

**INVITATION**

**VIRTUAL**  
**ANNUAL**  
**GENERAL**  
**MEETING**

**2021**

**TRATON**  
G R O U P

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# Invitation

## Invitation to the Annual General Meeting of the Company's shareholders at 10 a.m. on Wednesday, 30 June 2021, in Munich, Germany

**Convenience translation.** This translation is a working translation only. Legally binding and relevant is solely the German version.

### TRATON SE Munich, Germany

International Securities Identification Number (ISIN)  
DE000TRATON7

German Securities Identification Number (WKN): TRATON

The Act on Measures in Corporate, Co-operative, Association, Foundation and Home Ownership Law to Combat the Effects of the COVID-19 Pandemic (*Gesetz über Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins-, Stiftungs- und Wohnungseigentumsrecht zur Bekämpfung der Auswirkungen der COVID-19-Pandemie – COVID-19 Act*), which entered into force on 28 March 2020, which was amended by Article 2 of the Act of 28 October (BGBl. I p. 2264) and by Article 11 of the Act of 22 December 2020 (BGBl. I p. 3328), and the validity of which has been extended until 31 December 2021, continues to allow annual general meetings to be held in 2021 without the physical presence of shareholders or their authorized representatives (virtual general meeting). In view of the COVID-19-pandemic that is set to last for the foreseeable future, the rules of conduct adopted in this respect by the Bavarian State Ministry for Health and Care and the

aim of counteracting the further spread of COVID-19 and avoiding health risks for shareholders, internal and external employees and the Company's board members, the Executive Board of TRATON SE has decided, with the approval of the Supervisory Board, to make use of the possibility to hold a virtual general meeting again this year.

### Invitation to the Annual General Meeting (virtual general meeting)

Dear Shareholders,

We hereby invite you to the Annual General Meeting of TRATON SE at 10 a.m. (CEST) on Wednesday, 30 June 2021. The meeting will be held as virtual general meeting without the physical presence of shareholders and their appointed representatives (with the exception of the Company's proxies). The place of the Annual General Meeting within the meaning of the German Stock Corporation Act (*Aktien-gesetz – AktG*)<sup>1</sup> is the Bus Forum, Dachauer Straße 568, 80995 Munich, Germany. Pursuant to section 1 (2) sentence 1 no. 1 COVID-19 Act in conjunction with § 19(4) of the articles of association of the Company, the entire meeting is broadcast in audio and video at the Internet address [www.traton.com/agm](http://www.traton.com/agm) for duly registered shareholders via the Company's password-protected online portal (**Shareholder Portal**); such broadcasting does not enable participation in the general meeting as defined by section 118 (1) sentence 2 AktG. The voting rights of the duly registered shareholders shall be exercised – also in case of an authorization of third parties – exclusively by way of absentee voting or by issuing authorization and voting instructions to the proxies appointed by the Company. The shareholders are requested to also note the more detailed information following the reproduction of the agenda with the proposed resolutions.

<sup>1</sup> The relevant provisions for stock corporations with their registered office in Germany, in particular the provisions of the AktG and German Commercial Code (*Handelsgesetzbuch*) apply to the Company due to the conflict of law rules set out in Art. 5, Art. 9 (1) lit. c) ii), Art. 53 as well as Art. 61 of Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European Company (SE) (**SE Regulation**) unless otherwise provided for by more specific provisions of the SE Council Regulation.

# I. Agenda

## Agenda

and resolutions proposed for the Annual General Meeting of TRATON SE on Wednesday, 30 June 2021:

### **1. Presentation of the adopted annual financial statements of TRATON SE and the approved consolidated financial statements for the year ending 31 December 2020, in addition to the combined management report of TRATON SE and the TRATON GROUP for the 2020 fiscal year as well as the report of the Supervisory Board**

The documents mentioned under item 1 on the agenda also include the remuneration report, the explanatory report on information in accordance with sections 289a (1) and 315a (1) of the German Commercial Code (*Handelsgesetzbuch – HGB*) (in each case in the version applicable for fiscal year 2020), the report in accordance with section 289 (4) HGB and the statement on corporate governance pursuant to sections 289f and 315d HGB. The documents are available online at [www.traton.com/agm](http://www.traton.com/agm). In addition, these documents will also be available there during the Annual General Meeting and will be explained in more detail at the Annual General Meeting. No resolution is planned for item 1 on the agenda since the Supervisory Board approved the annual and the consolidated financial statements, prepared by the Executive Board, in accordance with statutory provisions on 22 February 2021.

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## **2. Appropriation of distributable profit**

The Executive Board and the Supervisory Board propose to use TRATON SE's distributable profit in the amount of EUR 253,769,063.44 for the completed fiscal year 2020 as follows:

Distribution of a dividend of EUR 0.25 for each no-par value share entitled to a dividend:	EUR 125,000,000.00
Transfer to retained earnings:	EUR 0.00
Profit carried forward:	EUR 128,769,063.44

In case the Company should hold treasury shares at the time of the Annual General Meeting, which are not entitled to a dividend pursuant to section 71b AktG, it is proposed to the Annual General Meeting that with an unchanged dividend of EUR 0.25 per no-par value share entitled to a dividend, the portion of the distributable profit attributable to no-par value shares not entitled to a dividend be carried forward to new account.

Pursuant to section 58 (4) sentence 2 AktG, the claim to payment of the dividend shall be due on the third business day following the Annual General Meeting, therefore on 5 July 2021.

## **3. Approval of the Executive Board's actions**

The Executive Board and the Supervisory Board propose that the actions of the Executive Board members in office in fiscal year 2020 be approved for this period.

## **4. Approval of the Supervisory Board's actions**

The Executive Board and the Supervisory Board propose that the actions of the Supervisory Board members in office in fiscal year 2020 be approved for this period.

## 5. Appointment of auditors

The Supervisory Board proposes that Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Munich, Germany,

- a) be appointed as auditors of the single-entity financial statements and the consolidated financial statements for fiscal year 2021, as auditors for the review of the condensed financial statements and the interim management report for the first half of fiscal year 2021 and for a potential review of additional interim financial information within the meaning of section 115 (7) of the German Securities Trading Act (*Wertpapierhandelsgesetz – WpHG*) in fiscal year 2021, and
- b) be appointed as auditors for a potential review of additional interim financial information within the meaning of section 115 (7) WpHG in fiscal year 2022 until the next Annual General Meeting.

The proposal for the auditors to be appointed is based on the Audit Committee's recommendation.

The Audit Committee stated that its recommendation is free from any improper influence by third parties and that it is not subject to any clause restricting the choice within the meaning of Article 16 (6) of the Regulation (EU) No. 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC (*Statutory Audit Regulation*).

It is intended to take separate votes on agenda item 5 lit. a) and 5 lit. b).

## 6. Resolution on the approval of the remuneration system for the members of the Executive Board

Amendments have been made to the German Stock Corporation Act (*Aktiengesetz*) on the basis of the Act Implementing the Second Shareholders' Rights Directive (ARUG II), including to section 120a AktG. Section 120a (1) AktG provides that the general meeting of listed companies must adopt a resolution on the approval of the remuneration system for the members of the Executive Board submitted by the Supervisory Board in the case of any material amendment to the system, however at least every four years.

The Supervisory Board of TRATON SE has resolved to amend the remuneration system for the members of the Executive Board with effect as of 1 January 2021. The new remuneration system for the members of the Executive Board is printed in the Annex to this agenda item 6 following the agenda. The Supervisory Board proposes to the General Meeting that it approve this new remuneration system for the members of the Executive Board pursuant to section 120a AktG.

## 7. Resolution on the confirmation of the remuneration and on the remuneration system for the members of the Supervisory Board

Pursuant to section 113 (3) AktG, the general meeting of a listed company must resolve on the remuneration for the members of the Supervisory Board at least every four years. In this regard, a resolution that confirms the existing remuneration is also permissible. The remuneration of Supervisory Board members is laid down in article 16 of the Articles of Association of TRATON SE.

Article 16 of the Articles of Association of TRATON SE reads as follows:

### “§ 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.”

The remuneration of Supervisory Board members was most recently amended on 16 January 2019. After a thorough review, the Supervisory Board and the Executive Board have concluded that the existing remuneration regulations for the members of the Supervisory Board continue to be in the interest of TRATON SE and are commensurate with the tasks of the members of the Supervisory Board and the

situation of TRATON SE. The remuneration regulations also take into account the recommendations and suggestions of the current German Corporate Governance Code for the remuneration of members of the Supervisory Board.

The Executive Board and Supervisory Board therefore recommend that the General Meeting confirm the existing remuneration regulations for the members of the Supervisory Board and resolve the remuneration system for the members of the Supervisory Board printed in the Annex to this agenda item 7 following the agenda.



