principal or interest on such Notes may occur at a different time or in a different currency than expected;
- the amount of principal payable at redemption may be less than the Nominal Amount of such Notes or even zero;
- a Relevant Factor may be subject to significant fluctuations that may not correlate with changes in interest rates, currencies or other indices;
- if a Relevant Factor is applied to Notes in conjunction with a multiplier greater than one or contains some other leverage factor, the effect of changes in the Relevant Factor on principal or interest payable is likely to be magnified; and
- the timing of changes in a Relevant Factor may affect the actual yield to investors, even if the average level is consistent with their expectations. In general, the earlier the change in the Relevant Factor, the greater the effect on yield.

Partly-paid Notes

The Issuer may issue Notes where the issue price is payable in more than one instalment. Failure to pay any subsequent instalment could result in an investor losing all of its investment.

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.

Industry and Business Risks

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

Economic risks

The overall economic framework has a significant influence on vehicle sales markets and thus on the Group's success. As a consequence, adverse economic developments, either globally or in the markets in which the Group operates, may result in substantially diminished demand for the Group's products. In addition, demand in the commercial vehicle industry is cyclical, which means that periods of investment in commercial vehicles are generally followed by slower periods in which demand levels decline. The length, timing and intensity of specific demand cycles, which may affect individual market segments, customer groups and regions in which the Group operates, are subject to uncertainty. Cyclical or variable demand patterns may result in a prolonged or unexpected decline in demand for the Group's products and services.

As at the Information Statement Date, there are material uncertainties, resulting from the current geopolitical risk landscape and the possible spillover effects of different events around the globe on the Group. Despite the weakening impact of the Russia-Ukraine war on the real economy, the further development and potential further escalation of the Russia-Ukraine war or, in the worst case, its expansion to other countries, continues to pose a major risk. Significant risks triggered by the Russia-Ukraine war are described in the risk factor "*Risks related to the legal and political framework*" below.

At the country level, especially emerging economies (e.g. Turkey) with high foreign debt and high current account deficits could come under pressure, resulting in significant currency devaluations. Financial market turbulence and even currency crises would be possible consequences and could put a massive strain on the business activity in the affected economies, which would have a negative effect on the Group's sales prospects.

The unresolved trade conflict between the United States and China, which has been going on for several years now, continues to pose a significant risk to the further development of global trade. More and more areas are now affected by the conflict, and there is a threat of increasing technological and economic decoupling of the two countries.

In addition to the existing protectionist measures such as specific market access barriers, sanctions or industrial policy demands for higher local value added, there is also the risk of exacerbation or abrupt interventions with effects on the procurement of required commodities and materials for production and sales. Together with the aforementioned risks, the resulting impact on the supply chains and ultimately the effects on general pricing for raw materials, upstream products and finished products, this may lead to higher costs at Daimler Truck and have a negative impact on economic development and sales opportunities.

The European market is of great importance for the Group. Accordingly, changes in investment and consumer behaviour will affect the development of unit sales. Inflation continues to be above the target level of the European Central Bank (**ECB**), which may complicate or slow down an easing of the ECB's restrictive monetary policy. Furthermore, the growth of the economy in the European Union (the **EU**) slowed down considerably in 2023 and is expected to continue to be weak in 2024. In the EU, the risk of political conflict is increased due to the Russia-Ukraine war. The risks triggered by the Russia-Ukraine war are described in the risk factor "*Risks related to the legal and political framework*" below.

In the United States, inflation continues to be relatively high. Since Daimler Truck generates a substantial proportion of its revenue in the United States, further developments in the United States economy may significantly impact the Group. Furthermore, increasing domestic political tensions in the United States could unsettle consumers and investors and dampen economic growth accordingly.

Location and country-specific risks

In conducting business around the world, Daimler Truck is subject to risks that are inherent in operating in other countries and is therefore exposed to material location and country-specific risks.

In general, business operations in emerging markets involve a greater risk resulting from economic and political systems that typically are less developed, and likely to be less stable, than those of more advanced countries. Daimler Truck is therefore exposed to a number of factors over which the Group has little to no control and which may adversely affect the Group's business activities. These factors include, but are not limited to, the following: political, social, economic, financial or market-related instability or volatility; foreign currency control regulations and other regulations or the negative impacts related to foreign exchange rate volatility; restrictions on capital transfers; absence of independent and experienced judiciary and inability to enforce contracts; reimbursement rates and services covered by government reimbursement programs; trade restrictions and restrictions on repatriation of earnings.

The realization of any of these risks could have a material adverse effect on Daimler Truck's business, cash flows, financial condition and results of operations.

General market risks

The risks for economic development in the vehicle markets are significantly influenced by the global economic situation described above. The assessment of market risks is linked to assumptions and forecasts about the overall market development in the regions in which the Group is active. The possibility of markets developing worse than assumed or of market conditions changing is present for all segments of the Group.

A lack of market acceptance of certain vehicle models in individual regions can have a negative impact on profitability. Declining vehicle sales may also result from the sometimes-unstable macroeconomic environment and arise in the context of political or economic uncertainty. This applies in particular to the traditional cyclical construction and logistics industry and the corresponding influence on Daimler Truck unit sales. Moreover, there is the risk that high demand cannot be met in a timely manner due to supply chain constraints.

Due to the at times difficult financial situation of some dealerships and vehicle importers, support from the Group may become necessary to ensure business partners stay afloat. The financial situation of strategically relevant dealerships and vehicle importers is continuously monitored. The loss of important dealerships and vehicle importers can lead to customer dissatisfaction and a decline in unit sales. Meeting costs where contracts are cancelled and having to process outstanding customer contracts where dealerships go out of business may become necessary and have a negative impact on profitability.

