

TRATON

INVITATION

ANNUAL GENERAL MEETING
2023



NAVISTAR



Invitation to the Annual General Meeting of TRATON SE at 10 a.m. (CEST) on Thursday, June 1, 2023

Convenience translation

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

TRATON SE
Munich

International Securities Identification Number (ISIN): DE000TRAT0N7

German Securities Identification Number (WKN): TRATON

Invitation to the Annual General Meeting

Dear Shareholders,

We hereby invite you to the Annual General Meeting of TRATON SE, which will take place at 10 a.m. (CEST) on Thursday, June 1, 2023, at the ICM — International Congress Center Messe München, Am Messesee 6, 81829 Munich, Germany.

I. Agenda

Agenda

and resolutions proposed for the Annual General Meeting of TRATON SE on Thursday, June 1, 2023:

1. Presentation of the adopted annual financial statements of TRATON SE and the approved consolidated financial statements for the year ending December 31, 2022, in addition to the combined management report of TRATON SE and the TRATON GROUP for the 2022 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 and 315a of the *Handelsgesetzbuch** (HGB — German Commercial Code), the report in accordance with section 289 (4) of the HGB, and the statement on corporate governance pursuant to sections 289f and 315d of the HGB. The documents are available online at www.traton.com/agm. In addition, these documents will also be available there during the Annual General Meeting and will be presented and 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 consolidated financial statements, prepared by the Executive Board, in accordance with statutory provisions on February 23, 2023.

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

2. Appropriation of distributable profit

The Executive Board and the Supervisory Board propose to use TRATON SE's distributable profit in the amount of €365,768,100.65 for the completed fiscal year 2022 as follows:

a) Distribution of a dividend of €0.70 for each no-par value share entitled to a dividend:	€ 350,000,000.00
b) Transfer to retained earnings:	€ 0.00
c) Profit carried forward:	€ 15,768,100.65

Should the Company hold treasury shares at the time of the Annual General Meeting that are not entitled to a dividend pursuant to section 71b of the *Aktiengesetz* (AktG — German Stock Corporation Act), it is proposed to the Annual General Meeting that the portion of the distributable profit attributable to no-par value shares not entitled to a dividend be carried forward to new account, with the dividend per no-par value share entitled to a dividend at €0.70.

Pursuant to section 58 (4) sentence 2 of the AktG, the claim to payment of the dividend shall be due on the third business day following the Annual General Meeting, i.e., on June 6, 2023.

3. Approval of the Executive Board members' actions for fiscal year 2022

The Executive and Supervisory Boards propose that the actions of the Executive Board members in office in fiscal year 2022 be approved for this period.

4. Approval of the Supervisory Board members' actions for fiscal year 2022

The Executive and Supervisory Boards propose that the actions of the Supervisory Board members in office in fiscal year 2022 be approved for this period.

5. Appointment of auditors

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

- 5.1. be appointed as auditors of the single-entity financial statements and the consolidated financial statements for fiscal year 2023, as auditors for the review of the condensed financial statements and the interim management report for the first half of fiscal year 2023, and for a potential review of additional interim financial information within the meaning of section 115 (7) of the *Wertpapierhandelsgesetz* (WpHG — German Securities Trading Act) in fiscal year 2023, and

- 5.2. be appointed as auditors for a potential review of additional interim financial information within the meaning of section 115 (7) of the WpHG in fiscal year 2024 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 items 5.1. and 5.2.

6. Approval of the remuneration report

In line with section 162 of the *Aktiengesetz* (AktG — German Stock Corporation Act), the Executive Board and the Supervisory Board have to prepare an annual remuneration report that must comply with certain requirements. Pursuant to section 162 (3) of the AktG, the auditor is required to check that the remuneration report contains all the information required by law and to issue an audit certificate confirming this. The remuneration report audited by the auditor in this manner must be submitted to the Annual General Meeting for approval. The decision of the Annual General Meeting relating to the approval of the remuneration report is understood as a recommendation. In the remuneration report for the next fiscal year, the Executive Board and the Supervisory Board will explain how they took account of the Annual General Meeting's resolution on the approval of the remuneration report for the current fiscal year.

On that basis, a remuneration report pursuant to section 162 of the AktG had to be prepared for the previous fiscal year, which has been submitted to this Annual General Meeting for approval. The auditor has gone beyond the legal requirements and also reviewed the contents of the remuneration report.

