

TRATON

**Declaration of the Executive Board and the Supervisory Board
of TRATON SE
on the recommendations of the
"Government Commission of the German Corporate Governance Code"
pursuant to section 161 German Stock Corporation Act**

"The Executive Board and Supervisory Board of TRATON SE declare the following by means of an update of the Declaration of Conformity of December 2023 in respect of the recommendations of the "Government Commission of the German Corporate Governance Code" in the version dated 28 April 2022 ("Code") published by the German Federal Ministry of Justice on 27 June 2022 in the official section of the Federal Gazette (*Bundesanzeiger*):

According to the existing remuneration system for the Executive Board members, the criterion of mood index is used in the profit bonus within the scope of the ESG factor for the social subtarget. The mood index measures the overall mood among the workforce on the basis of a so-called mood barometer. This method of determining the overall mood, which was used in both the TRATON GROUP and the rest of the Volkswagen Group, is to be changed. The Supervisory Board used the mood index – still taking the mood barometer as a basis – to determine the profit bonus for the current financial year 2024 and set specific targets for this. In so doing, the Supervisory Board assumed that it was possible, sensible and efficient both to record the overall mood among the workforce using the previous mood barometer and at the same time to develop a new method for determining the overall mood among the workforce, and to apply it along with the mood barometer. A seamless transition to the new method would require two surveys within one year. TRATON SE's Executive Board has now, just like Volkswagen AG's Board of Management, come to the conclusion that conducting two surveys within a short period would entail considerable costs and effort and would be hard to justify to the workforce. The Executive Board also feels that two surveys would lead to increased survey fatigue, which could have a negative impact on the introduction of the new method. The plan is thus to drop the mood barometer in 2024 and to implement the new method in the Volkswagen Group in 2025, which will then also be used for TRATON SE. The criterion of the mood index within the social subtarget is therefore likely to be suspended for at any rate the financial years 2024 and 2025. The new gender index is to be used for the social subtarget. This index is linked to the development of the proportion of women in executive positions in companies of the TRATON GROUP and contributes to the advancement of women in the TRATON GROUP.

From a formal standpoint, this results in the following with regard to recommendations of the GCGC:

1. According to recommendation G.7 GCGC (determination of performance criteria for variable remuneration components before the start of the financial year), the Supervisory Board shall "referring to the forthcoming financial year, establish the performance criteria for each Management Board member covering all variable remuneration components". According to the prevailing view, the Supervisory Board shall therefore establish the performance criteria prior to the beginning of the financial year. Only the target values can also be set at the beginning of the financial year. In the present case, one of the performance criteria (mood index) specified in the remuneration system for the profit bonus within the scope of the ESG factor for the social subtarget will be suspended, and a different performance criterion (gender index) introduced, after the beginning of the financial year 2024. This means that, ultimately, the specific performance criteria that are to apply to the variable remuneration and thus are to incentivise the Executive Board members were not established prior to the beginning of the financial year 2024. For this reason, a precautionary deviation from recommendation G.7 GCGC is to be declared.
2. According to recommendation G.8 GCGC (exclusion of subsequent changes to targets and comparison parameters for variable remuneration components), "subsequent changes to the targets or comparison parameters shall be excluded". Based on the existing remuneration system, the Supervisory Board still took the mood index as a basis within the scope of the targets for the current financial year 2024 and set specific targets for this. If the adjusted remuneration system is implemented and the mood index is suspended for the current financial year 2024 and the gender index introduced within the scope of the social subtarget, this will mean a subsequent change to a target or comparison parameter. From a formal standpoint, recommendation G.8 GCGC will thus also be deviated from."

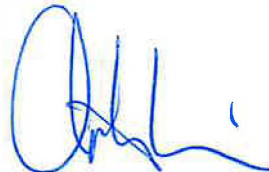
Munich, April 2024

On behalf of the Supervisory Board



Hans Dieter Pötsch
Chairman of the Supervisory Board

On behalf of the Executive Board



Christian Levin
Chairman of the Executive Board