The launch of new products by competitors, a more aggressive pricing policy and more difficult net pricing in the sales and aftersales business can lead to increasing competitive and price pressure in the vehicle segments and have a negative impact on profitability.

When purchasing vehicles from the Group, customers are offered a wide range of financing and leasing options. The resulting risks for the Financial Services segment lie primarily in a deterioration of the creditworthiness of borrowers, i.e., receivables may become fully or partially irrecoverable due to the insolvency of customers (counterparty or credit risk).

In connection with lease agreements, risks arise if the resale value of a leased vehicle at the end of the agreed term differs from the residual value originally calculated and forecast at the time the contract was signed and the leasing rate was agreed upon. There are risks linked to negative developments in the used vehicle markets and associated with vehicles' residual values. As part of the established residual value management process, certain assumptions are made at local and corporate levels regarding the expected level of prices, based upon which the vehicles to be returned in the leasing business are evaluated. If changing market developments lead to a negative deviation from assumptions, there is a risk of lower residual values of used vehicles. This can adversely affect the proceeds from the sale of used vehicles.

Daimler Truck’s service business (including both aftersales services and financial services) is a key contributor to the Group’s success and competitiveness, but may not generate the revenues and profitability that the Group expects for a number of reasons, including: declines in unit sales of new vehicles; changes in economic conditions encouraging customers to become more price-conscious and less willing to commit to long-term service contracts; a large proportion of customers deciding to move their aftersales maintenance needs inhouse or to other providers; changes in customer preferences for connectivity and other digital services, including offerings from third-party software and hardware developers; or competitive pressure forcing the Group to reduce the prices it charges for aftersales services and/or parts, thereby reducing the Group’s margins and profitability.

Risks related to the legal and political framework

Around the world, the commercial vehicle industry is subject to far-reaching statutory requirements. Legal and political framework conditions have a considerable influence on the future business success of the Group. Regulations concerning vehicles emissions, fuel consumption, safety and certification, as well as customs procedures, play an important role.

Many countries and regions have already implemented stricter regulations to reduce the emissions and fuel consumption of vehicles or are currently in the process of introducing such legal requirements. They address, for instance, the environmental compatibility of vehicles, including limits on noise emissions, as well as pollutants from the emissions caused by production facilities. Failure to comply with the relevant regulations in the individual regions may result in considerable penalties and reputational risks and can even lead to vehicles no longer being street legal in the affected markets.

The regulations aimed at reducing vehicle emissions and fuel consumption are also fraught with risks for Daimler Truck, as the strict legal requirements will be difficult to meet in some countries. This primarily affects the markets of the United States, Europe, Japan and, increasingly in the future, China. The ambitious targets, especially in Europe, cannot be achieved with conventional technology alone. The Group must therefore use the latest technology in order to meet these requirements. The EU fleet targets for 2025 and 2030 already require significant reductions in CO_2-emissions that can only be achieved using battery-electric or hydrogen-based drive systems and with higher costs.

For further information regarding regulatory investigations and legal proceedings, see “*Legal and Tax Risks*” below.

Phases of political uncertainty may generally have negative effects on consumption and investment decisions by households and companies and consequently have a negative impact on the economic development and sales opportunities of the Group.

Far-reaching risks may continue to arise from the Russia-Ukraine war. The war could have a negative impact on the development of unit sales, production processes, and procurement and logistics, for example through interruptions in supply chains or energy supply, or shortages of commodities, parts and components, in each case triggered by the war itself or by the comprehensive sanctions imposed on Russia by various members of the international community. The war in Ukraine could escalate further and, in the worst case, spread to other countries. Such an expansion would pose a significant risk to Daimler Truck’s market environment.

Further, the Russia-Ukraine war resulted in adverse impacts on large consumers of natural gas and energy-intensive sectors specifically (e.g. heavy industry, automotive, and chemical manufacturers). Germany and other European countries relied heavily on competitively priced oil and natural gas sourced from Russia in the past. Given that a significant amount of electricity in Germany and throughout Europe is generated by gas, these developments and other geopolitical developments have caused in the past and may continue to cause significant increases in energy prices throughout Europe as well as adversely impacting European economies and manufacturers such as the Group and its Europe-based suppliers which rely on affordable energy to carry on their operations. This could have a direct negative impact on Daimler Truck production sites or could cause disruptions in the supply chain.

The potential interruptions of supply chains and shortages of commodities, parts or components may result in further increases in energy and commodity prices and the prices of parts and components, which could result in higher costs. Furthermore, as a result of higher inflation, the Group’s cost base in general might be negatively affected. In addition, rising refinancing costs in the capital markets may lead to negative effects on Financial Services.

Furthermore, the position of Daimler Truck in key foreign markets could be affected by the conclusion or amendment of free trade agreements. If free trade agreements are concluded without the participation of countries with Daimler Truck production sites, the Group could face a competitive disadvantage compared with competitors who produce in the countries that are part of the free trade agreement. In addition, if the content of the free trade agreements currently used by the Group is made significantly stricter or the conditions of future free trade agreements are more restrictive, this could also significantly impair the competitive position of the Group, as the Group would no longer or only partially benefit from those free trade agreements.

There is a risk that individual countries will increasingly resort to interventionist and protectionist measures in an attempt to protect or improve their competitiveness on the world market. The vehicle industry, including the commercial vehicle industry, is often seen as a key sector for generating domestic investments and increasing local value added along the entire value chain. This can lead to increased costs if production facilities have to be set up or expanded or local purchasing has to be increased. Cutting technological and economic links between major markets can also have an impact on earnings if research and development have to be conducted locally or value chains have to be adjusted because certain technologies cannot legally be used in the end products. Furthermore, attempts are being made to limit imports through market access barriers such as by making certification processes more difficult, delaying certifications, and imposing complex customs procedures as well as tariffs.