In light of this, the Executive Board and the Supervisory Board propose to the Annual General Meeting to approve the remuneration report reproduced together with the audit certificate as an Annex to this agenda item 6 following the agenda.

7. By-election of a new Supervisory Board member

Ms. Hiltrud Werner stepped down as member of the Supervisory Board effective as of the end of September 30, 2021. The Munich Local Court (*Amtsgericht München*) has appointed Ms. Ödgård Andersson, Chief Executive Officer Zenseact AB, Gothenburg, Sweden as Hiltrud Werner's successor and shareholder representative on the Company's Supervisory Board in a resolution dated April 4, 2023. The motion for the appointment by court order covers the period until the end of the Annual General Meeting on June 1, 2023. This means that the Annual General Meeting is required to elect a new shareholder representative on the Supervisory Board.

Pursuant to (i) Article 40(2) and 40(3) of the SE Council Regulation, (ii) section 17 of the *SE-Ausführungsgesetz* (**SEAG** — German SE Implementation Act), (iii) section 21 (3) of the *SE-Beteiligungsgesetz* (**SEBG** — German SE Employee Involvement Act), (iv) section IV. of the agreement on future employee involvement in TRATON SE dated August 28, 2018 (hereinafter referred to as the **Agreement on Employee Involvement**), and (v) Article 11 (1) of the Company's Articles of Association, the Company's Supervisory Board is composed of twenty (20) members, of which ten are shareholder representatives and ten are employee representatives. In accordance with Article 11 (2) sentence 1 of the Company's Articles of Association, shareholder representatives are elected by the General Meeting without the General Meeting being bound by any nominations.

Pursuant to section 17 (2) of the SEAG, the Supervisory Board must be comprised of at least 30% of women and 30% of men. These minimum requirements are to be fulfilled by the Supervisory Board as a whole provided the shareholder or the employer representatives do not object to this being the case. The Company's shareholder representatives have objected to this being the case. This means that both the shareholder representatives on the Supervisory Board and the employee representatives on the Supervisory Board must each have at least three female and at least three male members.

The Supervisory Board is currently composed of three female and seven male shareholder representatives and four female and six male employee representatives. This means that both the shareholder and the employee representative sides meet the minimum requirements for the number of women. This will also continue to be the case for both the shareholder and the employee representatives in the future following the election of the female candidate proposed by the Supervisory Board.

The Supervisory Board proposes — in line with the recommendation of the Nomination Committee — to elect the following candidate as a shareholder representative on TRATON SE's Supervisory Board for the remaining term of office of Hiltrud Werner, i.e., with effect from the end of the Annual General Meeting on June 1, 2023, for a period until the end of the Annual General Meeting voting to approve the Supervisory Board's actions for fiscal year 2023:

Ödgård Andersson, Chief Executive Officer Zenseact AB, Gothenburg, Sweden

The election proposal takes into account the goals resolved on by the Supervisory Board for its composition as well as the diversity concept, and endeavors to fulfill the skills and expertise profile developed by the Supervisory Board for this governing body as a whole.

In the view of the Supervisory Board, Ödgård Andersson has no personal or business relationship with TRATON SE or its Group companies, governing bodies, or any shareholder with a majority interest in TRATON SE that would have to be disclosed to the Annual General Meeting.

Further information on the candidate, including information on her memberships of other statutory supervisory bodies and comparable supervisory bodies in Germany and abroad, is provided after the agenda and will also be available online at www.traton.com/agm from the day on which notice of the Annual General Meeting is issued.

8. Resolution on amendments to the Articles of Association

The following amendments to the Articles of Association are to be proposed to the Annual General Meeting.

