

**ARTICLES OF ASSOCIATION (*SATZUNG*)
OF
TRATON SE**

I. General information

**Article 1
Company name and seat**

- (1) The name of the Company is

TRATON SE.
- (2) The seat of the Company is in Munich.

**Article 2
Object of the Company**

- (1) The object of the Company is the participation in entities whose corporate purpose is the manufacturing and distribution of vehicles and engines of any kind, their accessories as well as any facilities, machines, tools and other technical products.
- (2) The Company is entitled to carry out any business and take any measure that relates to the object of the Company or seems capable of furthering such object directly or indirectly. For this purpose, it may also establish branches in Germany and abroad, and it may establish and acquire or participate in other entities.

**Article 3
Financial year**

The financial year will be the calendar year.

**Article 4
Announcements and information**

- (1) Announcements by the Company will be published in the German Federal Gazette (*Bundesanzeiger*). If mandatory law requires any other form of announcement, such other form of announcement will replace the German Federal Gazette.
- (2) To the extent legally permissible, any information to be provided to the holders of admitted securities in the Company may also be transmitted by electronic media.

II. Share capital and shares

Article 5 Share capital

- (1) The Company's share capital is €500,000,000 (in words: five hundred million euros).

The share capital has been contributed in an amount of €10,000,200.00 (in words: ten million, two hundred euros) by changing the legal form of TRATON AG, having its seat in Munich, registered in the commercial register (*Handelsregister*) of the Local Court (*Amtsgericht*) of Munich under HRB 241814, to a European Company (SE).

- (2) The share capital is divided into 500,000,000 no-par-value shares (*Stückaktien*).
- (3) The Management Board is authorized, subject to the consent of the Supervisory Board, to increase the share capital of the Company on or before May 21, 2024, on one or more occasions, by up to a total of EUR 200,000,000 through the issuance of up to 200,000,000 new bearer shares with no par value (*Stückaktien*) in return for contributions in cash or in kind (Authorized Capital 2019). In doing so, the Management Board may determine that the new shares carry profit participation entitlements in a way that departs from section 60 para. 2 of the German Stock Corporation Act (*Aktiengesetz – AktG*).

Shareholders are generally to be granted a subscription right, unless the Management Board exercises the below authorizations to exclude the subscription right, subject to the consent of the Supervisory Board. The new shares may also be taken up by a credit institution or a financial institution operating under section 53 para. 1 sentence 1 or section 53b para. 1 sentence 1 or para. 7 of the German Banking Act (*Kreditwesengesetz – KWG*) or a syndicate of such credit or financial institutions, in each case as determined by the Management Board, subject to an undertaking to offer the shares to shareholders for subscription. Subject to the Supervisory Board's consent, the Management Board is authorized to exclude the subscription right of shareholders in the following cases:

- (a) to even out fractional amounts occurring due to a capital increase;
- (b) where this is necessary to grant subscription rights to new shares to holders or creditors of convertible or warrant bonds or convertible participation rights issued by the Company or entities in which the Company holds a direct or indirect majority interest, to the extent to which they would be entitled to such subscription rights as shareholders after exercising their conversion or option rights or, as the case may be, after fulfilment of their option or conversion obligations;
- (c) where the new shares are issued against contributions in cash and the issue price of the new shares is not significantly lower than the stock market price of the Company's listed shares at the time of the final

determination of the issue price. This authorization to exclude the subscription right only applies to the extent that the *pro rata* amount of the share capital mathematically attributable to the shares issued with the exclusion of subscription rights pursuant to section 186 para. 3 sentence 4 of the German Stock Corporation Act (*Aktiengesetz*) does not exceed 10% of the share capital – based on either the amount of share capital existing at the time when this authorization takes effect or the amount of share capital when the authorization is exercised. The 10%-limit includes shares that (i) were issued or sold during the term of this authorization up to the time of it being exercised with the exclusion of subscription rights on the basis of other authorizations in direct or *mutatis mutandis* application of section 186 para 3 sentence 4 of the German Stock Corporation Act (*Aktiengesetz*) or (ii) were issued or are to be issued to service bonds or participation rights with conversion or option rights or conversion or option obligations, provided that the bonds or participation rights were issued during the term of this authorization up to the time of it being exercised with the exclusion of subscription rights in *mutatis mutandis* application of section 186 para. 3 sentence 4 of the German Stock Corporation Act (*Aktiengesetz*);

- (d) where the capital increase is performed for the purposes of granting shares in return for contributions in kind, in particular with the aim of acquiring enterprises, parts of enterprises or interests in enterprises, or of other assets.