In addition, traffic policy restrictions to combat traffic jams, noise and emissions are becoming increasingly important in cities and metropolitan areas around the world and could dampen the sales development of conventional vehicles.

Procurement market risks

For the Group's industrial business, procurement risks mainly arise due to fluctuations in raw material and energy prices. There are also risks related to financial bottlenecks at suppliers, capacity restrictions due to supplier failure or exits, limited scope for negotiating prices of supplied parts, and the over- or underutilization of production capacities at suppliers can also lead to reduced earnings.

The industrial business of the Group requires certain raw materials, parts and components for the construction of vehicle parts and vehicles. These include steel, copper, aluminium, precious metals, rubber, plastics, particularly within parts and components containing these and other raw materials. The cost of such raw materials, parts and components represents a significant portion of the Group's total costs. Daimler Truck procures raw materials, parts and components from several suppliers; however, for the majority of parts the Group relies on one specific supplier (also termed "single sourcing") for each individual part. In these cases, the Group faces the risk of production downtime and inventory backlogs if one or more suppliers are unable or unwilling to fulfil delivery obligations, for example due to supply shortages, labour strikes, capacity allocation to other customers, or financial distress of the supplier.

The Group was in the past acutely affected by a global shortage of semi-conductors, which must be purchased on the world market. The semi-conductor shortage had a material impact on the Group's ability to complete the manufacture of its trucks and buses. If the supply of semi-conductors were to again experience severe bottlenecks in the future, this could have a significant further adverse effect on the number of vehicles completed and their timely delivery.

The prices of commodities, parts and components are susceptible to significant and at times sharp fluctuations, including as a result of global or regional supply/demand dynamics in the commodities markets and end markets, production capacity and constraints on the part of suppliers, transportation costs and issues, energy prices, infrastructure failures, government regulations and tariffs, geopolitical events, changes in currency exchange rates, price controls, the economic climate including inflationary pressure, and other unforeseen circumstances.

In general, the ability to pass on increases in raw materials, parts and component prices in the form of higher prices for manufactured vehicles is limited because of strong competitive pressure on the international commercial vehicles markets. Rising prices for raw materials may therefore have a negative impact on the profit margins of the vehicles sold and thus lead to a decline in profitability for the respective segment.

For some suppliers, the financial situation remains tense due to the market environment. The resulting possible production downtimes at suppliers may cause supply chain disruptions in the vehicle divisions of the Group and prevent vehicles from being completed and delivered to customers on time. In order to counteract such disruptions in the supply chains, support measures may be necessary to ensure production and sales by suppliers, but there can be no assurance that such measures will be successful.

Finally, rapidly rising demand for certain new technologies, such as electrified powertrains, could require significant changes to the Group's supply chain and result in higher product costs and supply bottlenecks. An increasing shift to e-mobility and digitization throughout the industry has resulted and is expected to continue to result in long-term increases in demand for battery cells, semiconductors and certain critical materials, such as lithium, necessary to manufacture them. Due to the limited pool of suppliers, price increases and constraints in the supply of these materials have occurred and may continue to occur, which could limit the Group's ability to meet demand for its current generation of vehicles (including its vehicles with conventional combustion engine) or commercialize its new zero-emission vehicles (**ZEV**) profitably (or at all).

Company-Specific Risks

Personnel risks

Daimler Truck strives for good relationships with its employees, their trade unions as well as employee representative bodies and stakeholders. A number of collective agreements apply, some of which impose obligations and restrictions on the Group in connection with reorganizations, restructurings or similar corporate actions and which it may not be able to extend, renew or replace in a favourable or timely manner or at all. Any deterioration of the relationships with trade unions, works councils and other employee representative bodies could adversely impact the Group's business operations. The Group could face strikes or other types of conflicts with trade unions, works councils or its employees in the future. Any such strikes, conflicts, work stoppages or other industrial actions may disrupt the Group's production and sales activities, damage its reputation and adversely affect its customer relations.

Competition for highly qualified employees and managers continues to be very fierce in the industry and the regions in which Daimler Truck operates. The future success of the Group also depends on the extent to which it succeeds in recruiting, integrating and permanently retaining specialist staff.

Demographic developments make it essential for the Group to deal with a changing workforce and to secure a skilled new generation of specialists and future executives. While the Group seeks to address this issue by implementing generation management measures, there can be no assurance that these measures are sufficient or successful.

Production and technology risks

Technical developments and innovations are of key importance for the safe and sustainable mobility of the future. Technology risks can arise especially as a result of increasing technical complexity, the continually growing range of requirements that need to be met regarding emissions, fuel consumption and safety and the need to meet and constantly raise the quality standards of the Group. These risks are prevalent in the automotive business, particularly with regard to launching and manufacturing products. In the context of the already ongoing transformation to ZEV and the approach pursued by Daimler Truck, which focuses on the development, production and sales of battery-electric and hydrogen-based drive systems, this would result in high risks in relation to production, operation and warranties. The Group's future success depends on its ability to correctly assess and respond to the ZEV transformation with innovative, commercially attractive products and services that are able to compete in the market. Other decisive factors for successful conversion to ZEV are customer acceptance, continued governmental support, sufficient publicly available charging infrastructure and hydrogen or energy at competitive prices, all of which are subject to uncertainty and to a large extent outside of Daimler Truck's control.