8.1. Resolution on adding a new Article 17a (Virtual General Meeting) to the Articles of Association

Article 2 of the *Gesetz zur Einführung virtueller Hauptversammlungen von Aktiengesellschaften und Änderung genossenschafts- sowie insolvenz- und restrukturierungsrechtlicher Vorschriften* (Act on the Introduction of Virtual General Meetings of Stock Corporations and Amending Regulations Governing Cooperative Associations, Insolvency, and Restructuring Law, Federal Law Gazette Part I. I 2022, p. 1166 ff.) saw the addition of section 118a to the *Aktiengesetz* (AktG — German Stock Corporation Act). This section is designed to permanently allow annual general meetings to be held virtually even after the special legislative regulations introduced as a result of the COVID-19 pandemic expire. This requires an amendment to the Articles of Association, which currently allow virtual General Meetings to be held for a maximum period of five years. According to section 118a (1) sentence 1 of the AktG, holding the Annual General Meeting without the shareholders or their authorized representatives being physically present at the meeting venue may either be provided for by the Articles of Association themselves (alternative 1), or the corresponding authority conferred to the Management Board in the Articles of the Association (alternative 2). This resolution applies to the authorization of the Management Board within the meaning of section 118a (1) sentence 1 alternative 2 of the AktG. The Board is to decide whether to exercise its authorization and hold an Annual General Meeting as a virtual General Meeting for each future Annual General Meeting individually, depending on the circumstances of each individual case. The Management Board shall make its decisions in due consideration of the interests of the Company and its shareholders and, in particular, safeguard shareholder rights and take into account aspects like the health and safety of the participants, the effort and costs of travelling to the meeting venue, and ESG aspects.

8.2. Resolution on adding information to Article 19 to the Articles of Association (Chair of the General Meeting and video and audio transmission)

As a general rule, Supervisory Board members participate in the Annual General Meeting in person. However, in line with section 118 (3) sentence 2 of the AktG, the Articles of Association may provide for specific cases where members of the Supervisory Board may take part in the Annual General Meeting by means of video and audio transmission. In order to give members of the Company's Supervisory Board enough flexibility in the future, the Company's Articles of Association are therefore to allow Supervisory Board members to participate in the Annual General Meeting by means of video and audio transmission in exceptional cases in the event that business-related reasons prevent them from attending the Annual General Meeting in person or that traveling to the Annual General Meeting venue would take a substantial amount of time or cost a substantial amount of money. As a general rule, they should also allow Supervisory Board members to participate by means of video and audio transmission even if none of the circumstances outlined above apply. The experience that Management and Supervisory Board members were able to gain during the virtual General Meetings held between 2020 and 2022 has shown that Supervisory Board members joining the meeting digitally does not disadvantage the Company or its shareholders.

8.3. Resolution on the amendment of Article 13 (2) 9. of the Articles of Association

Article 13 (2) of the Company's Articles of Association determines the matters and measures of the Company and, if explicitly provided for, its subsidiaries that require the prior consent of the Supervisory Board. Article 13 (2) 9. of the Company's Articles of Association regulates the composition of management boards of certain subsidiaries that requires the prior consent of the Supervisory Board; this section is to be adapted to reflect the current structure of the Group.

The Management and Supervisory Boards propose that the following resolution be adopted:

8.1. The following Article 17a is to be included in the Articles of Association after Article 17:

"17a Virtual General Meeting

The Management Board is authorized to provide for the General Meeting to be held without shareholders or their authorized representatives being physically present at the General Meeting venue (virtual General Meeting). This authorization is granted for a limited time and applies to General Meetings held no later than May 31, 2028. The authorization may be extended or renewed (also more than once) by a corresponding resolution of the General Meeting."

8.2. The following sections (5) and (6) will be added to Article 19 of the Company's Articles of Association:

"(5) Supervisory Board members will be able to participate in the General Meeting by way of video and audio transmission in exceptional cases and in agreement with the Chairman of the Supervisory Board in the event that business-related reasons prevent them from attending the General Meeting in person or that traveling to the General Meeting venue would take a substantial amount of time or cost a substantial amount of money.

(6) With the exception of the Chairman of the General Meeting (Chairman of the meeting) and his/her deputy, where said deputy has been appointed/elected, Supervisory Board members will be permitted to participate in the virtual General Meeting pursuant to Article 17a of the Articles of Association by means of video and audio transmission even if no circumstances outlined in Article 19 (5) above apply."

8.3. Article 13 (2) 9. of the Company's Articles of Association will be reworded as follows:

"9. Composition of the management boards of MAN Truck & Bus SE, Volkswagen Truck & Bus Indústria e Comércio de Veículos Ltda., Scania AB, Scania CV AB, and Navistar International Corporation as well as of future subsidiaries of similar size and importance;"

It is intended for the full Annual General Meeting to take a vote on agenda item 8.