The Management Board is further authorized, subject to the consent of the Supervisory Board, to determine the further details regarding the capital increase and the conditions for the issuance of shares. The Supervisory Board is authorized to amend the wording of section 5 of the Articles of Association following the performance, in whole or in part, of a capital increase under the Authorized Capital 2019 or after expiry of the authorization period, in line with the scope of the capital increase.

- (4) The share capital of the Company is conditionally increased by up to EUR 50,000,000, by issuing up to 50,000,000 new, no-par value bearer shares (*Stückaktien*) (Conditional Capital 2019). The sole purpose of the Conditional Capital 2019 is to grant new shares to the holders or creditors of bonds issued by the Company or other entities in which the Company holds a direct or indirect majority interest under the shareholder resolution passed at the Company's shareholders' meeting of May 22, 2019 under agenda item 2, in case conversion or option rights are utilized or conversion or option obligations are fulfilled or in case the Company exercises its right to, in whole or in part, grant shares in the Company in lieu of cash payments due. The shares are issued at the conversion and option price to be set in accordance with the aforementioned resolution. The conditional capital increase will only be carried out to the extent that conversion or option rights are utilized or conversion or option obligations are fulfilled or the Company exercises its right to, in whole or in part, grant shares in the Company in lieu of cash payments due and unless other forms of fulfilment are used.

The new shares participate in the profit from the beginning of the financial year in which they are issued. Within the bounds of the law and subject to the Supervisory Board's consent, the Management Board can depart from this provision and from section 60 para. 2 of the German Stock Corporation Act (*Aktiengesetz*), and also determine an entitlement to profit participation for a financial year that has already ended.

The Management Board is authorized, subject to Supervisory Board approval, to determine the remaining details for carrying out the conditional capital increase.

Article 6 Shares

- (1) The shares are bearer shares.
- (2) To the extent legally permissible, the shareholders are not entitled to be issued with certificates for their shares. The Company is entitled to issue share certificates representing individual shares (*Einzelaktien*) or certificates representing multiple or all shares (*Sammelaktien*). The shareholders are not entitled to be issued with a dividend coupon (*Gewinnanteilschein*) or renewal coupon (*Erneuerungsschein*).
- (3) With the approval of the Supervisory Board (*Aufsichtsrat*), the Management Board (*Vorstand*) will determine the form and content of any share certificates, any potential dividend coupons and renewal coupons. The same will apply to any notes and interest coupons.

III. Structure

Article 7 Bodies of the Company

The Company's management structure is a two-tier system. The bodies of the Company are:

- the Management Board (management body)
- the Supervisory Board (supervisory body) and
- the General Meeting (*Hauptversammlung*).

1. Management Board

Article 8

Composition and rules of procedure

- (1) The Management Board will have at least two members. Apart from that, the exact number of Management Board members will be determined by the Supervisory Board.
- (2) The Supervisory Board may appoint a Chairman of the Management Board and a Deputy Chairman.
- (3) The Management Board members will be appointed for a maximum term of five years. Re-appointments are permissible.
- (4) The Supervisory Board may adopt rules of procedure for the Management Board which also govern the allocation of responsibilities within the Management Board.

Article 9

Management and representation of the Company

- (1) The Management Board will manage the Company in its own responsibility. It has to manage the Company's business in accordance with the law, the Articles of Association and the Rules of Procedure for the Management Board. Without prejudice to the Management Board's overall responsibility, each Management Board member will independently manage the area of responsibility assigned to him.
- (2) The Company will be represented by two Management Board members acting jointly or by a Management Board member acting together with a holder of a statutory power of attorney (*Prokurist*).
- (3) The Supervisory Board may decide that individual Management Board members shall be authorised to represent the Company alone. Moreover, the Supervisory Board may exempt all or individual Management Board members, generally or on a case-by-case basis, from the prohibition on multiple representation (*Mehrfachvertretung*) pursuant to section 181, 2nd alternative, of the German Civil Code (*Bürgerliches Gesetzbuch – BGB*); section 112 of the German Stock Corporation Act (*Aktiengesetz – AktG*) remains unaffected.