When a product is launched in the vehicle segments, the required components and equipment have to be available. In order to avoid restrictions in this context, the associated processes are continuously evaluated and improved. In order to secure and improve the long-term future viability of production facilities in the vehicle segments, modernizations as well as expansion, development and restructuring activities must be carried out as required. The implementation of modernization measures and the launch of new products are usually associated with high investments. This can also lead to inefficiencies in the production process and, as a result, to a temporary reduction in production volumes.

In principle, there is a risk of internal bottlenecks due to low equipment availability or failures of production plants or factories, which would result in costs being incurred. A prolonged disruption at a manufacturing facility could result in production downtimes or temporary operation at reduced capacity preventing the Group from completing production orders in a timely manner, loss of business volume, reduced productivity or profitability at a particular production site and significant repair costs that are not covered by the Group's insurance coverage.

Capacity restrictions on the availability of batteries for certain vehicle models, as well as interruptions in the supply chain can lead to bottlenecks. New technical requirements may also lead to restrictions on the sale of vehicles that have already been produced. Restrictions on certain equipment features in new vehicle models and the lack of availability of vehicle parts at the right time could also mean that the vehicles cannot be handed over to customers as planned. To avoid such bottleneck situations, the Group places great importance on trying to reduce the impact that capacity constraints have, but these efforts may not be successful. In addition, as part of the management of the entire value chain, supply routes as well as the availability and quality of products are continuously monitored. The lack of availability and quality problems with certain vehicle parts can lead to production downtimes and higher costs.

The Group is subject to risks relating to deviation from planning in connection with large projects, including the development and launch of new vehicle generations, vehicles or powertrains. This may especially be the case when capital-intensive projects, such as factory buildouts or capacity expansions, e.g., the introduction of a new production line, are required. These risks may result from a number of factors, including inaccurate assumptions with respect to planning and implementation costs, unexpected technical challenges, weaknesses in project design and management, and poor performance of third-party suppliers and business partners. These factors could result in significant cost overruns, delays in new product launches, delivery delays, quality issues and damage to customer relationships.

Warranty and goodwill cases could arise in the Group if the quality of products does not meet the requirements, regulations are not fully complied with, or support in the event of problems and product care cannot be provided in the required form. Such warranty and goodwill cases as well as quality problems both with components in vehicles and in connection with technical innovations on vehicles that require adjustments can lead to financial burdens.

Information technology risks

The high penetration level of information technology (**IT**) in all business areas also harbours risks for business and production processes as well as for their services and products.

The ever-growing threat posed by cybercrime and the spread of aggressive malicious code give rise to risks that can affect the availability, integrity and confidentiality of information and IT-supported operating resources.

In accordance with the protection level needed for the information stored, secure IT systems and a reliable IT infrastructure must be used. Cyber threats must be identified over the entire life cycle of applications and IT systems and dealt with in line with their seriousness. Despite extensive precautions, in the worst-case scenario, these threats can lead to a temporary interruption of IT-supported business processes with severe negative effects on the Group's earnings. In addition, the loss or misuse of sensitive data may lead to a loss of reputation. In particular, applicable regulatory requirements – such as the EU General Data Protection Regulation – may, among other things, give rise to claims by third parties and result in costly regulatory requirements and penalties with an impact on earnings.

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 address 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.

Risks related to associated companies and joint ventures

Cooperation with partners in associated companies and joint ventures is of vital importance for Daimler Truck, in the transformation towards both zero-emission mobility and comprehensive digitalization. Particularly in the case of new technologies, associated companies can help boost synergy effects and improve cost structures in order to successfully face the competition in the commercial vehicle industry.

The Group generally participates in the risks of associated companies and joint ventures in line with its equity interest. It is also subject to share price risks if those companies are listed on the stock exchange.

The re-measurement of an interest in an associated company can result in risks related to the investment's carrying amount for the segment to which the associated company belongs. Risks can also arise from ongoing business activities, especially through the integration of employees, technologies and products. The Group's business and legal interests may not always be aligned with those of its associated companies and joint ventures and any of the Group's current or future associated companies or joint ventures may fail to be successful, achieve their planned objectives and meet their targeted timelines. In addition, further financial obligations or additional financing requirements could arise.

Financial Risks

The following sections deal with the financial risks of the Group. These risks can have a negative effect on the Group's profitability, liquidity and capital resources, and financial position. Daimler Truck is fundamentally exposed to risks arising from changes in market prices such as exchange rates, interest rates and commodity prices. Changes in market prices can have a negative effect on the Group's profitability, financial and asset position.

The Group is also exposed to credit, country and liquidity risks, the risk of limited access to the capital markets and risks from changes in credit ratings.

Commodity price risks

Daimler Truck is exposed to risks from changes in commodity prices. See also "*Industry and Business Risks – Procurement market risks*" above.

Exchange rate risks

The Group's global orientation means that its business operations and financial transactions are linked to risks related to fluctuations in exchange rates. This applies 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 arises in business operations primarily when revenue is generated in a different currency from that of the related costs (i.e., transaction risk). While production costs are incurred primarily in US dollars, Euros and Japanese yen, a portion of sales revenue is generated in other currencies. Daimler Truck is exposed to this type of transaction risk. There are also exchange rate risks related to the translation of the net assets, income and expenses of companies of the Group outside of the eurozone (i.e., translation risk), against 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.

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.

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.