9. Resolution on the termination of Authorized Capital 2019 and the creation of a new authorized capital (Authorized Capital 2023) with the option to exclude subscription rights and on the corresponding amendment to the Articles of Association

On May 22, 2019, the shareholders' meeting of the Company authorized the Management Board, subject to the consent of the Supervisory Board, to increase the share capital of the Company on or before May 21, 2024, on one or more occasions, by up to a total of EUR 200,000,000 through the issuance of up to 200,000,000 new bearer shares with no par value (*Stückaktien*) in return for contributions in cash or in kind and also to exclude shareholders' subscription rights granted by law in certain cases (Authorized Capital 2019, Article 5 (3) of the Articles of Association). This authorization has not been exercised so far.

Authorized Capital 2019 will expire on May 21, 2024, and thus presumably before the Annual General Meeting taking place in fiscal year 2024. In order for the Company to continue being able to cover its financing needs quickly and flexibly in the future, Authorized Capital 2019 will be terminated provided it has not been drawn on at the time when the termination takes effect. After this, a new authorized capital will be created.

Authorized Capital 2023 is to be created in the amount of EUR 200,000,000 (or 40% of the current share capital) and be available to be exercised until May 31, 2028.

In doing so, care must be taken to ensure that the termination only takes effect once a new Authorized Capital 2023 has been adopted in place of Authorized Capital 2019 in line with this proposed resolution.

The Management and Supervisory Boards thus propose that the following resolution be adopted:

9.1. Termination of Authorized Capital 2019

Once the new Authorized Capital 2023 is entered in the commercial register and thus takes effect, it will terminate Authorized Capital 2019 resolved on by the shareholders' meeting on May 22, 2019, and regulated in Article 5 (3) of the Articles of Association, should said capital still exist.

9.2. Creation of a new Authorized Capital 2023

The Management Board is authorized, subject to the consent of the Supervisory Board, to increase the share capital on or before May 31, 2028, on one or more occasions, by up to a total of EUR 200,000,000 through the issuance of up to 200,000,000 new bearer shares with no par value (*Stückaktien*) in return for contributions in cash or in kind (Authorized Capital 2023). The profit-sharing rights of these new shares can be determined in derogation of section 60 (2) of the AktG.

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

- (i) to even out fractional amounts occurring due to a capital increase;
- (ii) where this is necessary to grant subscription rights to new shares to holders or creditors of convertible or warrant bonds or convertible participation rights issued by the Company and/or entities in which the Company holds a direct or indirect majority interest, to the extent to which they would be entitled to such subscription rights as shareholders after exercising their conversion or option rights or, as the case may be, after fulfilment of their option or conversion obligations;
- (iii) where the new shares are issued against contributions in cash and the issue price of the new shares is not significantly lower than the stock market price of the Company's listed shares at the time of the final determination of the issue price, which should be as close as possible to when the final issue price is determined. This authorization to exclude the subscription right only applies to the extent that the pro rata amount of the share capital mathematically attributable to the shares issued with the exclusion of subscription rights pursuant to section 186 (3) sentence 4 of the AktG does not exceed 10% of the share capital — either the amount of share capital existing at the time when this authorization takes effect or the amount of share capital when the authorization is exercised. The 10% limit includes shares that (i) were issued or sold during the term of this authorization up to the time of it being exercised with the exclusion of subscription rights on the basis of other authorizations in direct or mutatis mutandis application of section 186 (3) sentence 4 of the AktG or (ii) were issued or are to be issued to service bonds or participation rights with conversion or option rights or conversion or option obligations, provided that the bonds were issued during the term of this authorization up to the time of it being exercised with the exclusion of subscription rights in mutatis mutandis application of section 186 (3) sentence 4 of the AktG;
- (iv) where the capital increase is performed for the purposes of granting shares in return for contributions in kind, in particular with the aim of acquiring enterprises, parts of enterprises, or equity interests in enterprises, or acquiring other assets.

The Management Board is further authorized, subject to the consent of the Supervisory Board, to determine the further details regarding the capital increase and the conditions for the issuance of shares. The Supervisory Board is authorized to amend the wording of Article 5 of the Articles of Association following the performance, in whole or in part, of a capital increase under Authorized Capital 2023 or after expiry of the authorization period, in line with the scope of the capital increase.

9.3. Amendment to Article 5 of the Articles of Association

Article 5 (3) of the Articles of Association is being reworded as follows:

"The Management Board is authorized, subject to the consent of the Supervisory Board, to increase the share capital of the Company on or before May 31, 2028, on one or more occasions, by up to a total of EUR 200,000,000 through the issuance of

up to 200,000,000 new bearer shares with no par value (*Stückaktien*) in return for contributions in cash or in kind (Authorized Capital 2023). In doing so, the Management Board may determine that the new shares carry profit participation entitlements in a way that departs from section 60 para. 2 of the German Stock Corporation Act (*Aktiengesetz* — AktG).