## II. Annexes to agenda item 6 and 7

### Annex to agenda item 6

#### Remuneration system for members of the Executive Board of TRATON SE

##### A. KEY FEATURES OF THE REMUNERATION SYSTEM FOR MEMBERS OF THE EXECUTIVE BOARD OF TRATON SE

The remuneration of the members of the Executive Board is to promote the TRATON GROUP's business strategy and its implementation. The remuneration is also to make a contribution to long-term and sustainable development. The aim of the "global champion" strategy is to make the TRATON GROUP one of the world's leading undertakings in terms of profitability, global presence and customer-driven innovation. This strategy will be furthered by basing the Executive Board members' remuneration on selected economic performance targets with ambitious objectives. The profit bonus is based on the economic performance targets of average operating return on sales (**ROS**) and average return on investment (**ROI**) as well as the achievement of sustainability targets (environment, social and governance, **ESG Targets**). The economic performance targets promote the strategic goal of competitive profitability. The integration of the ESG Targets also reflects the importance of the environment, social and governance factors. The selection of one target per ESG dimension (environment target, mood index as well as compliance and integrity factor) ensures that a wide range of sustainability components that are of great strategic relevance to the TRATON GROUP are comprehensively covered.

In order to ensure that the remuneration of the Executive Board members is linked to the long-term and sustainable development of TRATON SE, the long-term variable remuneration constitutes a significant portion of the total remuneration. The long-term variable remuneration (long-term incentive, **LTI**) is granted in the form of a performance share plan with a four-year performance period. The economic performance target is the development of the earnings per

share (**EPS**) of TRATON SE during the performance period. In addition, the disbursement amount depends on the development of the share price and the distributed dividends of TRATON SE during the performance period. Using the EPS economic performance target in conjunction with the development of the share price and the dividends paid out, measured over four years, ensures that the incentives have a long-term effect and promotes the strategic goal of competitive profitability. Since this is an important indicator for valuing shares, the interests of investors have also been taken into account.

The remuneration system for Executive Board members is clear and understandable. It complies with the requirements of the German Stock Corporation Act in the version of the Act Implementing the Second Shareholders' Rights Directive of 12 December 2019 (ARUG II; Federal Law Gazette Part I 2019, no. 50 of 19 December 2019) and takes into account the recommendations of the German Corporate Governance Code (GCGC) in the version that came into force on 20 March 2020.

The new remuneration system applies as from 1 January 2021 to all Executive Board members with whom a new service agreement is concluded or whose service agreement is extended after the Supervisory Board's resolution of 16 December 2020. To Executive Board members who had already been appointed prior to the Supervisory Board's resolution of 16 December 2020, the new remuneration system likewise applies in principle as from 1 January 2021. Until the service agreements are extended, however, the following exception applies: The performance share plan of the already appointed Executive Board members still only has a three-year performance period, but otherwise corresponds to the performance share plan described in this system.

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## B. DETAILS OF THE REMUNERATION SYSTEM

### I. Remuneration components

#### 1. Overview of the remuneration components and their relative percentages

The Executive Board members' remuneration consists of fixed and variable components. The monthly salary payments (**Base Salary**), fringe benefits and company pension essentially form the fixed components of the Executive Board members' remuneration. The variable components are the profit bonus with a two-year assessment period and the performance share plan with a four-year assessment period.

Remuneration component	Assessment basis / parameters
<b>Fixed remuneration components</b>	
Base Salary	at the end of each month
Fringe benefits	In particular: <ul style="list-style-type: none"> <li>– private use of the first company car, second and third company cars with fuel card, driver pool also for private use to a reasonable extent</li> <li>– allowance towards health, nursing and pension insurance</li> <li>– accident insurance</li> <li>– installation and private use of security measures</li> <li>– manager's medical check-up</li> </ul>
Company pension	<ul style="list-style-type: none"> <li>– old-age, disability and surviving dependants' pension</li> <li>– in principle upon reaching the age of 65</li> <li>– contribution-based, fund-linked pension scheme</li> <li>– annual pension contribution of 40% of the contractually agreed Base Salary</li> </ul>

Remuneration component	Assessment basis / parameters	
<b>Variable remuneration components</b>		
Profit bonus	Type of plan:	Target bonus
	Cap:	180% of the target amount
	Performance criteria:	<ul style="list-style-type: none"> <li>– ROI (50%),</li> <li>– ROS (50%)</li> <li>– ESG Targets (multiplier 0.63-1.43)</li> </ul>
	Assessment period:	Profit bonus year and preceding financial year
Payment:	In cash in the month following the approval of the consolidated financial statement for the profit bonus year	
Long-term incentive (LTI)	Type of plan:	Performance share plan
	Cap:	200% of the target amount
	Performance criterion:	EPS (100%)
	Performance period:	Four years, future-oriented
Payment:	In cash in the month following the approval of the consolidated financial statement for the last year of the performance period	
<b>Other benefits</b>		
Special payment	If applicable, on the basis of a separate agreement with the Executive Board member	
Benefits that are temporary or that have been agreed for the entire term of the service agreement for new Executive Board members	<ul style="list-style-type: none"> <li>– If applicable, payments to compensate for forfeited variable remuneration or other financial disadvantages</li> <li>– If applicable, benefits in connection with relocation</li> <li>– If applicable, minimum remuneration guarantee</li> </ul>	

Based on the remuneration system, the Supervisory Board sets a specific target total remuneration for every Executive Board member that is commensurate with the duties and performance of the Executive Board member and the situation of the Company and does not exceed the usual remuneration without special reasons. The target total remuneration is made up of the sum of the remuneration components relevant for the total remuneration. These remuneration components are the Base Salary, profit bonus, performance share plan, fringe benefits and company pension, insofar as they are granted by TRATON SE. As regards the profit bonus and LTI, the target amount is based on 100% target achievement in each case. The fixed and variable remuneration components are shown below as percentages of the target total remuneration.

	Fixed remuneration (essentially: Base Salary + fringe benefits + company pension)	Variable remuneration	
		Profit bonus	LTI
Chairman of the Executive Board	approx. 35-45%	approx. 20-30%	approx. 30-40%
Executive Board members	approx. 35-45%	approx. 20-30%	approx. 30-40%
Executive Board members who are at the same time members of the Executive Board of a foreign subsidiary of TRATON SE and do not receive any fringe benefits and/or company pension from TRATON SE	approx. 30-50%	approx. 25-30%	approx. 25-40%

In the case of the Chairman of the Executive Board, the fixed remuneration (Base Salary, service cost in connection with the company pension and fringe benefits) currently represents approximately 39% of the target total remuneration and the variable remuneration approximately 61% of the target total remuneration. The profit bonus (target amount) represents approximately 26% of the target total remuneration and the LTI (target amount) approximately 35% of the target total remuneration.

In the case of the members of the Executive Board, the fixed remuneration (Base Salary, service cost in connection with the company pension and fringe benefits) currently represents approximately 40% of the target total remuneration and the variable remuneration approximately 60% of the target total remuneration. The profit bonus (target amount) represents approximately 26% of the target total remuneration and the LTI (target amount) approximately 34% of the target total remuneration.

In the case of the Executive Board members who are at the same time members of the Executive Board of a foreign subsidiary of TRATON SE and do not receive any fringe benefits and/or company pension from TRATON SE, the fixed remuneration (Base Salary) represents approximately 30-50% of the target total remuneration and the variable remuneration approximately 50-70% of the target total remuneration. The profit bonus (target amount) represents approximately 25-30% of the target total remuneration and the LTI (target amount) represents approximately 25-40% of the target total remuneration.

The said percentages may differ, for example due to the granting of a special payment or benefits that are temporary or that have been agreed for the entire term of the service agreement to new Executive Board members pursuant to section 4 or due to changes in the costs of the contractually promised fringe benefits and company pension and for any new appointments.

## 2. Fixed remuneration components

### 2.1 Base Salary

The Executive Board members receive a Base Salary in twelve equal instalments paid at the end of each month.

### 2.2 Company pension

TRATON SE in principle grants the Executive Board members an old-age, disability and surviving dependents' pension. The agreed pension benefits are paid once the Executive Board member reaches the age of 65. These benefits may be claimed at an earlier time. The annual pension contribution amounts to 40% of the contractually agreed Base Salary.

Executive Board members who are at the same time members of the Executive Board of a foreign subsidiary of TRATON SE do not currently receive a company pension from TRATON SE, but rather exclusively from the foreign subsidiary. However, TRATON SE reserves the right to also grant a company pension to new Executive Board members who are at the same time members of the Executive Board of a foreign subsidiary of TRATON SE.

### 2.3 Fringe benefits

TRATON SE in principle makes a company car available to each Executive Board member, also for private use. Executive Board members may use a driver from TRATON SE's pool of drivers for private trips, too, to a reasonable extent. Executive Board members may also make use of a second and third company car with a fuel card against payment of a monthly lump sum. Executive Board members additionally receive typical fringe benefits such as an allowance towards health, nursing and pension insurance, accident insurance, the costs of the installation and private use of security measures and a regular manager's medical check-up.

Executive Board members who are at the same time members of the Executive Board of a foreign subsidiary of TRATON SE do not currently receive such fringe benefits from TRATON SE, but rather from the foreign subsidiary. However, TRATON SE reserves the right to also grant fringe

benefits to Executive Board members who are at the same time members of the Executive Board of a foreign subsidiary of TRATON SE in future.

Mr Gründler will in addition be reimbursed for the costs of accommodation at his place of work and be provided with a driver for trips between his place of residence and first place of work and TRATON SE will bear the tax payable on the non-cash benefit arising in respect of these trips. Dr Tostmann will in addition be reimbursed for the costs of accommodation at his place of work and of weekly trips home to visit his family up to 31 December 2021 as well as for relocation costs and real estate agency and moving costs up to a limited amount in each case. Mr Cortes will in addition receive an annual compensation payment to offset the greater tax burden in Germany.