Risks from limited capital market access

Liquidity risks arise when a company is unable to fully meet its financial obligations. In the normal course of business, Daimler Truck uses bonds, commercial paper and securitized transactions, as well as bank loans in various currencies - primarily with the aim of refinancing its leasing and sales financing business. An increase in the cost of refinancing would have a negative impact on the competitiveness and profitability of the Financial Services business if the higher refinancing costs cannot be passed on to customers. A limitation of the Financial Services business would also have a negative impact on sales of the vehicle business. In certain countries, access to capital markets can be limited by state regulations or by a temporary lack of market capacity. In addition, ongoing legal proceedings and the Group's own business policy considerations and developments may temporarily prevent the Group from covering any liquidity requirements by borrowing on the capital markets.

Risks of changes in credit ratings

DTHAG and DTAG's creditworthiness is assessed by the rating agencies S&P Global Ratings and Moody's. 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 the 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, including due to digitalisation 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.

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, data protection, human rights and the handling of hazardous goods in connection with its global business activities. Violations of applicable legal regulations in this respect are subject to sanctions, such as regulatory fines or criminal consequences. In addition, any actual or alleged 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 sanctions evolve, and it is difficult for the Group to predict the interpretation, implementation or enforcement of governmental policies with respect to its 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.

Risks from legal proceedings in general

The subsidiaries of DTHAG (especially DTAG) are confronted with various legal 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 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.

Risks relating to antitrust law proceedings (including actions for damages)

Mercedes-Benz Group AG (formerly Daimler AG) (**Mercedes-Benz Group**), the former parent entity of DTAG, was the 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 anticompetitive behaviour in violation of European antitrust rules with regard to pricing and passing on the costs of complying with stricter emission 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 defence 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, most 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 20 countries).

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. 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, cash flows and financial position of the Group or any of its segments.

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 jurisdiction, 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.

In addition, if there is no or too little future taxable earnings, there is a risk that the tax benefit from loss carry forwards and tax-deductible temporary differences may not be recognized or may no longer be recognized in full, which could have a negative impact on net profit.

BUSINESS DESCRIPTION OF DAIMLER TRUCK SOUTHERN AFRICA LIMITED

Capitalised terms used in this section headed "Business 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**

- DTSA is a public company with limited liability duly incorporated in accordance with the company laws of South Africa.
- The Issuer was incorporated on 17 May 2018.
- The financial year end of the Issuer is 31 December.
- The annual audited financial statements of the Issuer are drawn up in accordance with IFRS and the Companies Act.
- 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) Ndumi Medupe (Chairperson)

(b) Tshegofatso Benedict Sefolo

(c) Beatrice Tsakani Nkambule

4.4 **Social and Ethics Committee**

(a) Tshegofatso Benedict Sefolo (Chairperson)

(b) Ndumi Medupe

(c) Michael Dietz

4.5 **Executive Committee**

(a) Michael Dietz (Chairperson)

(b) Peter Kendzorra

(c) Mike Honiball

(d) Gladstone Mtyoko

(e) Thabo Moloi

(f) Kevin Wels

(g) Tebogo Shumba

(h) Maretha Gerber

(i) Jason Brunninger

(j) Ziyad Gaba

4.6 **Debt Officer**

Pursuant to paragraphs 6.39(a) and 7.3(g) of the JSE Debt Listings Requirements, Kriben Naidoo 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: Kriben Naidoo

Appointed as the Debt Officer on: 8 March 2022

Email address: kriben.naidoo@daimlertruck.com

Telephone number: +27 79 152 2275

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.

Integrity Code

The Integrity Code is based on the shared values developed globally with employees and has been accepted and implemented by the Board. It defines the basis for all actions at the workplace such as fairness, responsibility, mutual respect, transparency, openness and compliance with laws and rights. It covers interpersonal conduct within the Issuer as well as conduct toward customers, business partners and other key stakeholders thus defining the underlying principles of behaviour of the Issuer in daily business.

The Integrity Code 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 articulates and give effect to the Board's direction on ethical behavior. 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 sustainable. 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 neighboring 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 fulfill 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 Medupe, was appointed on 22 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 2023. 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 fulfill 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.

BUSINESS 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

The Group is one of the world's largest commercial vehicle manufacturers. 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 services under the brand name Daimler Truck Financial Services to support the purchase and use of its trucks and buses.

As of 31 December 2023, the Group had a total of 104,416 employees (headcount) and more than 42 production facilities located in North America, the member states of the EU along with the United Kingdom, Switzerland, and Norway (collectively, the **EU30**), Asia and Latin America. The Group has a presence in most countries around the world and leading market positions in key regions including North America, 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, Turkey and the United States. In China, the Group owns a 50% stake in Beijing Foton Daimler Automotive Co. Ltd., 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.

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.

Alongside the sale of new and used commercial vehicles, the Group also offers aftersales services that constitute a significant source of revenue. 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, truckonnect, Mercedes-Benz Uptime, Fleetboard, and OMNIplus ON.

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. From 2039 onwards, the Group aims to offer only new vehicles in the regions Europe, North America, and Japan that are CO_2-neutral in driving operation (tank-to-wheel). To that end the Group is developing a comprehensive product portfolio. By the end of 2023, Daimler Truck already had ten models in series production, which are locally CO_2-neutral in driving operation. 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 centred on fuel cell systems and battery-electric and hydrogen supply and charging. In a joint venture with the Volvo Group, cellcentric GmbH & Co. KG aims to develop, produce, and market hydrogen fuel cells and systems. Additionally, in collaboration with Accelera, a business unit of Cummins, and PACCAR, the Group is planning a joint venture 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-emissions vehicles.

2. HISTORY

Before 2019, the Group's principal businesses activities were managed as separate segments of Daimler AG (now Mercedes-Benz Group) 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.

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.

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%.

The spin-off and legal separation of the Group took effect on 9 December 2021.