Article 10

Passing of resolutions

- (1) A Management Board having only two members shall have a quorum only if all members take part, in person or by electronic means, in the passing of a resolution; a Management Board having three or more members shall have a quorum only if at least half of the members take part, in person or by electronic

means, in the passing of a resolution. Management Board members attending via telephone conference or video conference are deemed to be present. Absent members may cast their votes in writing, by fax or electronic means and may have another Management Board member submit such vote in a meeting.

- (2) The resolutions of the Management Board will be passed by a majority of the votes cast by the Management Board members taking part in the passing of the resolution unless any other majority is required by law or these Articles of Association or the Rules of Procedure. If a Chairman of the Management Board is appointed, in the event of a parity of votes, his vote will be the casting vote. Where the Management Board has only two members, it may pass resolutions unanimously only.

2. Supervisory Board

Article 11

Composition, elections, term of office

- (1) The Supervisory Board has twenty (20) members and is composed of ten shareholder representatives and ten employees' representatives.
- (2) The ten shareholder representatives will be elected by the General Meeting without the General Meeting being bound by any nominations. The ten employees' representatives will be appointed in accordance with the provisions of the agreement on arrangements for employee involvement in the SE entered into pursuant to the German Act on the Involvement of Employees in a European Company (*SE-Beteiligungsgesetz – SEBG*)
- (3) The shareholder representatives are appointed for a period expiring at the end of the General Meeting in which a resolution is passed regarding the formal approval of the acts of the shareholder representatives for the fourth financial year following the commencement of the term of office unless any other term of office is determined at the time when the shareholder representatives are elected by the General Meeting, but in any event for a maximum of six years. The financial year in which the term of office commences will not be counted in this regard.
- (4) Any Supervisory Board member may resign from office even if there is no good cause (*wichtiger Grund*) on giving one month's notice in writing to the Company's Management Board, with a copy being sent to the Chairman of the Supervisory Board – or, if the Chairman resigns from office, with a copy being sent to his Deputy. The Chairman of the Supervisory Board or, if the chairman of the Supervisory Board resigns, his Deputy, may reduce the notice period or waive the requirement to comply with the notice period.
- (5) A successor to a member who vacated office prior to the expiry of his term of office will be elected for the remaining term of office of the Supervisory Board

member who vacated office unless the General Meeting determines any other term of office for the successor.

- (6) When electing the shareholder representatives, the General Meeting may elect substitute members for such shareholder representatives at the same time. Such substitute members will replace the Supervisory Board members vacating office prior to the expiry of their regular term of office in the order determined by the General Meeting at the time of election. If a substitute member replaces a member who vacated office, such substitute member's term of office will expire at the end of the General Meeting in which a successor is elected pursuant to Article 11 para. 5 above, at the latest, however, when the term of office of the Supervisory Board member who vacated office expires. If the substitute member who vacates office as a result of a successor being elected had been appointed to replace more than one Supervisory Board member, his position as substitute member will revive.
- (7) The General Meeting will decide on the removal of shareholder representatives in the Supervisory Board in accordance with Article 21. The removal of Supervisory Board members representing the employees is made in accordance with the detailed provisions of the agreement on arrangements for employee involvement in the SE entered into pursuant to the German Act on the Involvement of Employees in a European Company (*SE-Beteiligungsgesetz – SEBG*).

Article 12

Chairman and Deputy Chairman

- (1) The Supervisory Board will elect, from among its members, a Chairman and a Deputy Chairman. Only a member appointed as representative of the shareholders by the General Meeting may be elected Chairman, and only an employees' representative may be elected Deputy Chairman. The Chairman and the Deputy Chairman should be elected immediately after the General Meeting in which new Supervisory Board members have been elected; no particular convening notice is required for such meeting. The Chairman's and his Deputy's term of office correspond to their term of office as Supervisory Board member unless a shorter term of office is determined at the time of election.
- (2) If the Chairman or his Deputy vacate office during their term of office, the Supervisory Board is to elect, without undue delay (*unverzüglich*), a new Chairman or Deputy Chairman, as applicable, for the remaining term of office of the person vacating office.
- (3) The elections pursuant to paras. 1 and 2 are to take place before other resolutions are passed.
- (4) Subject to other provisions in these Articles of Association, the Deputy Chairman has the same rights as the Chairman in all cases in which the Chairman is unable to attend and in which the Deputy Chairman deputises for the Chairman.