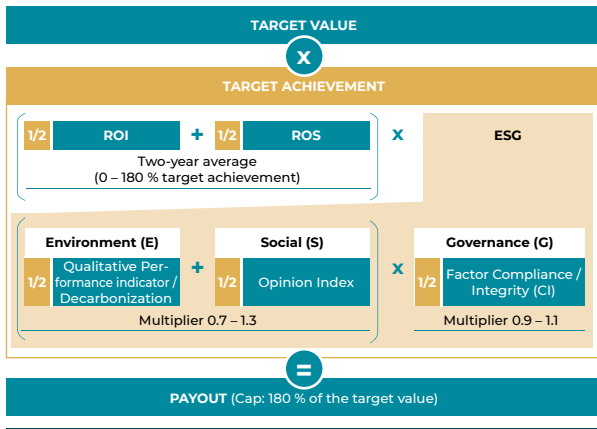
## 3. Variable remuneration components

In what follows, the variable remuneration components will be described in detail. It will be explained how the fulfilment of the performance criteria and the amounts disbursed as part of the variable remuneration are connected. It will also be explained in what form and when Executive Board members will have the granted variable remuneration amounts at their disposal.

### 3.1 Profit bonus

The profit bonus is a performance-based bonus with a two-year assessment period. Target achievement is assessed based, on the one hand, on the development of the financial performance targets of the average operating return on sales (**ROS**) and the average return on investment (**ROI**) (together the **Financial Subtargets**). On the other hand, the profit bonus depends on the development of the environment, social and governance targets that are taken into account through a multiplying factor (**ESG Factor**). The profit bonus depends on the target achievement in the financial year for which the profit bonus is granted (**Profit Bonus Year**) and in the preceding financial year.

## NEW FUNCTIONALITY OF THE BONUS



### 3.1.1 Financial Subtargets

The Financial Subtargets ROS and ROI carry a weighting of 50%, respectively.

- The key indicator ROS corresponds to the operating profit of the industrial business before tax and not taking into account adjustments, relative to the corresponding revenue.
- The key indicator ROI corresponds to the operating profit of the industrial business after tax (applicable tax rate of 30%) and not taking into account adjustments, relative to the corresponding average assets invested.

The values taken as a basis are the values shown in the Company's IFRS consolidated financial statement. For the purpose of determining the ROS and ROI, extraordinary developments can be adjusted for (e.g. as a result of sales or acquisitions).

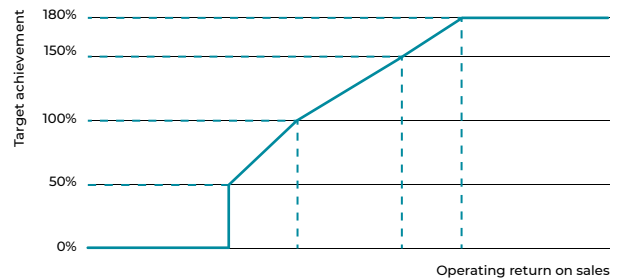
The Supervisory Board is entitled to adjust the weighting of the Financial Subtargets for future financial years at its reasonable discretion.

The Supervisory Board determines the following values for the Financial Subtargets for the Profit Bonus Year:

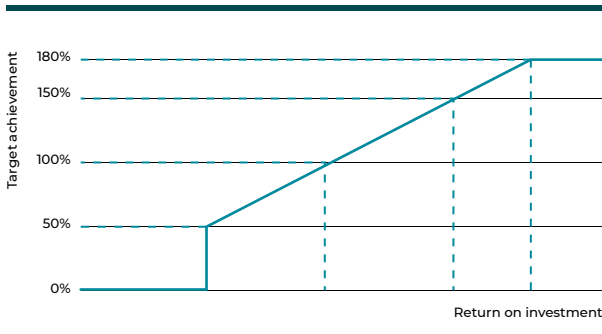
- a threshold value corresponding to a subtarget achievement level of 50%,
- a target value corresponding to a subtarget achievement level of 100% and
- a maximum value corresponding to a subtarget achievement level of 180%.

Values below the threshold correspond to a target achievement level of 0%. Linear interpolation is used to determine values between the threshold values and target values and between the target values and maximum values. Target achievement levels in excess of 180% will not increase the target achievement level to more than 180%.

### CALIBRATION OF OPERATING RETURN ON SALES (AVERAGE OVER 2 YEARS)



## CALIBRATION OF RETURN ON INVESTMENT (AVERAGE OVER 2 YEARS)



The overall financial target achievement level is calculated by adding the weighted target achievement levels of the economic performance targets ROI and ROS together according to the following formula:

Overall financial target achievement level

= subtarget achievement level of ROS x 50%  
+ subtarget achievement level of ROI x 50%

### 3.1.2 ESG Factor

The relevant subtargets for calculating the ESG Factor are the environment subtarget, the social subtarget and the governance factor (together the **ESG Subtargets**). In the 2021 financial year, the environment subtarget will consist in the development and implementation of a strategic key performance indicator for the environment subtarget to measure decarbonisation/CO<sub>2</sub> reduction throughout the Group. As from the 2022 financial year onwards, the environment subtarget will take into account the criterion of decarbonisation/CO<sub>2</sub> reduction. The social subtarget takes into account the criterion of the mood index and the governance factor takes into account the criteria of compliance & integrity (together the **ESG Criteria**). The Supervisory Board is entitled, at its reasonable discretion, to replace

individual ESG Subtargets or the determined ESG Criteria for future financial years if, in its view, other ESG Subtargets or ESG Criteria than those regulated in this section appear to be more suitable for reflecting developments in environment, social and governance issues and incentivising the members of the Executive Board accordingly.

The Supervisory Board determines the following for the environment and social subtargets for each financial year:

- a minimum value corresponding to a subtarget achievement level of 0.7,
- a target value corresponding to a subtarget achievement level of 1.0 and
- a maximum value corresponding to a subtarget achievement level of 1.3.

Linear interpolation is used to determine values between the minimum values and target values and between the target values and maximum values. The environment and social subtargets are each weighted at 50%. The Supervisory Board is entitled, at its reasonable discretion, to weight the ESG Subtargets and the ESG Criteria within an ESG Subtarget differently for future financial years.

After the end of the financial year, the Supervisory Board determines a governance factor between 0.9 and 1.1. In this regard, the Supervisory Board evaluates the collective performance of the Executive Board as a whole and the individual performance of the respective Executive Board members with regard to integrity and compliance during the financial year.

The ESG Factor is calculated by multiplying the sum of the weighted target achievement of the environment subtarget and the social subtarget by the governance factor according to the following formula:

ESG Factor

$$= [\text{achievement level of environment subtarget} \times 50\% + \text{achievement level of social subtarget} \times 50\%] \times \text{governance factor (0,9-1,1)}$$

### 3.1.3 Calculation of the disbursement amount

The target achievement level is determined after the end of the financial year using the following formula:

Profit bonus

$$= \text{individual target amount} \times \text{overall financial target achievement level} \times \text{ESG Factor.}$$

The Supervisory Board then checks whether the disbursement amount is to be reduced on account of conduct meeting penalty criteria (see section 3.3). The disbursement amount calculated in this way is due for payment in the month after the Company's consolidated financial statement is approved for the Profit Bonus Year. The amount disbursed in respect of the profit bonus is capped at 180% of the target amount.

### 3.1.4 Executive Board members who join/leave the Company during a financial year; extraordinary events or developments

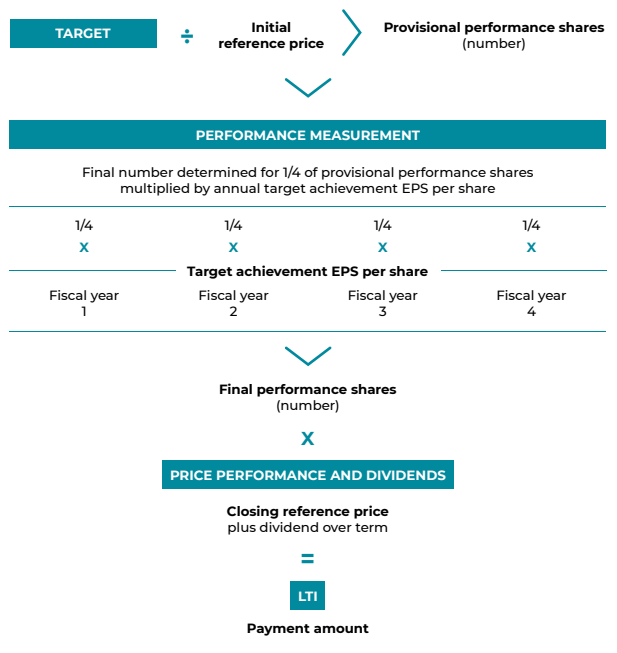
Should the service relationship or the bonus entitlement start or end during a Profit Bonus Year, the target amount will be reduced pro rata temporis. The same applies to periods during which the bonus recipient, in the Profit Bonus Year, has no claim for remuneration even though the service relationship still continues (e.g. if the service relationship is suspended or if the bonus recipient is unable to work but has no claim for continued payment of his remuneration).