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.

The Mercedes-Benz Group (formerly Daimler AG) retains a total minority interest of 35.00% in DTHAG. The deconsolidation agreement concluded between, *inter alia*, Daimler AG (now Mercedes-Benz Group) and DTHAG in August 2021 additionally ensures the avoidance of a control relationship of Mercedes-Benz Group over DTHAG. At the end of January 2022, Mercedes-Benz Group transferred shares amounting to 4.99% of the share capital in trust to Mercedes-Benz Pension Trust e.V. (formerly Daimler Pension Trust e.V.) to secure pension liabilities of Mercedes-Benz AG.

3. GROUP STRUCTURE

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.

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 of Daimler Truck Financial Services GmbH.

As of 31 December 2023, the Group consists of 128 fully consolidated subsidiaries, which includes the finance subsidiaries Daimler Truck International Finance B.V. and Daimler Truck Finance Canada Inc.

4. BUSINESS AND SEGMENTS

The Group's activities are divided into five reporting segments. When describing the Group's business, a distinction can be made between the Industrial Business and the Financial Services.

The **Industrial Business** comprises the four vehicle segments (the **Vehicle Segments**), Trucks North America (**TN**), Mercedes-Benz (**MB**), Trucks Asia (**TA**), Daimler Buses (**DB**) and the reconciliation. The Vehicle Segments encompass the development, production and sale of trucks, buses, engines and associated services under their respective brands.

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 leasing and financing packages as well as insurance and rental solutions purchased by the Group's customers, and plans to offer fleet management and integrated service offerings to the Group's customers.

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. Further, 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.

In 2021, Volvo and DTAG entered into a 50-50 joint venture called cellcentric GmbH & Co. KG for the development, manufacture and marketing of hydrogen fuel cells and systems.

In the third quarter of 2022, Daimler Truck, Volvo Group and TRATON Group founded the joint venture called Commercial Vehicle Charging Europe BV to establish and operate a European high-capacity charging network for battery-powered trucks and coaches.

On 6 September 2023, Daimler Truck announced that Accelera by Cummins, the zero-emissions business unit of Cummins Inc., Daimler Trucks & Buses US Holding LLC and PACCAR are partnering to accelerate and localize battery cell production and further expand the battery supply chain in the United States. The planned joint venture will manufacture battery cells for electric commercial vehicles and industrial applications. Total investment is expected to be in the range of USD 2-3 billion for the 21-gigawatt hour factory. Accelera by Cummins, Daimler Trucks & Buses US Holding LLC and PACCAR will each own 30% of, and jointly control, the joint venture. EVE Energy, a global leader in the manufacture of LFP battery cells for the vehicle industry, publicly traded on the Shenzhen stock exchange, will serve as the technology partner in the joint venture with 10% ownership and will contribute its industry-leading battery cell design and manufacturing know-how.

Trucks North America

In the assessment of the Group, TN is the leading manufacturer in terms of sales volumes of heavy-duty trucks for long-haul transportation in North America and ranks second in the so-called "vocational market", comprising construction and special vehicles. The segment manufacturers and markets commercial vehicles and chassis under the Freightliner, Thomas Built Buses, and Western Star brands. Covering classes 5-8, it caters to the medium to heavy-duty truck market. TN also supplies trucks for off-road applications, long-haul vehicles and school buses. With 16 production facilities in the United States, Mexico and Africa, this segment has the flexibility to adjust its production cost-effectively based on market conditions.

Mercedes-Benz

In the assessment of the Group, MB is the top-selling truck brand in the EU30 region. The segment develops, produces, and distributes trucks under the MB brand in Europe, the Middle East, Africa, and Latin America. It also manages the sales of FUSO brand trucks in Europe and Latin America. Its product range spans light, medium and heavy-duty-trucks, including special vehicles. MB trucks cater to various applications such as long-haul, heavy distribution, regional line haul, urban delivery, municipal services, off-road commercial vehicles, and logistics. The segment also manufacturers its own powertrains across several production sites in Germany and Brazil. Through its dealer network, MB offers customers services such as maintenance, repairs, spare parts, digital services, and fleet management. Additionally, MB sells used commercial vehicles through its TruckStore locations. The segment operates eleven sites in Europe, Latin America and Africa.

Trucks Asia

TA combines the business operations of Mitsubishi Fuso Truck and Bus Corporation (**MFTBC**) based in Japan and Daimler India Commercial Vehicles in India. In the assessment of the Group, the segment holds a strong position in Japan, Indonesia, India and other major markets worldwide. It develops, manufactures, and sells trucks and buses under the FUSO, BharatBenz, and RIZON brands. It also distributes MB trucks and buses in numerous Asian markets. MFTBC also manufactures industrial engines. In May 2023, Daimler Truck, MFTBC, Hino Motors and Toyota Motor Corporation signed a memorandum of understanding to accelerate the development of advanced technologies and to merge Mitsubishi Fuso and Hino Motors. Negotiations to conclude final contracts are ongoing.

The production network of TA includes nine locations in Japan, India, Indonesia, Europe, and China. Through Daimler Truck China, TA operates in China, retailing imported MB trucks. In the joint venture Beijing Foton Daimler Automotive Co. Ltd, with Beiqi Foton Motor Co. Ltd, trucks are produced under the Auman brand. Since 2022, the joint venture has also been selling locally manufactured tractor units under the MB brand for the Chinese market.

Daimler Buses

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

For aftersales service and spare parts, DB 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-infrastructure for buses.