- (5) The Supervisory Board's declarations of intent (*Willenserklärungen*) are made by the Chairman in the name of the Supervisory Board. The Chairman will be authorised to accept declarations for the Supervisory Board.

Article 13 **Rights and duties of the Supervisory Board**

- (1) The Supervisory Board has all duties and rights assigned to it by law and the Articles of Association.
- (2) The following matters and measures of the Company and, to the extent explicitly provided for herein, the Company's subsidiaries require the prior consent of the Supervisory Board:

1. Annual corporate planning in the context of a planning sessions concept;

as well as the following transactions and measures to the extent they do not form part of the annual corporate planning pursuant to no. 1:

2. Establishment and discontinuation of branches of the Company or the Company's subsidiaries to the extent the relevant branch employs more than 500 employees or is expected to employ more than 500 employees in the next three years;
3. Establishment and relocation of production or research and development sites of the Company or the Company's subsidiaries;
4. Formation and dissolution of other entities by the Company or the Company's subsidiaries to the extent the relevant entity employs more than 500 employees or is expected to employ more than 500 employees in the next three years as well as the acquisition and disposition by the Company or the Company's subsidiaries of participations in other entities to the extent the relevant entity employs more than 500 employees or the expenses associated with the acquisition exceed an amount of €100 million;
5. Capital expenditure programmes and capital expenditure of the Company and the sub-groups in addition to these capital expenditure programmes to the extent they exceed an amount of €10 million in each individual case;
6. Taking out of bonds or loans outside the ordinary course of business and exceeding an amount of €50 million in each individual case;
7. Assumption of sureties, guarantees or similar liability as well as the granting of loans to the extent these measures are outside the ordinary course of business and exceed an amount of €50 million in each individual case;

8. Acquisition and disposition of, and creating of encumbrances on, real property and rights equivalent to real property rights to the extent the transaction value of the individual transaction exceeds an amount of €10 million in each individual case;
 9. Composition of the management boards of MAN SE, MAN Truck & Bus SE, MAN Latin America Indústria e Comércio de Veículos Ltda., Scania AB and Scania CV AB as well as of future subsidiaries of similar size and importance;
 10. Conclusion of enterprise agreements within the meaning of sections 291 et seq. of the German Stock Corporation Act (*Aktiengesetz*);
 11. Implementation of synergy projects which affect more than one subgroup and which have, or are expected to have within the next three years, an impact on the employment of more than 250 employees as well as the re-allocation of existing and the allocation of new development leads within the TRATON group.
- (3) The Supervisory Board may stipulate in the Management Board's or the Supervisory Board's Rules of Procedure or by resolution that further matters require its consent. In general or in the event that individual matters meet certain requirements, it may give its revocable consent to certain matters in advance.
 - (4) The Supervisory Board is entitled to pass resolutions to make amendments to the Articles of Association that exclusively concern the phrasing.

Article 14 **Rules of Procedure and committees**

- (1) The Supervisory Board adopts Rules of Procedure in accordance with the statutory provisions and the provisions of these Articles of Association.
- (2) The Supervisory Board may, in accordance with the statutory requirements, form Supervisory Board committees from among its members and determine their composition, duties and powers in rules of procedure. To the extent permitted by law or the Articles of Association, the Supervisory Board may assign its duties, decision-making powers and rights to its Chairman, individual members or to committees formed from among its members.

Article 15 **Meetings and passing of resolutions**

- (1) Meetings of the Supervisory Board will be convened by the Chairman by giving at least fourteen days prior notice. The convening notice may be sent in writing, by fax, by email or by any other commonly used means of telecommunications. In urgent cases, the Chairman may reduce the notice period and convene the meeting orally or by telephone. In all other respects, the statutory provisions as

well as the provisions of the Supervisory Board's Rules of Procedure will apply with regard to the convening of meetings of the Supervisory Board.