Should any extraordinary events or developments occur, TRATON SE will be entitled to adjust the terms of the profit bonus properly and at its reasonable discretion. Extraordinary events or developments can be, for example, an acquisition or sale of a company or parts thereof by an undertaking of the TRATON GROUP, material changes in the shareholder structure of TRATON SE or high inflation.

### 3.2 Long-term incentive (LTI)

The LTI is granted in the form of a performance share plan with a four-year performance period. The relevant economic performance target is the EPS of TRATON SE as shown in the annual report as the audited, fully diluted earnings per TRATON share from continued and non-continued divisions.

## CALCULATION OF THE PAYMENT AMOUNT FROM THE PERFORMANCE SHARE PLAN



At the beginning of each financial year, the Executive Board members are allocated a tranche of performance shares of TRATON SE for the financial year; the performance shares function purely as an operand. The tranche starts on 1 January of the first financial year of the performance period (**Grant Year**) and ends on 31 December of the third financial year following the Grant Year. The number of performance shares to be conditionally allocated is calculated based on the relevant target amount agreed at the time of the allocation divided by the arithmetic mean of the closing prices of the TRATON SE share (securities identification number: TRATON) in the XETRA trading system of Deutsche Börse AG (or the trading system that replaces it) on the last 30 trading days prior to 1 January of the respective performance period.

The annual EPS target achievement depends on the audited, fully diluted earnings per TRATON share from continued and non-continued divisions of the Company (TRATON earnings per share, **TRATON EPS**). The average EPS target achievement over the performance period is based on the arithmetic mean of the annual EPS target achievement during the performance period. For the purpose of calculating the EPS target achievement level, the Supervisory Board determines the following at the beginning of the performance period:

- an EPS minimum value corresponding to a target achievement level of 50%,
- an EPS target value corresponding to a target achievement level of 100% and
- an EPS maximum value corresponding to a target achievement level of 150%.

Values below the EPS minimum value correspond to a target achievement level of 0%. Linear interpolation will be used to determine values between the EPS minimum value and the EPS target value and between the EPS target value and the EPS maximum value. Target achievement levels in excess of 150% will not increase the target achievement level to more than 150%.

The final number of performance shares is calculated at the end of the performance period by multiplying the performance shares conditionally allocated at the beginning of the performance period by the arithmetic mean of the annual EPS target achievement over the performance period. The disbursement amount is calculated first by multiplying the final number of performance shares by the total of

- the arithmetic mean of the closing prices on the last 30 trading days prior to the end of the performance period and
- the dividends paid out per share during the performance period; dividends will not accrue interest or be reinvested.

The Supervisory Board then checks whether the calculated amount is to be reduced on account of conduct meeting penalty criteria (see section 3.3). The disbursement amount calculated in this way is due for payment in the month after the Company's consolidated financial statement is approved for the last year of the performance period. The disbursement amount is capped at 200% of the target amount.

Should the service relationship or the entitlement to participate in the performance share plan start or end during the Grant Year, the target amount – and thus the number of performance shares allocated – will be reduced pro rata temporis. The same applies to periods during which the participant, in the Grant Year, has no claim for remuneration even though the service relationship still continues (e.g. if the service relationship is suspended or if the participant is unable to work but has no claim for continued payment of his remuneration). Should the service relationship end due to the permanent disability or death of the participant, all of the allocated performance shares for which the performance period has not yet ended will be paid out without undue delay.



All of the performance shares of an ongoing performance period will be forfeited and not replaced or compensated in the following cases ("bad leaver cases"):

- If the Executive Board member's service relationship ends prior to the end of the performance period on the grounds of dismissal by the Company for cause pursuant to section 626 German Civil Code as a result of fault on his part or on account of the revocation of his appointment as a member of the Executive Board because of a serious breach of duty.
- If the Executive Board member's service relationship ends prior to the end of the performance period as a result of his resignation or a voluntary termination of the service relationship by the Executive Board member or due to a termination agreement at his request, without the resignation, voluntary termination or termination agreement having been instigated by a breach of duty by the Company or health-related impairments of the Executive Board member or a close family member.
- If, prior to the end of the performance period, the Executive Board member violates the non-compete covenant which is in force during the service relationship or – where this has been agreed upon – a post-contractual non-compete covenant.

Should any extraordinary events or developments occur, TRATON SE will be entitled to adjust the terms of the performance share plan properly and at its reasonable discretion. Extraordinary events or developments can be, for example, an acquisition or sale of a company or parts thereof by an undertaking of the TRATON GROUP, material changes in the shareholder structure of TRATON SE or high inflation.

### 3.3 Penalty and clawback provision for the variable remuneration

In the event of relevant misconduct (**Conduct Meeting Penalty Criteria**) by the Executive Board member during the assessment period relevant for the variable remuneration – in the case of the profit bonus during the Profit Bonus Year and the preceding financial year and in the case of the performance share plan during the four-year performance period – the Supervisory Board may at its reasonable discretion reduce the disbursement amount by up to 100% (**Penalty**). Conduct Meeting Penalty Criteria may consist of individual misconduct or organisational misconduct. Should Conduct Meeting Penalty Criteria occur in a year which falls within the assessment period for several variable remuneration components, the Penalty can be set for each of these variable remuneration components, i.e. several variable remuneration components with assessment periods extending over more than one year may be subject to a Penalty based on the same Conduct Meeting Penalty Criteria.

In the event that Conduct Meeting Penalty Criteria becomes known or is discovered at a later date and this Conduct would have justified a 100% Penalty had it been known initially, the Company is entitled, at its reasonable discretion, to claw back the gross disbursement amount in full. For the performance share plan and the profit bonus, this applies to each assessment period in which the year of the Conduct Meeting Penalty Criteria falls. Clawback is excluded if more than three years have passed since payment of the variable remuneration component was made.

## 4. Other benefits

The Supervisory Board is entitled to additionally grant members of the Executive Board an appropriate special payment. To this end, the Supervisory Board will conclude an individual agreement with the Executive Board member for the upcoming financial year, in which the Supervisory Board lays down the performance criteria for the special payment. A prerequisite for such a special payment is

outstanding and exceptional performance on the part of the Executive Board member, so that the special payment is, in the opinion of the Supervisory Board, in the interest of the Company and will benefit the Company in future. After the end of the financial year in which the assessment period for the special payment ends, the Supervisory Board determines the amount of the special bonus to be granted depending on the target achievement level. The total earnings of the individual Executive Board members must, taking the special payment into account, be in due proportion to the Company's situation.

The Supervisory Board is also entitled to grant new members of the Executive Board benefits that are temporary or that have been agreed for the entire term of the service agreement. These benefits may for example be payments to compensate for forfeited variable remuneration at a former employer or other financial disadvantages as well as benefits in connection with relocation or a minimum remuneration guarantee. Dr Tostmann will receive a guaranteed minimum remuneration for the 2021 financial year.

## II. Maximum remuneration

The total remuneration of a financial year is capped (**Maximum Remuneration**). The total remuneration in this sense includes the Base Salary disbursed for the respective financial year, the service cost of the company pension for the respective financial year, the fringe benefits granted for the respective financial year, the profit bonus granted for the respective financial year and disbursed in the following year, the amount disbursed in the respective financial year under a performance share plan whose performance period ended immediately prior the respective financial year and any special payment granted for the respective financial year.

Should the Supervisory Board grant new members of the Executive Board benefits that are temporary or that have been agreed for the entire term of the service agreement

pursuant to section 1.4, these benefits will also be taken into account as part of the Maximum Remuneration for the financial year for which they are granted.

The Maximum Remuneration for the Chairman of the Executive Board is EUR 5,500,000 gross. The Maximum Remuneration for ordinary members of the Executive Board is in principle EUR 3,700,000 gross. Notwithstanding the above, the Maximum Remuneration of Mr Cortes is EUR 1,750,000 gross and the Maximum Remuneration of the member of the Board of Management who is at the same time the Chief Executive Officer of Scania AB and/or Scania CV AB is EUR 4,000,000 gross.

In the case of Executive Board members who are at the same time members of the Executive Board of a foreign subsidiary of TRATON SE, the Maximum Remuneration refers to the total remuneration from TRATON SE and the respective subsidiary together.

Should the remuneration exceed the Maximum Remuneration, the variable remuneration components will be reduced proportionally.

Irrespective of the Maximum Remuneration set, the amounts disbursed for the profit bonus and LTI are moreover capped at 180% and 200% of the relevant target amount respectively.

## III. Remuneration-related legal transactions

### 1. Term of remuneration-related legal transactions

#### 1.1 Term of service agreements

Executive Board members who are appointed for the first time are generally appointed for a period of three years. The term of office for members who are reappointed is generally five years.

## 1.2 Tie-in clause

If the appointment as a member of the Executive Board is revoked pursuant to section 84(3) German Stock Corporation Act, the service agreement will also come to an end. If the appointment is revoked on grounds that do not at the same time constitute cause within the meaning of section 626(1) German Civil Code, the service agreement will only end on the expiry of a notice period of 12 months to the end of a month as from the declaration of the revocation or on the expiry of the term of the service agreement, if this is earlier. The same will apply if the Executive Board member validly resigns from office and, in principle, in the event of termination by mutual agreement.