Financial Services

In the assessment of the Group, its segment Financial Services is one of the world's largest captive financial services providers in the commercial vehicle sector and supports the sale of the Group's truck and bus brands with tailored financial services. These include leasing and financing packages, insurance, rental and fleet management solutions as well as integrated service offerings for zero-emission vehicles and the necessary infrastructure.

Financial Services plays a vital role for the Group's customers, facilitating vehicle use and maintenance on predictable terms. The aim of Financial Services operations is to build and maintain the loyalty of the Group's customer base and contribute to the financial success of the Group.

5. ADMINISTRATION AND MANAGEMENT

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

The Board of Management

The members of the Board of Management of DTHAG, as at the Information Statement Date, are:

(a) Martin Daum (Chairman)

(b) Karl Deppen

(c) Andreas Gorbach

(d) Jürgen Hartwig

(e) John O'Leary

(f) Kardin Rådström

The Supervisory Board

The principal function of the Supervisory Board is to supervise the Board of Management. The Supervisory Board is also responsible for appointing and removing members of the Board of Management. The Supervisory Board may not make management decisions. However, in accordance with the German Stock Corporation Act (*Aktiengesetz*), DTHAG's Supervisory Board has determined that several matters that do not belong to the ordinary course of business and that are of fundamental importance, require the approval of the Supervisory Board.

The members of the Supervisory Board, as at the Information Statement Date, are:

(a) Joe Kaeser (Chairman)

(b) Michael Brecht* (Deputy Chairman)

(c) Michael Brosnan

(d) Bruno Buschbacher*

(e) Harald Dorn*

(f) Jacques Esculier

(g) Akihiro Eto

(h) Laura Ipsen

(i) Renata Jungo Brüngger

(j) Carmen Klitzsch-Müller*

(k) Jörg Köhlinger*

(l) John Krafcik

(m) Jörg Lorz*

(n) Claudia Peter*

(o) Andrea Reith*

(p) Martin H. Richenhagen

(q) Marie Wieck

(r) Harald Wilhelm

(s) Roman Zitzelsberger*

(t) Thomas Zwick*

**Employee representatives*

SIGNED at Centurion on this the 18 day of June 2024.

For and on behalf of
DAIMLER TRUCK SOUTHERN AFRICA LIMITED

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

Name: Peter Kendzorra
Capacity: Director
Who warrants his/her authority hereto

GENERAL INFORMATION

ISSUER

DAIMLER TRUCK SOUTHERN AFRICA LIMITED
(registration number 2018/300147/06)
1 Park Avenue
Rooihuiskraal
Centurion, 0154
South Africa
Contact: Head of Treasury

GUARANTORS

DAIMLER TRUCK AG
(registration number HRB 762884 at the commercial register
at the local court (Amtsgericht) in Stuttgart)
10 Fasanenweg
Leinfelden-Echterdingen, 70771
Federal Republic of Germany
Contact: Head of Treasury & Tax

DAIMLER TRUCK HOLDING AG
(registration number HRB 778600 at the commercial register
at the local court (Amtsgericht) in Stuttgart)
10 Fasanenweg
Leinfelden-Echterdingen, 70771
Federal Republic of Germany
Contact: Head of Treasury & Tax

ARRANGER

DAIMLER TRUCK SOUTHERN AFRICA LIMITED
(registration number 2018/300147/06)
1 Park Avenue
Rooihuiskraal
Centurion, 0154
South Africa
Contact: Head of Treasury

JSE DEBT SPONSOR

THE STANDARD BANK OF SOUTH AFRICA LIMITED
(acting through its Corporate and Investment Banking division)
(registration number 1962/000738/06)
30 Baker Street
3rd Floor East
Rosebank, 2196
South Africa
Contact: Head – Debt Capital Markets

PAYING AGENT AND ISSUER AGENT

RAND MERCHANT BANK,
(a division of FIRSTRAND BANK LIMITED)
(registration number 1929/001225/06)
1 Merchant Place
Cnr Fredman Drive and Rivonia Road
Sandton, 2196
South Africa
Contact: Head – Debt Finance Group

TRANSFER AGENT

COMPUTERSHARE INVESTOR SERVICES PROPRIETARY LIMITED
(registration number 2004/003647/07)
Rosebank Towers
15 Bierman Avenue
Rosebank, 2196
South Africa
Contact: Head – Investor Services

CALCULATION AGENT

DAIMLER TRUCK SOUTHERN AFRICA LIMITED
(registration number 2018/300147/06)
1 Park Avenue
Rooihuiskraal
Centurion, 0154
South Africa
Contact: Head of Treasury

LEGAL ADVISORS TO THE ISSUER AND ARRANGER

BOWMAN GILFILLAN INCORPORATED
(registration number 1998/021409/21)
11 Alice Lane
Sandown
Sandton, 2196
South Africa
Contact: Mr C van Heerden

AUDITOR TO THE ISSUER

KPMG INCORPORATED
(registration number 1999/21543/21)
85 Empire Road
Parktown, 2193
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) **Peter Kendzorra**

