

**Counter-motions**  
**Extraordinary Shareholders' Meeting of DaimlerChrysler AG**  
**October 4, 2007, Berlin Trade Fair Center (Messe Berlin)**

**Dear Shareholders,**

For our Extraordinary Shareholders' Meeting to be held in Berlin on October 4, 2007, some shareholders have submitted counter-motions to Agenda Item 1. Furthermore, counter-motions have been submitted to Items 5 and 6 of the Agenda, which were added to the original agenda by the shareholders Prof. Dr. Ekkehard Wenger and Professor Dr. Leonhard Knoll, to be voted on at the Extraordinary Shareholders' Meeting.

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### **Counter-motion A**

Mr. Dr. Bernd T. Gans, Vaterstetten, Germany

#### **Regarding Item 1 of the Agenda:**

"The Shareholders' Meeting should resolve to change the name of the corporation to:  
**Daimler-Benz AG.**

Reason:

The inclusion of the US corporation's name in the Group's name that was quickly forced through by Professor Schrempp and his group of friends was rejected right from the start by many employees and shareholders. Replacing the traditional name of Benz with the name of the US corporation, which at that time was already sufficiently well known as a crisis company, was always regarded as arbitrary and in bad style.

Another factor is that despite costly propaganda campaigns by the Strategy and Communication departments, the new name of the alleged 'global corporation' was not especially appreciated – neither by the general public nor by the stock market. On the contrary, contamination with the name of a US corporation that was often in danger of insolvency resulted in serious image damage to the remaining traditional name, Daimler. Incidentally, the stock-exchange abbreviation 'DCX' was vague and lacked any real expressiveness.

In order to manifest the determination to lead the corporation back to the success of earlier decades, especially under the management of Professor Zahn, Dr. Prinz and Professor Breitschwerdt, a link should be created to the traditional name of Daimler-Benz. By reviving the global brand of Daimler-Benz, the Board of Management and the Supervisory Board could document this entrepreneurial obligation and have their future performance measured by that

successful era of the past. However, I would reject a return to the word construction 'DaimlerBenz', which was introduced by Reuter in the zeitgeist of that time.

Finally, a return to including the name of one of the founders, Benz, would also constitute a certain degree of compensation for the many years of frustration for the employees, particularly in the traditional Benz plants, who deserve to find equal recognition in the name of the corporation in the same way as the employees of the Daimler plants.”

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### **Counter-motion B**

Mr. **Burkhard Mosch**, Rostock, Germany

#### **Regarding Item 1 of the Agenda:**

“A motion is hereby submitted and is to be put to the vote on a change of name to Mercedes-Benz AG.

Reason:

All automobile companies derive their names from their main products.”

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### **Counter-motion C**

The company Diedrich Müller and Mr. **Wilm Diedrich Müller**, Neuenburg, Germany

#### **Regarding Item 1 of the Agenda:**

“The aforementioned company Diedrich Müller and the aforementioned Mr. Müller hereby propose, concerning the aforementioned Item of the Agenda, that Article Number 1 (§ 1) of the Articles of Incorporation of the aforementioned corporation DaimlerChrysler should be worded: ‘From now onwards, the corporation that was hitherto named corporation DaimlerChrysler AG has the name Corporation Benz AG and its registered office is in Stuttgart on the Neckar.’

Reason:

We would justify our motion with the fact that firstly the word corporation should be connected as irremovably as possible with the name of a corporation, and also that the word Benz should be just as clearly connected with the present corporation DaimlerChrysler as the word Daimler; however, the word Benz has the unbeatable advantage compared with the word Daimler that it is shorter and consists of half as many syllables.”

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## **Counter-motion D**

Mr. **Hans Diem**, Alzenau, Germany

### **Regarding Item 1 of the Agenda:**

“The motion is submitted to the Shareholders’ Meeting that the following resolution be passed:

Article 1 (§ 1) of the Articles of Incorporation with the following wording:

‘The name of the corporation is DaimlerChrysler AG. The registered office of the corporation is in Stuttgart.’

be amended as follows:

‘The name of the corporation is Daimler - Benz AG. The registered office of the corporation is in Stuttgart.’

Alternatively, if there is no majority at the Shareholders’ Meeting for this main motion to rename the corporation as ‘Daimler - Benz AG’, with its registered office in Stuttgart, the existing stock corporation is to be renamed as ‘Benz-Daimler AG’, with its registered office in Stuttgart.

As an extreme alternative, if there is no majority at the Shareholders’ Meeting for the alternative motion to rename the corporation as ‘Benz-Daimler AG’, with its registered office in Stuttgart, the existing stock corporation is to be renamed as ‘Benz AG’ with its registered office in Stuttgart.

Reason:

Problems might arise in connection with a change of name to ‘Daimler AG’, because there is a vehicle manufacturer in England that has a license to use ‘Daimler’ as the name of its vehicles.”

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## Counter-motion E

Mr. **Knut Kuhlmann**, Lüdenscheid, Germany

### Regarding Item 5 of the Agenda:

“The motion is submitted to the Shareholders’ Meeting that the following resolution be passed:  
Amendment to the Articles of Incorporation – determining the venue of the Annual Meeting  
Article 14 (§ 14) of the Articles of Incorporation is to be changed as follows: The Annual Meeting is to be held at the registered office of the corporation in Stuttgart.

#### Reason:

After the Kopper/Schrempp disaster, the corporation must unsparingly lay open the consequences of the measures taken by this group of persons and reverse them as far as possible. This includes returning the corporation to its traditional roots and documenting this publicly. The roots for the success of the corporation are indisputably in the state of Baden-Württemberg. This is where the Annual Meeting should be held. Berlin is the most unsuitable venue imaginable for the presentation of a Swabian automobile/technology corporation with a long and proud tradition.”

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Ms. **Hildegard Schmalhofer**, Munich, Germany

### Regarding Item 6 of the Agenda:

“The motion is submitted to the Shareholders’ Meeting that the following resolution be passed:  
The extension of Article 8 (§ 8) of the Articles of Incorporation with a Paragraph 4 ‘Age limit for the representatives of the shareholders in the Supervisory Board’ is rejected.

#### Reason:

In the year 2006, the German legislative passed the General Equal Treatment Act (AGG). The AGG primarily protects also older people by prohibiting disadvantages due to age. The AGG defines disadvantages as direct or indirect discrimination and protects against direct or indirect discrimination. Discrimination occurs if, for example, a person is treated less favorably than another person in a comparable situation due to age. Therefore, Item 6 of the extended Agenda infringes the General Equal Treatment Act.

The reason given for Item 6 of the extended Agenda is intrinsically discriminating. As if dedication, alertness and willingness to reorient oneself generally ceased at the age of 60. Former Board of Management Chairman Schrempp for example, whose mismanagement is denounced in Item 4, made many of his wrong decisions, which caused enormous losses for the Group, before his 60th birthday.

In 2007, the legislative resolved to gradually raise the age limit for drawing a pension from 65 to 67 by 2029. Despite all reservations concerning this law, against this background it is absurd that persons who are older than 60 cannot be elected to the Supervisory Board. The problem is not the age of the members of the Supervisory Board, but their qualifications for this task!”

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*You may vote in favor of these counter-motions by marking with an “x” the relevant boxes on the voting-instruction form or on the Internet. You may support the counter-motion on Item 6 of the Agenda by voting NO on this point.*