## 2. Compensation for loss of office

If the appointment is revoked or terminated by mutual consent without there being cause to do so within the meaning of section 626(1) German Civil Code, the Executive Board members will be entitled to a severance payment equal to the gross earnings for the remaining term of the service agreement, however not more than the amount equal to twice the gross annual income (severance cap).

The annual income relevant for calculating the severance amount is made up of the Base Salary for the previous year plus the variable remuneration components determined for the previous year. The previous year is the financial year preceding the year in which the appointment as a Executive Board member ends. Should the Company's Supervisory Board conclude, at its due discretion, that it is unreasonable to take the previous year into account, the prospective remuneration for the current financial year will be used as a basis instead. The severance payment will be reduced by the amount of contractual remuneration that the Company pays for the period from the termination of the appointment up to the end of the service agreement. It will be further reduced by any other income earned by the Executive Board member.

The severance payment will be paid in twelve equal monthly gross instalments as from the end of the service agreement. If the original remaining term of the service agreement as from the end of the appointment was less than 24 months, the number of instalments will be reduced accordingly. Any compensation for observing the post-contractual non-compete covenant possibly paid by the Company after the end of the service agreement will be set off against the monthly instalments. If the Executive Board member continues to be employed at the Company or another company of the Volkswagen Group within the scope of an employment / service relationship, he will not have any claim to a severance payment.

## IV. Taking account of employees' remuneration and employment conditions when determining the remuneration system

The Supervisory Board also takes the employment conditions of the employees into account when determining the remuneration system as well as the specific amount of the remuneration. To this end, the Supervisory Board has defined what constitutes the upper management (TRATON SE and MAN Truck & Bus, in each case employees in Germany) and has separated this from the Executive Board, on the one hand, and the workforce as a whole (TRATON SE and MAN Truck & Bus, in each case employees in Germany), on the other. In particular, the Supervisory Board assesses, as part of its regular review of the appropriateness of the Executive Board's remuneration, whether any changes in the relationship between the remuneration of the Executive Board, of the upper management and of the workforce as a whole mean that the Executive Board's remuneration must be adapted. In doing so, the Supervisory Board also takes into account how the remuneration of the groups described has changed over time.

## V. Procedures for determining, implementing and reviewing the remuneration system

The Supervisory Board will resolve a clear and understandable remuneration system for the Executive Board members. The Executive Committee is responsible for preparing the resolution of the Supervisory Board on the remuneration system and the regular review of the remuneration system. To this end, the Executive Committee will prepare a report and a proposed resolution. The Supervisory Board will review the remuneration system at its due discretion, but at least every four years. The Supervisory Board will in this regard carry out a market comparison and, in particular, take into account changes to the business environment, the overall economic situation and the Company's strategy, changes to and trends in national and international corporate governance standards as well as changes to the employees' remuneration and employment conditions pursuant to section B.IV. If need be, the Supervisory Board will bring in external remuneration experts and other consultants. The Supervisory Board will ensure that these external remuneration experts and consultants are independent of the Executive Board and of the undertaking and will take precautions to avoid conflicts of interest.

The Supervisory Board will submit the remuneration system resolved by it to the General Meeting for approval in the case of any material amendment, however at least every four years. Should the General Meeting not approve the system submitted to it, the Supervisory Board will submit a revised remuneration system to the General Meeting for approval at the latest at the next Annual General Meeting.

With the exception of the extension of the performance period of the performance share plan to four years, the remuneration system will apply to already appointed Executive Board members as from 1 January 2021.

The Supervisory Board and the Executive Committee will take appropriate measures to ensure that potential conflicts of interest of the Supervisory Board members involved in

the discussions and decisions on the remuneration system are avoided and, if necessary, resolved. Every Supervisory Board member is obliged to disclose conflicts of interest to the Chairman of the Supervisory Board. The Chairman of the Supervisory Board will disclose any conflicts of interest concerning him to his deputy. Decisions will be made on how to deal with an existing conflict of interest on a case by case basis. It could, in particular, be decided that the Supervisory Board member who has a conflict of interest is not to participate in a meeting or take part in individual discussions and decisions of the Supervisory Board or the staff committee.

The Supervisory Board may temporarily deviate from the remuneration system (procedures and regulations on the remuneration structure) and its individual components as well as from the conditions of individual remuneration components or introduce new remuneration components if this is necessary in the interest of the long-term well-being of TRATON SE. The Supervisory Board reserves the right to make such deviations in particular in exceptional circumstances, such as an economic or corporate crisis. In the event of an economic crisis, the Supervisory Board may deviate in particular from the plan conditions of the profit bonus and/or the performance share plan.

## **Annex to agenda item 7**

### **Remuneration system for the members of the Supervisory Board of TRATON SE**

#### **I. Remuneration components**

The remuneration of Supervisory Board members consists of fixed annual remuneration and the attendance fee.

The fixed annual remuneration is EUR 225,000 for the Chairman of the Supervisory Board, EUR 150,000 for the Deputy Chairman of the Supervisory Board and EUR 75,000 for every other member of the Supervisory Board. For their work in committees, Supervisory Board members receive additional fixed annual remuneration per committee, provided that the committee met at least once per year to perform its tasks. The fixed annual remuneration is EUR 80,000 for the Chairman of the committee, EUR 60,000 for the Deputy Chairman of the committee and EUR 40,000 for the other members of a committee. Memberships in the nomination committee and the mediation committee pursuant to section 27 (3) German Co-Determination Act, to the extent that such a mediation committee is introduced in future, are not taken into account. If a member of the Supervisory Board sits on several committees, only the two functions in the committees with the highest fixed annual remuneration will be remunerated. This means that the remuneration of the members of the Supervisory Board is also in line with recommendation G.17 of the German Corporate Governance Code according to which appropriate account is to be taken of the larger time commitment of the Chairman and the Deputy Chairman of the Supervisory Board as well as of the Chairman and the members of committees.

The relevant member of the Supervisory Board receives an attendance fee of EUR 1,000 for attending a meeting of the Supervisory Board or a committee. If there are several meetings on one day, the attendance fee is only paid once.

The fixed annual remuneration becomes payable after the end of the General Meeting accepting or deciding on the adoption of the consolidated financial statement for the financial year for which the remuneration is paid. The fixed annual remuneration is reduced pro rata if a member does not sit on the Supervisory Board or the committee for the entire financial year or does not hold the office of Chairman or Deputy Chairman of the Supervisory Board or of a committee for the entire financial year. TRATON SE reimburses any VAT payable on the remuneration and expenses of the members of the Supervisory Board.

TRATON SE also ensures that third-party liability insurance with a deductible is taken out for the benefit of the members of the Supervisory Board.

#### **II. Contribution of the remuneration of the members of the Supervisory Board to the promotion of the business strategy and the long-term development of TRATON SE**

The remuneration of the members of the Supervisory Board takes into account, both in terms of structure and amount, the requirements of the office of a member of the Supervisory Board of TRATON SE, in particular the time involved as well as the responsibility associated with it. The remuneration is in line with the market and the amount – also in comparison to the remuneration of the members of the supervisory boards of other listed companies of comparable size in Germany – is commensurate with the tasks of the members of the Supervisory Board and the situation of TRATON SE. The remuneration makes it possible to recruit suitable and qualified candidates for the office of Supervisory Board member. As such, the remuneration of the members of the Supervisory Board contributes to the Supervisory Board as a whole being able to properly and competently perform its tasks of monitoring and advising the Executive Board. Limiting the remuneration to a fixed remuneration also takes these tasks of the Supervisory Board into account. The limitation gives the Supervisory

Board members – when performing their monitoring and advising tasks – an incentive to reasonably examine the management by the Executive Board without basing this primarily on the development of key operational indicators. Together with the Executive Board, the Supervisory Board thereby promotes the business strategy as well as the long-term development of TRATON SE. Paying only a fixed remuneration is moreover in line with suggestion G.18, sentence 1 of the German Corporate Governance Code.

### **III. Procedures for determining, implementing and reviewing the remuneration system**

The General Meeting determines the remuneration of the members of the Supervisory Board on a recommendation of the Executive Board and Supervisory Board in the articles of association or by resolution. At present, the remuneration has been laid down in the articles of association.

The General Meeting must resolve on the remuneration of the members of the Supervisory Board at least every four years. In this regard, a resolution that confirms the existing remuneration is also permissible. In preparation for the resolution of the General Meeting, the Executive Board and the Supervisory Board each review whether the remuneration, in particular in terms of amount and structure, continues to be in the interest of TRATON SE and is commensurate with the tasks of the members of the Supervisory Board and the situation of TRATON SE. To this end, the Supervisory Board may also carry out a horizontal market comparison. In doing so, the Supervisory Board may seek advice from an external remuneration expert. If necessary, the Executive Board and the Supervisory Board will propose an appropriate adjustment of the remuneration to the General Meeting. The Executive Committee prepares the meetings and resolutions of the Supervisory Board; this also applies in principle to the remuneration of the members of the Supervisory Board, including the remuneration system.

The preparation and submission of proposed resolutions on the remuneration of Supervisory Board members is the responsibility of the Executive Board and the Supervisory Board in accordance with the statutory delineation of responsibilities. This means that each of the bodies monitors the other.