- (2) The meetings of the Supervisory Board will be chaired by the Chairman.
- (3) As a rule, any resolutions of the Supervisory Board will be passed in physical meetings. However, subject to a corresponding decision made by the Chairman of the Supervisory Board, it will be permitted to hold meetings of the Supervisory Board in the form of a video or telephone conference or to have individual Supervisory Board members attend the meeting by way of video transmission or by telephone and to also pass resolutions or vote via video conference or video transmission or telephone in such cases. Any Supervisory Board members who are absent or do not attend or join the conference call may also participate in the Supervisory Board's passing of resolutions by having another Supervisory Board member submit their written votes. In addition, they may also submit their vote orally, by telephone, by fax, by email or by any other commonly used means of communication prior to the meeting, in the course of the meeting or subsequent to the meeting within a reasonable period to be determined by the Chairman of the Supervisory Board. There is no right to object to the method for passing a resolution ordered by the Chairman.
- (4) Resolutions may also be passed outside of meetings (within the meaning of Article 15 para. 3) in writing, by fax, by email or by any other similar means of communication as well as a combination of the means mentioned above if ordered by the Chairman of the Supervisory Board within a reasonable period or if all Supervisory Board members participate in the passing of the resolution. In this context, members who abstain from voting when a resolution is passed are considered participating in the passing of the resolution. There is no right to object to the method for passing a resolution ordered by the Chairman.
- (5) The Supervisory Board shall have a quorum if at least half of the total amount of members of which it has to be composed participate in the passing of the resolution. Any Supervisory Board members who are absent or do not attend or join the meeting by telephone or electronic means of communication (in particular by video conference) submitting their vote pursuant to Article 15 para. 3 or para. 4 as well as any members abstaining from voting when a resolution is passed are considered participating in the passing of a resolution in this context.
- (6) Unless expressly otherwise provided by law, any resolutions of the Supervisory Board will be passed by a simple majority of the votes cast. In this context, abstentions will not be considered votes cast. In the event of parity of the votes cast by the Supervisory Board, the Chairman of the Supervisory Board will have the casting vote. If the Deputy Chairman of the Supervisory Board is a member of the employees, he will not have the casting vote in the event of the unavoidable absence of the Chairman of the Supervisory Board and parity of votes.
- (7) The meetings of the Supervisory Board (within the meaning of Article 15 para. 3) as well as the resolutions adopted in these meetings must be recorded

in minutes; such minutes must be signed by the Chairman. Any resolutions passed outside of meetings (within the meaning of Article 15 para. 3) will be recorded in writing by the Chairman and sent to all Supervisory Board members.

Article 16

Remuneration, insurance

- (1) The Supervisory Board members receive a fixed annual remuneration of €75,000. The Chairman of the Supervisory Board receives three times the amount, the Deputy Chairman twice the amount of the remuneration of a full member.
- (2) In addition, the Supervisory Board members receive for their activity in the committees of the Supervisory Board additional fixed annual remuneration of €40,000 per committee, provided that the relevant committee met at least once per year to perform its tasks. Membership in the nomination committee and the mediation committee pursuant to section 27 para 3 of the German Co-Determination Act (*Mitbestimmungsgesetz – MitbestG*), if any, will not be taken into account. The Chairmen of the committees receive twice the amount and the Deputy Chairmen of the committees one and a half times the amount of the committee remuneration specified above. Any activities in committees will be taken into account for a maximum of two committees; the two functions with the highest remuneration will be relevant in the event this maximum is exceeded.
- (3) Members of the Supervisory Board that are Supervisory Board members or hold office as Chairman or Deputy Chairman of the Supervisory Board for part of a financial year only receive the relevant proportionate remuneration. This will apply *mutatis mutandis* to the remuneration as member or Chairman of a committee.
- (4) The relevant member receives an attendance fee of €1,000 for attending a meeting of the Supervisory Board or a committee; in the event a member attends several meetings on the same day, the attendance fee will only be paid once.
- (5) The Company ensures that third-party liability insurance with a deductible has been taken out for the benefit of the Supervisory Board members. In addition to the remuneration pursuant to the paragraphs above, the Company reimburses the Supervisory Board members for the reasonable expenses incurred by them in connection with their office as Supervisory Board member as well as for any VAT payable on their remuneration and expenses.
- (6) The remuneration pursuant to paragraph 1 and 2 will become payable after the end of the General Meeting accepting, or deciding on the adoption of, the consolidated financial statements for the financial year for which the remuneration is paid.