(i) Nationality: German

(ii) Age: 47

(iii) Position: Chief Financial Officer

(iv) Business Address: 1 Park Avenue, Rooihuiskraal, Centurion

(v) Date Appointed: 18 August 2020

(vi) Qualifications: Business Administration with Honors

(vii) Directorships: Daimler Truck Financial Services South Africa (Pty) Ltd

(b) **Maretha Gerber**

(i) Nationality: South African

(ii) Age: 46

(iii) Position: Chief Executive Officer

(iv) Business Address: 1 Park Avenue, Rooihuiskraal, Centurion

(v) Date Appointed: 1 April 2024

(vi) Qualifications: BCom Marketing

(vii) Directorships: None

1.2. **Independent Non-Executive Directors**

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

(i) Nationality: German

(ii) Age: 46

(iii) Position: Non-Executive Director

(iv) Business Address: 1 Park Avenue, Rooihuiskraal, Centurion

(v) Date Appointed: 28 November 2023

(vi) Qualifications: Business Degree

(vii) Directorships: None

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

(i) Nationality: German

(ii) Age: 62

(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

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

(i) Nationality: German

(ii) Age: 53

(iii) Position: Non-executive Director

(iv) Business Address: 1 Park Avenue, Rooihuiskraal, Centurion

(v) Date Appointed: 20 May 2022

(vi) Qualifications: Business administration; Masters of Business Administration

(vii) Directorships: None

(d) **Nondumiso Medupe** (Independent)

(i) Nationality: South African

(ii) Age: 53

(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

(i) Qualifications: Chartered Accountant (SA); Bachelor of Accountancy / CTA; Diploma in Accountancy

(ii) Directorships:

1. City Lodge Hotels
2. Exxaro Resources
3. Mamela Business Enterprise
4. Alexander Forbes Group Holdings
5. Bible Society of South Africa
6. Indyebo Capital (RF)
7. Tabgha Farm
8. Siyanda Bakgatla Holdings
9. Indyebo Advisory
10. Langaleafrica
11. Indeyebo Academy
12. Indyebo
13. Sales Affiliates 28
14. Kratos Investments
15. Naiga Trading
16. Joseph Business School
17. Dziva Investment Holdings
18. Theatron Investments
19. Yakha Construction And Other Projects
20. Ndumi Medupe Foundation
21. Ilkley Road Residents Road Closure Association
22. Preachers’ Kids Network Organisation

23. Lecoco Bakery And Deli
24. Pocketful Of Sunshine Holdings
25. Vadomax
26. Diversity Community Projects
27. Legatum Life
28. Il Pozzo
29. Patricia Bailey Ministries SA
30. Sterling Thomas Consulting

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

(i) Nationality: South African

(ii) Age: 46

(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
2. Provest Cementitious Products
3. Tuv Rheinland Inspection Services
4. Provest Specialised Support
5. In-Synch Investments
6. S A Biomedical
7. Agile Capital I
8. Daimler Fleet Management South Africa
9. Provantage
10. Tuffsan Investments 1055
11. Platchro Rasimone
12. Platchro Holdings
13. Twin Cities Trading 328
14. Platchro Mining Services
15. Excellerate Holdings
16. Bluhm Burton Engineering
17. Spill Tech Specialised Projects
18. Aquatico Scientific
19. Goldrush Group
20. Henkel South Africa
21. Averge Technologies
22. Aquatico Laboratories
23. Business Venture Investments No 1820
24. Business Venture Investments No 1819
25. Elsogyn
26. Destirox Investments
27. Aquatico Investments
28. Spill Tech
29. Spill Tech Group Holdings
30. Agile Capital Holdings
31. Agile Capital Properties
32. Merensky Cement Solutions
33. Innovation Group
34. Agile Capital Ii
35. Spill Tech Environmental
36. Agile Capital Two
37. Bbenergy
38. Agile Capital
39. Aquatico Capital (RF)
40. Agile Bbe
41. Provest Group
42. Aquatico Monitoring
43. Agile Real Estate
44. Provantage Global
45. Agile Capital Three
46. Agile Capital 300
47. Agile Manco
48. Agile Fund Managers
49. Agile Capital Four
50. Agile Capital 400
51. Vnk Leani
52. Seche Spilltech Holdings
53. Solh2o
54. Aquatico Analytical
55. Agile Biomed
56. Aquatico Cape Laboratories
57. Ayigobi Intsimbi Investments
58. Agile Capital FSP
59. AQNC Developments
60. The Agile Foundation
61. Boundary Terraces No 015
62. Zico Foundation

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

(i) Nationality: South African

(ii) Age: 62

(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 Consulting
4. Beta Projects
5. Shumo Kenney Brokers
6. Dinangwe Events And Supplies
7. Mystic Blue Trading 366
8. Bulani Telecommunications
9. Sizisa Ukhanyo Trading 266
10. Divine Inspiration Trading 30
11. Northern Spark Trading 387
12. Kgwebo Ke Botho Investment Holdings
13. Beta Modern Services
14. Beta Modern Cleaning Services
15. The Betta Projects Consortium
16. Isibonelo Waste Solutions
17. Good And Fresh Bakery
18. Pro Curemedecinia
19. Princess Tsakani Foundation
20. Lwandlamuni Projects Co-Operative Limited
21. Lwandlamuni Projects Co-Operative Limited
22. Jjbb Enterprise
23. Thohoyandou Great Mall
24. Small Enterprise Development Agency
25. Redlex 615
26. Sangoni Medical Technologies
27. Quintax 31
28. Green Sweep Consortium
29. Maggie Mathabatha Foundation
30. Totafusion Investments
31. K And P Projects
32. Endoni Projects And Publishers
33. Small Business Empowerment Unity Holdings
34. Latosys
35. Favasi Multi-Purpose Co-Operative Limited
36. Favasi Multi-Purpose Co-Operative Limited
37. Bembani Sizisa Jv
38. Hope Grows Foundation
39. Global Africa Petroleum
40. Little Red House Company
41. De Moyo Food
42. Africas Big 5 Energy Free State
43. Limpopo United Business Forum
44. Hlano Energy Group
45. Gateway Stationer And Computers
46. Limpopo Laundry Projects
47. Tswarelela Marketing And Distributors
48. Havana Event Management Services
49. Green Sweep Consortium
50. Endoni Investments