## III. Further information

### Further information

#### Company's website and documents and information available there as well as publications in other media

This invitation to the Annual General Meeting, the documents to be made available to the Annual General Meeting, together with the information required pursuant to section 124a AktG, shareholder motions, and detailed explanations of the rights of the shareholders in accordance with Article 56 sentences 2 and 3 of the SE Regulation, section 50 (2) of the German SE Implementation Act (*SE-Ausführungsgesetz* – **SEAG**), and section 122 (2) AktG, sections 126 (1) and 127 AktG in conjunction with section 1 (2) sentence 3 COVID-19 Act, section 131 (1) AktG and section 1 (2) sentence 1 no. 3 in conjunction with sentence 2 COVID-19 Act will be accessible on the Company's website at [www.traton.com/agm](http://www.traton.com/agm) following convening of the Annual General Meeting. The voting results will be posted at the same Internet address after the Annual General Meeting.

The convening of the Annual General Meeting is published in the German Federal Gazette (*Bundesanzeiger*) of 19 May 2021, and was passed on for publication to media that can be expected to disseminate the information throughout the entire European Union.

The data protection information required in accordance with the General Data Protection Regulation is provided in the Annex to this convening notice.

#### Total number of shares and voting rights at the time of convening of the Annual General Meeting

At the time of convening of the Annual General Meeting, the Company's registered share capital amounts to EUR 500,000,000 and is divided into 500,000,000 no-par value bearer shares. Each no-par value share carries one vote. The Company has no treasury shares. Thus, at the time of

convening of the Annual General Meeting, the total number of shares and voting rights each amounts to 500,000,000.

#### Conducting the Annual General Meeting as a virtual general meeting without physical presence of the shareholders and their authorized representatives, audio and video broadcast

In view of the ongoing COVID-19 pandemic, the Annual General Meeting on 30 June 2021 will be held on the basis of the COVID-19 Act as a virtual General Meeting without the physical presence of shareholders and their authorized representatives, with the possibility of following the virtual General Meeting and exercising voting rights by means of electronic connection (**Connection**). Participation within the meaning of section 118(1) sentence 2 AktG is not provided for.

Shareholders and their authorized representatives (with exception of the Company's proxies) can therefore not physically participate in the Annual General Meeting. However, duly registered shareholders can follow the entire Annual General Meeting on 30 June 2021 from 10:00 a.m. (CEST) in full live by video and audio transmission at the Internet address [www.traton.com/agm](http://www.traton.com/agm) via the Shareholder Portal. The voting rights of duly registered shareholders or their authorized representatives shall be exercised exclusively by absentee voting or by issuing authorization and voting instructions to the proxies appointed by the Company. Duly registered shareholders or their authorized representatives are granted the right to ask questions by means of electronic communication. Finally, duly registered shareholders or their authorized representatives who have exercised their voting rights may lodge their objection to one or more resolutions of the Annual General Meeting to the notary's minutes via electronic communication.

Instead of the conventional admission ticket, duly registered shareholders will be sent an access card. Among other things, the access card contains the individual access data

enabling the shareholders to use the password-protected Shareholder Portal accessible at the Internet address [www.traton.com/agm](http://www.traton.com/agm).

The opening by the chairman of the meeting as well as the speech of the Executive Board can also be followed live on the Internet at [www.traton.com/agm](http://www.traton.com/agm) by other interested parties. A recording of the opening by the chairman of the meeting as well as the speech of the Executive Board, but not of the entire Annual General Meeting, is available at the same Internet address after the Annual General Meeting.

### **Password protected Shareholder Portal**

The Company has established a password-protected Shareholder Portal at [www.traton.com/agm](http://www.traton.com/agm) which will be accessible from 9 June 2021. Via the Shareholder Portal, duly registered shareholders (and their authorized representatives, if applicable) can, among other things, follow the Annual General Meeting in audio and video, exercise their voting rights by absentee voting or by issuing authorization and voting instructions to the proxies of the Company, grant authorizations, submit questions and lodge objections to the notary's minutes. To be able to use the Shareholder Portal, you must log in with the individual access data that you receive with your access card.

Shareholders will receive further details regarding the Shareholder Portal and the registration and usage conditions with their access card or on the Internet at [www.traton.com/agm](http://www.traton.com/agm). Please also note the technical information at the end of this invitation notice.

### **Requirements for connecting to the Annual General Meeting and exercising shareholder rights, in particular voting rights**

Those shareholders who have registered with the Company by the end of 23 June 2021 (24:00 hours CEST) at the latest and provided the Company with evidence of their shareholding (**Duly Registered Shareholders**) can exercise their

rights, in particular their voting rights, and follow the entire Annual General Meeting via the Shareholder Portal.

Proof of shareholding, which is generally issued by the custodian credit institution (last intermediary), must indicate that shares were in possession by the beginning (0:00 hours CEST) of 9 June 2021 (record date). Proof of shareholding in accordance with section 67c (3) AktG shall be sufficient in any case. The only persons who will be treated as shareholders in relation to the Company and may therefore connect to the Annual General Meeting and exercise shareholder rights, particularly the voting right, are those persons who have provided the proof of shareholding in time. This means that shareholders who have acquired their shares after the record date cannot attend the Annual General Meeting or exercise their shareholder rights, in particular their voting rights. The record date does not affect the disposability of shares. The Company still allows shareholders who dispose their shares after the record date to access the Annual General Meeting and to exercise shareholder rights, in particular the voting rights, provided that they have registered and presented proof of shareholding by the deadline.

It is noted that in the notifications pursuant to section 125 AktG, which are to be prepared in form and content in accordance with the requirements of the Implementing Regulation (EU) 2018/1212, a Record Date (*Aufzeichnungsdatum*) is to be indicated in field C.5. of Table 3 of the Implementing Regulation (EU) 2018/1212. This Record Date (in the present case: 8 June 2021) is not identical with the Record Date (*Nachweisstichtag*) to be designated pursuant to section 123(4) AktG (in the present case: 9 June 2021 (0:00 hours (CEST))). The Company follows here a recommendation of the Implementation Guide for the German Market of the Association of German Banks on the Shareholder Rights Directive II/ARUG II.

Registration and proof of shareholding must be made in text form (as defined by section 126b of the German Civil Code (*Bürgerliches Gesetzbuch – BGB*)) and must be received by the Company in good time. Both registration



and proof of shareholding must have been received by the following address by the end (24:00 hours CEST) of 23 June 2021:

TRATON SE  
c/o Computershare Deutschland GmbH & Co. KG  
Computershare Operations Center  
80249 Munich, Germany  
Email: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

Upon receipt of proof of their shareholding and registration with the Company at the above address, shareholders will be sent access cards for exercising their rights in relation to the Annual General Meeting, including individual access data for the Shareholder Portal for the purpose of connecting to the Annual General Meeting and exercising the voting right. In order to ensure that the access cards are received in time, shareholders are asked to contact their custodian credit institution and request their access card as early as possible. In such cases, registration and proof of shareholding will be sent to the Company by the respective custodian credit institution. Shareholders who have requested an access card from their custodian credit institution in good time do not need to take any further steps.

### **Exercising voting rights by (electronic) absentee voting**

Duly Registered Shareholders may cast their votes in text form or by means of electronic communication (absentee voting).

Before the Annual General Meeting, the absentee voting form sent with the access card can be used for this purpose. The relevant form can be requested by post from TRATON SE, c/o Computershare Deutschland GmbH & Co. KG, Computershare Operations Center, 80249 Munich, or via email to [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de) and is also available for download on the Company's website at [www.traton.com/agm](http://www.traton.com/agm).

For organizational reasons, the casting of votes in advance of the Annual General Meeting by means of the absentee voting form must be received by the Company by 29 June 2021 (24:00 hours CEST) (date of receipt). The casting of votes by means of the absentee voting form shall be sent exclusively to the following address:

TRATON SE  
c/o Computershare Deutschland GmbH & Co. KG  
Computershare Operations Center  
80249 Munich, Germany

Votes cast by absentee voting that cannot be assigned to a proper registration without any doubt will not be considered.

Before and during the Annual General Meeting, the password-protected Shareholder Portal of the Company, which can be accessed at Internet address [www.traton.com/agm](http://www.traton.com/agm), will also be available for exercising voting rights by means of electronic absentee voting. Electronic absentee voting via the Shareholder Portal will be possible from 9 June 2021 until the commencement of voting on the day of the Annual General Meeting. Via the Shareholder Portal, you can also change or revoke any votes previously cast by means of absentee voting during the Annual General Meeting until the commencement of votings. This also applies to votes cast using the absentee voting form.

If, in respect of the same shareholding, the Company receives several votes by absentee voting or if it receives several votes in different ways of transmission, then the absentee voting most recently received in due form is considered as binding. If differing declarations are received through different ways of transmission and it cannot be determined which of them was issued most recently, such declarations will be taken into consideration in the following order: 1. via the Shareholder Portal and 2. in paper format. If votes cast by way of absentee voting are not cast in due form, the votes cast by absentee voting will be invalid.

Duly Registered Shareholders will receive further instructions on absentee voting together with their access card. Corresponding information and a more detailed description of electronic absentee voting via the Shareholder Portal can also be viewed on the Internet at [www.traton.com/agm](http://www.traton.com/agm).