3. General Meeting

Article 17

Place and convening notice

- (1) The annual General Meeting of the shareholders will be held within the first six months of each financial year.
- (2) Subject to the Supervisory Board's statutory rights to convene meetings and the existence of a shareholder minority, the General Meeting will be convened by the Management Board. At the convening body's option, the General Meeting will be held at the Company's seat, at the seat of a German stock exchange, at a place within a radius of 50 km from the Company's seat or in any German city having more than 100,000 inhabitants.
- (3) The General Meeting must be convened within the statutory periods. These periods will be extended by the number of days of the registration period (Article 18 para. 1 of the Articles of Association). The periods will be calculated pursuant to the statutory provisions.

Article 18

Requirements for attending

- (1) Shareholders who registered in time and furnished proof of their shareholdings are entitled to attend the General Meeting and to exercise the voting right. The registration must be received by the Company under the address specified in the convening notice for this purpose and within the statutory periods. A shorter period, which must be stated as number of days, may be specified in the convening notice.
- (2) Registration must be made in text form (*Textform*) (section 126b of the German Civil Code) or by any other electronic means to be specified by the Company and must be in German or English.
- (3) Special proof of shareholding is required for the proof of shareholding pursuant to paragraph (1). Proof of shareholding in accordance with section 67c (3) AktG shall be sufficient in any case. The proof of shareholding must relate to the beginning of the 21st day prior to the date of the Annual General Meeting and must be received by the Company at a sufficiently early time to ensure that the statutory deadline for receipt of proof by the Company be observed. The notice of the Annual General Meeting may provide for a shorter period, to be specified in days.

Article 19
Chair of the General Meeting,
video and audio transmission

- (1) The General Meeting will be chaired by the Chairman of the Supervisory Board or any other Supervisory Board member determined by the Chairman of the Supervisory Board (Chairman of the meeting). In the event that neither the Chairman of the Supervisory Board nor any Supervisory Board member determined by the Chairman of the Supervisory Board chairs the meeting, the Supervisory Board will elect the Chairman of the meeting. If the Supervisory Board does not exercise this right, the Chairman of the meeting will be elected by the General Meeting.
- (2) The Chairman of the meeting will conduct the negotiations and determine the course of the General Meeting. He will determine the order in which the speakers will have the floor and the order in which the items on the agenda will be discussed as well as the method, the procedure and further details of voting and he may, if permitted by law, decide that factually related subjects on which a resolution is to be passed may be dealt with in one single voting item.
- (3) The Chairman of the meeting is entitled to reasonably limit the shareholders' right to speak and ask questions in time. In this context, the Chairman of the General Meeting will aim at the General Meeting being concluded within an appropriate and reasonable time.
- (4) The Chairman of the meeting may permit audio and video recording and transmission of the General Meeting in whole or in part by electronic and other media. The General Meeting may also be transmitted in a form that provides unlimited access to the public.

Article 20
Voting power and representation

- (1) Each no-par-value share will grant one vote in the General Meeting, unless the voting right is excluded by law or the Articles of Association.
- (2) The voting right may also be exercised by a proxy. Unless the law contains other mandatory provisions regarding proxy authorisation, its revocation and the proof of authorisation to the Company, the proxy notice, its revocation and the proof of authorisation to the Company will need to be in text form (section 126b of the German Civil Code), provided that the convening notice does not include any facilitations. If the shareholder authorises more than one proxy, the Company may reject one or more of these persons. The details of proxy authorisation, its revocation and the proof of authorisation to the Company will be published when the General Meeting is convened. Section 135 of the German Stock Corporation Act will remain unaffected.
- (3) The Management Board is authorised to provide that shareholders may cast their vote in writing or by means of electronic communication without having

to attend the meeting (absentee vote). It may determine the details of the absentee vote's scope and procedure.