### **Exercising voting rights by issuing authorization and voting instructions to the proxies of the Company**

We offer our shareholders as a service the possibility of issuing authorization to the proxies appointed by the Company and bound by the shareholder's instructions to exercise their voting rights in the Annual General Meeting. Also, in this case, registration and proof of shareholding in good time are required. Insofar as proxies appointed by the Company are authorized to exercise the voting rights, they must in any case be given instructions on the individual agenda items for the exercise of voting rights. The Company's proxies are obliged to vote according to these voting instructions. The Company's proxies will not exercise the voting right without having received such explicit instructions.

The issuing of authorization, the issuing of voting instructions and any amendments of such as well as the revocation of the authorization to the Company's proxies must be effected in text form (section 126b BGB); they may be made by the following methods only:

Prior to the Annual General Meeting, an authorization with voting instructions to the Company's proxies can be issued by means of the authorization and voting instructions form received by shareholders together with their access card for the Annual General Meeting. The relevant form can be requested by post from TRATON SE, c/o Computershare Deutschland GmbH & Co. KG, Computershare Operations Center, 80249 Munich, Germany, or via email to [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de) and is also available for download on the Company's website at [www.traton.com/agm](http://www.traton.com/agm).

For organizational reasons, issuing authorization and voting instructions to the Company's proxies in advance of the Annual General Meeting by means of the authorization and instruction form must be received by the Company by 29 June 2021 (24:00 hours CEST) (date of receipt). The authorization and instructions issued to the proxies appointed by the Company by means of the authorization and instruction form shall be sent exclusively to the following address:

TRATON SE  
c/o Computershare Deutschland GmbH & Co. KG  
Computershare Operations Center  
80249 Munich, Germany

Authorization and instructions to the proxies appointed by the Company can also be issued, changed, or revoked electronically via the Shareholder Portal of the Company until the commencement of voting on the day of the Annual General Meeting. Shareholders can obtain further details on the Company's Shareholder Portal on the Internet at [www.traton.com/agm](http://www.traton.com/agm).

If, in respect of the same shareholding, the Company's proxies receive several authorizations and instructions or if they receive them in different ways of transmission, then the authorization most recently received in due form is considered as binding with its relevant instructions. If differing declarations are received through different ways of transmission and it cannot be determined which of them was issued most recently, such declarations will be taken into consideration in the following order: 1. via the Shareholder Portal and 2. in paper format. If authorizations are not issued in due form, the Company's proxies will not represent the votes in the Annual General Meeting. If, in respect of the same shareholding, the Company has received absentee voting in addition to an authorization and instructions having been issued to the Company's proxies, the absentee voting will always be considered to have priority; accordingly, the Company's proxies will not

make use of the authorization issued to them in this regard and will not represent the relevant shares.

Duly Registered Shareholders will receive further instructions on issuing authorization and instructions to the proxies appointed by the Company together with their access card. Corresponding information may also be viewed on the Internet at [www.traton.com/aggm](http://www.traton.com/aggm).

### **Authorization of third parties to exercise voting and other rights**

Shareholders can have their voting rights and other rights exercised by an authorized representative, for example by intermediaries, a shareholders' association, a proxy advisor or any other authorized third party, after granting the appropriate authorization. Also in these cases, each shareholder is required to register in good time and furnish proof of shareholding as of the record date. Authorized third parties may in turn exercise the voting right by absentee voting or by issuing authorization and instructions to the proxies of the Company (see above). Should the shareholder grant authorization to more than one person, the Company may refuse one or more of these pursuant to section 134 (3) sentence 2 AktG.

Granting, amendment and revocation of authorization, and proof of such authorization to the Company must be made in text form (as defined by section 126b BGB) unless authority is conferred under section 135 AktG.

Distinctions generally need to be observed when authorizing persons to exercise voting rights under section 135 AktG (authorization granted to intermediaries, proxy advisors, shareholders' associations or other professional agents). Shareholders intending to grant an authorization for the exercise of voting rights in accordance with section 135 AktG are asked to obtain information on any distinctions in conferment of authority from the party to be authorized in the respective case and to coordinate with such party.

The authorization may be granted by declaration to the authorized representative or to the Company. If the authorization is granted by declaration to the Company, separate proof of authorization to the Company is not required. If, on the other hand, the authorization is granted by declaration to the authorized representative, proof of the authorization (e.g. the original or a copy of the authorization) must be provided to the Company, unless otherwise stated in section 135 AktG. The authorization vis-à-vis the Company or proof of authorization issued to the Company must be sent to the Company at the following address:

TRATON SE  
c/o Computershare Deutschland GmbH & Co. KG  
Computershare Operations Center  
80249 Munich, Germany  
Email: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

The amendment or revocation of an authorization that has been granted may be also declared directly to the Company using the aforementioned transmission channels.

If the granting or proof of an authorization or its amendment or revocation by means of a declaration to the Company is made by post, for organizational reasons it must be received by the Company by 29 June 2021, 24:00 hours (CEST) (date of receipt). Transmission to the Company by email is also still possible until the commencement of voting on the day of the Annual General Meeting.

Shareholders wishing to appoint an authorized representative are requested to use the form of authorization provided by the Company for granting such authorization. It will be sent to Duly Registered Shareholders together with the access card and can be requested by post from TRATON SE, c/o Computershare Deutschland GmbH & Co. KG, Computershare Operations Center, 80249 Munich, Germany, or by email to [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de). In addition to this, an authorization form can also be downloaded from the Company's website at [www.traton.com/aggm](http://www.traton.com/aggm).

In addition to the above-mentioned methods of transmission, authorization can also be granted, amended or revoked electronically via the password-protected Shareholder Portal of the Company until the commencement of voting on the day of the Annual General Meeting. Shareholders can obtain further details on the Company's Shareholder Portal on the Internet at [www.traton.com/agm](http://www.traton.com/agm).

The exercise of rights by an authorized representative and the connection via the Shareholder Portal requires that the authorized representative receives the individual access data sent with the access card from the person granting the authorization. Proof of authorization to the Company is required in this case as well. Proof of authorization must be submitted to the Company in the manner described above.

Credit institutions, shareholders' associations, proxy advisors, and other intermediaries or equivalent persons pursuant to section 135 AktG who represent a majority of shareholders are recommended to contact the above mentioned address in advance of the Annual General Meeting with regard to exercising the voting rights.

Duly Registered Shareholders will receive further instructions on granting authorization to third parties together with their access card. Corresponding information and a more detailed description of how to grant authorization to third parties via the Shareholder Portal can also be viewed on the Internet at [www.traton.com/agm](http://www.traton.com/agm).

**Motions to extend the agenda at the request of a minority in accordance with Article 56 sentences 2 and 3 of the SE Regulation, section 50 (2) SEAG, and section 122 (2) AktG**

Shareholders whose shares separately or collectively amount to one twentieth (5%) of the share capital or separately or collectively amount to a notional interest of EUR 500,000 (this corresponds to 500,000 shares) may request that items be placed on the agenda and be announced. Each new item

must be accompanied by a statement of reasons or a resolution proposal. Requests to extend the agenda must be addressed in writing to the Executive Board and received by the Company at least 30 days before the Annual General Meeting – not including the day of receipt and the day of the Annual General Meeting itself – by the end (24:00 hours CEST) of 30 May 2021, at the latest. Any requests to add items to the agenda which are received after this date will not be taken into account. Shareholders are asked to send any corresponding extension requests to the following address:

TRATON SE  
Executive Board  
Annual General Meeting/T-FL  
Dachauer Straße 641  
80995 Munich, Germany

Requests to add items to the agenda that have to be announced will be published in the German Federal Gazette (*Bundesanzeiger*) without delay after they are received – unless they are published with the notice of the meeting – and passed on for publication to media that can be expected to disseminate the information throughout the entire European Union. They will also be published on the website at [www.traton.com/agm](http://www.traton.com/agm) and communicated to shareholders.

**Countermotions and election proposals in accordance with sections 126 (1), 127 AktG, section 1 (2) sentence 3 COVID-19 Act**

Shareholders may also propose countermotions to proposals by the Executive Board and/or Supervisory Board for specific items on the agenda to the Company as well as submit proposals for the election of the auditor (agenda item 5). Countermotions must be accompanied by a statement of reasons, whereas election proposals do not require a statement of reasons. In each case, countermotions to the agenda and election proposals by shareholders for the Annual General Meeting are to be sent exclusively to the following address:

TRATON SE  
Executive Board  
Annual General Meeting/T-FL  
Dachauer Straße 641  
80995 Munich, Germany  
Email: hv-antrag.traton@traton.com

Countermotions and/or election proposals otherwise addressed will not be considered.

The countermotions and election proposals of shareholders that must be received by the Company at the aforementioned address at least 14 days before the Annual General Meeting - not including the day of receipt and the day of the Annual General Meeting itself - i.e., by the end (24:00 hours CEST) of 15 June 2021, at the latest, will be published without delay on the website at [www.traton.com/agm](http://www.traton.com/agm) together with the name of the shareholder and, particularly in the case of countermotions, the statement of reasons as well as any comment by the management (sections 126 (1) sentence 3 and 127 sentence 1 AktG).

The Company may refrain from disclosing a countermotion and its reason or an election proposal if circumstances for exclusion pursuant to section 126 (2) AktG apply. The circumstances for exclusion are presented on the Company website at [www.traton.com/agm](http://www.traton.com/agm). Election proposals will also only be published if they include the candidate's name, occupation held, and place of residence and, in the case of proposals for the election to the Supervisory Board, additional information on their membership of other statutory supervisory bodies.

Motions or election proposals of shareholders which are to be made available pursuant to section 126 or section 127 AktG shall be deemed to have been submitted at the general meeting if the shareholder submitting the motion or the election proposal is duly authorized and registered for the Annual General Meeting (section 1 (2) sentence 3 COVID-19 Act). This also applies to counter-motions to agenda items that have been added to the agenda at the request of a minority of

shareholders in accordance with section 122 (2) AktG on the basis of admissible extension requests to the agenda that were submitted in good time.

### **Right to ask questions by means of electronic communication pursuant to section 1 (2) sentence 1 no. 3, sentence 2 COVID-19 Act**

Duly Registered Shareholders shall be granted a right to ask questions at the virtual general meeting by means of electronic communication in accordance with section 1 (2) sentence 1 no. 3, sentence 2 COVID-19 Act. The Executive Board may stipulate that questions must be submitted at least one day before the Annual General Meeting. The Executive Board of TRATON SE has made use of this option with the approval of the Supervisory Board. Pursuant to section 1 (2) sentence 2 COVID-19 Act, the Executive Board shall decide at its due and free discretion how to answer questions.

Duly Registered Shareholders can submit questions via the Company's Shareholder Portal accessible at [www.traton.com/agm](http://www.traton.com/agm) by no later than one day prior to the Annual General Meeting, i.e. by the end of 28 June 2021, 24:00 hours (CEST). It is not possible to submit questions by other means. Questions can no longer be submitted after expiry of the aforementioned deadline.

### **Lodging objections to the minutes**

Duly Registered Shareholders who have exercised their voting right by way of electronic communication or by granting authorization may, from the beginning of the Annual General Meeting until its closing by the chairman of the meeting, electronically lodge their objections to any resolutions of the Annual General Meeting to the notary's minutes via the Company's Shareholder Portal, accessible at [www.traton.com/agm](http://www.traton.com/agm).

## **Technical instructions for the virtual General Meeting**

To follow the virtual General Meeting and to use the Shareholder Portal and exercise shareholder rights, you need an Internet connection as well as an Internet-capable device with a current browser version suitable for video and audio transmission. In order to be able to render the video and audio broadcast of the Annual General Meeting optimally, a stable Internet connection with a sufficient transmission speed is recommended.

To access the Company's password-protected Shareholder Portal, you need your individual access data, which you will receive together with your access card.

In order to avoid the risk of restrictions in the exercise of shareholder rights due to technical problems during the virtual General Meeting, it is recommended that shareholder rights (in particular voting rights) be exercised before the commencement of the Annual General Meeting where ever possible.

Shareholders will receive further details regarding the Shareholder Portal and the registration and usage conditions with the access card or on the Internet at [www.traton.com/agm](http://www.traton.com/agm).

## **Information on availability of video and audio broadcast**

Duly Registered Shareholders can follow the virtual general meeting on 30 June 2021 in full live in audio and video from 10:00 a.m. (CEST) via the Shareholder Portal. The video and audio broadcast of the virtual general meeting and the availability of the Shareholder Portal may be subject to fluctuations in accordance with the current state of the art due to restrictions on the availability of the telecommunications network and limitations on third-party Internet services, on which the Company has no influence. The Company can therefore not assume any guarantees or liability for the functionality and constant availability of the

Internet services used, the third-party network elements used, the video and audio broadcast or access to the Shareholder Portal and its general availability. The Company also does not assume any responsibility for errors and defects in the hardware and software used for the online service, including those of the service providers used, unless caused intentionally. For this reason, the Company recommends that the above-mentioned options for exercising rights, in particular voting rights, be exercised at an early stage. The chairman of the meeting must reserve the right to interrupt or completely discontinue the virtual general meeting if this is mandatorily required for data protection or security considerations.

Munich, Germany, May 2021

## **TRATON SE** ***The Executive Board***

## IV. Data protection

### **Annex - Data protection information for shareholders and their authorized representatives**

When registering for the virtual general meeting, granting an authorization, exercising shareholder rights, using the Shareholder Portal and connecting to the virtual General Meeting, TRATON SE, Dachauer Str. 641, 80995 Munich, Germany, as the controller within the meaning of Article 4 No. 7 of the General Data Protection Regulation (GDPR), processes shareholders' personal data (e.g. surname and first name, address, email address, number of shares, class of shares, type of ownership of the shares and individual access data for the Shareholder Portal) and, if applicable, personal data of their authorized representatives in order to enable shareholders or their authorized representatives to connect to and exercise their rights in connection with the virtual general meeting. The processing of the personal data is necessary for the connection to the virtual general meeting of TRATON SE. As a rule, TRATON SE receives the shareholders' personal data either from the shareholders themselves or, via the registration office (Anmeldestelle) from the credit institution that the shareholders have commissioned to hold their shares for safekeeping (so-called custodian bank). TRATON SE receives the personal data of authorized representatives from the shareholder, who granted authorization, and from the authorized representatives themselves, insofar as their conduct during the virtual general meeting or their use of the Shareholder Portal is concerned.

The service providers commissioned by TRATON SE to organize the virtual general meeting process the shareholders' and their authorized representatives' personal data only on instructions from TRATON SE and to the extent that this is required in order for the commissioned services to be rendered. Data processing agreements have been concluded with these service providers in accordance with Article 28 GDPR. All TRATON SE employees and any employees of the commissioned service providers that have access to and/or process the shareholders' and their authorized representatives' personal data are obliged to treat said data as confidential.

TRATON SE will erase the shareholders' and their authorized representatives' personal data in compliance with statutory provisions, especially if the personal data in question is no longer required for the purpose for which it was originally collected or processed, if it is no longer required in connection with any administrative or court proceedings, and if no statutory retention obligations apply.

Subject to statutory requirements, the shareholders and their authorized representatives as data subjects have a right to access their personal data that is processed, to request the rectification or erasure of their personal data or to restrict its processing as well as to request that data be transmitted to themselves or to a third party designated by them. The data subjects shall also have the right to lodge a complaint with the supervisory authorities. If personal data is processed on the basis of Article 6 (1) sentence 1 lit. f) GDPR, the data subjects also have a right to object to the processing of their data. To exercise these rights, the data subjects may in particular use the contact form in the data protection information on the Company's website at [www.traton.com/en/data-protection.html](http://www.traton.com/en/data-protection.html).

Further information on the processing of your personal data in connection with the virtual general meeting and on your rights under the GDPR can be accessed at any time on the Company's website at [www.traton.com/agm](http://www.traton.com/agm) or be requested from the following address: TRATON SE, Dachauer Str. 641, 80995 Munich, Germany.

If shareholders and their authorized representatives have general comments or questions about the processing of personal data, they can contact the data protection officer of TRATON SE at: TRATON SE - Datenschutzbeauftragter, Dachauer Str. 641, 80995 Munich, Germany, or via the contact form in the data protection information on the Company's website at [www.traton.com/de/datenschutz.html](http://www.traton.com/de/datenschutz.html).

**Information in accordance with section 125 (1) of the German Stock Corporation Act (Aktengesetz – AktG) in conjunction with Article 125 (5) of the AktG, Article 4(1), and Table 3 of the Annex to the Commission Implementing Regulation (EU) 2018/121 (EU-IR)**

**Section Type of information Description**

**A. Specification of the message**

A1	Unique identifier of the event	Convening of the Annual General Meeting of TRATON SE on June 30, 2021 (Information acc. to EU-IR: 9a9e24c8f5a8eb11811f005056888925)
A2	Type of message	Convening of the Annual General Meeting (Information acc. to EU-IR: NEWM)

**B. Specification of the issuer**

B1	ISIN	DE000TRATON7
B2	Name of issuer	TRATON SE

**C. Specification of the meeting**

C1	Date of the General Meeting	June 30, 2021 (Information acc. to EU-IR: 20210630)
C2	Time of the General Meeting	10:00 hours (CEST) (Information acc. to EU-IR: 08:00 hours UTC (Coordinated Universal Time))
C3	Type of General Meeting	Virtual Annual General Meeting taking place without the physical presence of shareholders or their authorized representatives (Information acc. to EU-IR: GMET)
C4	Location of the General Meeting	The location of the General Meeting within the meaning of the AktG is the Bus Forum, Dachauer Straße 568, 80995 Munich, Germany  It is not possible to physically attend the Meeting on site  URL to the Company's Shareholder Portal to follow the Annual General Meeting in audio and video and to exercise shareholder rights: <a href="http://www.traton.com/agm">www.traton.com/agm</a>
C5	Record Date	Record date within the meaning of section 123 (4) of the AktG and Article 18 (3) of the Articles of Association of TRATON SE is June 9, 2021 (0:00 hours CEST) (Information acc. to EU-IR: 20210608)
C6	Uniform Resource Locator (URL)	<a href="http://www.traton.com/agm">www.traton.com/agm</a>



**TRATON SE**

Dachauer Straße 641

80995 Munich

Germany

**[www.traton.com/agm](http://www.traton.com/agm)**

**TRATON**

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