Article 21 **Resolutions; voting**

- (1) The General Meeting will adopt its resolutions by a simple majority of the votes cast, unless mandatory statutory provisions or these Articles of Association provide for a higher majority or further requirements. Unless mandatory statutory provisions stipulate otherwise, resolutions to amend these Articles of Association will need to be adopted by a two thirds majority of the valid votes cast or, if at least 50% of the share capital is represented, by a simple majority of the valid votes cast. Where statutory provisions require the majority of the share capital in addition to the majority of the votes cast for resolutions of a General Meeting, the simple majority of the share capital represented in the vote will suffice, if permitted by law. The majority requirement set forth in section 103 para. 1 sentence 2 of the German Stock Corporation Act will remain unaffected.
- (2) If a simple majority of votes is not reached in the first round of voting, a second round of voting will be conducted with the choice limited to the two persons who obtained the largest numbers of votes; such a second round of voting will also take place if there were only two candidates in the first round of voting. In the second round of voting, the largest number of votes (relative majority) or, in the case of a parity of votes, the lot to be drawn by the Chairman of the meeting will decide the vote.

IV. Accounting and profit appropriation

Article 22 **Preparation of the financial statements** **and the management report**

The Management Board will, within the statutory periods and with respect to the financial year just ended, prepare the financial statements and the management report and, where required by law, the consolidated financial statements and the consolidated management report, and it will provide these documents to the Supervisory Board and the auditor without undue delay. Likewise, the Management Board will submit to the Supervisory Board a proposal regarding the appropriation of the balance-sheet profit which it intends to put to the vote in the General Meeting.

Article 23
Appropriation of the annual net profit

- (1) Those amounts are to be appropriated to the legal reserve which are mandatorily required to be so appropriated under the German Stock Corporation Act.
- (2) If the Management Board and the Supervisory Board adopt the financial statements, they may appropriate amounts out of the annual net profit to the other revenue reserves, in particular:
 - up to 50% of the annual net profit, without consideration of the balance of the other revenue reserves,
 - up to 100% of the annual net profit, if and to the extent the other revenue reserves do not exceed 50% of the share capital and would not exceed this percentage after appropriation and if and to the extent the remaining balance-sheet profit does not fall short of 4% of the share capital.
- (3) If the General Meeting adopts the financial statements, 50% of the annual net profit is to be appropriated to the other revenue reserves.

Article 24
Accounting-related resolutions of the Annual General Meeting

- (1) Each year, the General Meeting will resolve on:
 - the appropriation of the balance-sheet profit,
 - the formal approval of the acts of the Management Board and the Supervisory Board,
 - the election of the auditorswithin the first six months after the end of the financial year.
- (2) In the cases provided for by law, the General Meeting will also resolve on the adoption of the financial statements.

Article 25
Appropriation of the balance-sheet profit

- (1) The balance-sheet profit resulting from the financial statements after depreciation/amortisation, valuation adjustments, provisions and reserves have been taken into account will be allocated to the shareholders, provided that the General Meeting does not resolve otherwise. The General Meeting may also resolve to make a distribution in kind instead of, or in addition to, a distribution in cash. The shareholders' shares in the profit will be determined based on their shares in the share capital.

- (2) The General Meeting may include in its resolution on the appropriation of the balance-sheet profit further amounts to be appropriated to the other revenue reserves or to be carried forward as profit, however, subject to the limitation that a profit of at least 4 per cent of the share capital is to remain for distribution to the shareholders. This limitation will cease to apply if it is necessary based on a reasonable commercial appraisal to appropriate amounts to the reserves in order to secure the Company's viability and resilience for a reasonable period of time.
- (3) If the share capital is increased, the General Meeting may resolve, with respect to the new shares, to apply a type of profit distribution other than that laid down in section 60 para. 2 of the German Stock Corporation Act.

V. Miscellaneous

Article 26

Formation costs/costs of change in legal form

- (1) The costs of the change in the Company's legal form to that of a German stock corporation (*Aktiengesellschaft*) (in particular notary and court fees, costs associated with the publication, taxes, audit and consulting fees) will be borne by the Company up to an amount of €200,000.00.
- (2) The costs of the change in legal form from TRATON AG to TRATON SE (in particular notary and court fees, costs associated with the publication, taxes, audit and consulting fees) will be borne by the Company up to an amount of €2,000,000.00.