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

- a) to even out fractional amounts occurring due to a capital increase;
- b) where this is necessary to grant subscription rights to new shares to holders or creditors of convertible or warrant bonds or convertible participation rights issued by the Company or entities in which the Company holds a direct or indirect majority interest, to the extent to which they would be entitled to such subscription rights as shareholders after exercising their conversion or option rights or, as the case may be, after fulfilment of their option or conversion obligations;
- c) where the new shares are issued against contributions in cash and the issue price of the new shares is not significantly lower than the stock market price of the Company's listed shares at the time of the final determination of the issue price, which should be as close as possible to the placement of the shares. This authorization to exclude the subscription right only applies to the extent that the pro rata amount of the share capital mathematically attributable to the shares issued with the exclusion of subscription rights pursuant to section 186 para. 3 sentence 4 of the German Stock Corporation Act (*Aktiengesetz*) does not exceed 10% of the share capital — based on either the amount of share capital existing at the time when this authorization takes effect or the amount of share capital when the authorization is exercised. The 10%-limit includes shares that (i) were issued or sold during the term of this authorization up to the time of it being exercised with the exclusion of subscription rights on the basis of other authorizations in direct or *mutatis mutandis* application of section 186 para 3 sentence 4 of the German Stock Corporation Act (*Aktiengesetz*) or (ii) were issued or are to be issued to service bonds or participation rights with conversion or option rights or conversion or option obligations, provided that the bonds or participation rights were issued during the term of this authorization up to the time of it being exercised with the exclusion of subscription rights in *mutatis mutandis* application of section 186 para. 3 sentence 4 of the German Stock Corporation Act (*Aktiengesetz*);
- d) where the capital increase is performed for the purposes of granting shares in return for contributions in kind, in particular with the aim of acquiring enterprises, parts of enterprises or interests in enterprises, or of other assets.

The Management Board is further authorized, subject to the consent of the Supervisory Board, to determine the further details regarding the capital increase and the conditions for the issuance of shares. The Supervisory Board is authorized to amend the wording of section 5 of the Articles of Association following the performance, in whole or in part, of a capital increase under Authorized Capital 2023 or after expiry of the authorization period, in line with the scope of the capital increase."

9.4. Registration

The Management Board is instructed to report the termination of the existing Authorized Capital 2019 pursuant to section 9.1. and the resolution on Article 5 (3) of the Articles of Association pursuant to section 9.3. to the commercial register with the proviso that the events are to be registered in the order above and that the termination of the existing Authorized Capital 2019 pursuant to section 9.1. is only registered once care has been taken to ensure that the resolution on Article 5 (3) of the Articles of Association pursuant to section 9.3. is entered immediately afterward.

The written report of the Management Board on the reasons why it should be authorized to exclude shareholders' subscription right under certain circumstances is provided after the agenda and is available online at www.traton.com/agm from the day on which notice of the Annual General Meeting is issued.

10. Resolution on the termination of the existing authorization to issue convertible bonds and/or bonds with warrants and the associated Contingent Capital 2019, the issuing of a new authorization to issue convertible bonds and/or bonds with warrants, the exclusion of subscription rights, and the creation of a new contingent capital (Contingent Capital 2023) and on the corresponding amendment to the Articles of Association

The authorization to issue convertible bonds and/or bonds with warrants resolved on in the 2019 Annual General Meeting will expire on May 21, 2024, and thus presumably before the Annual General Meeting taking place in fiscal year 2024. The authorization has not been exercised so far.

To ensure as much flexibility as possible in corporate financing and the access to debt capital, the authorization and the associated Contingent Capital 2019 regulated in Article 5 (4) of the Articles of Association will be terminated, the Management Board will be granted a new authorization to issue convertible bonds and/or bonds with warrants in a comparable scope, and a new Contingent Capital 2023 will be resolved.

The Management and Supervisory Boards thus propose that the following resolution be adopted:

10.1. Termination of the existing authorization dated May 22, 2019, and termination of Contingent Capital 2019

On May 22, 2019, the shareholders' meeting of the Company authorized the Management Board, subject to the consent of the Supervisory Board, to issue, on one or more occasions until May 21, 2024, bearer or registered convertible and/or warrant bonds or combinations of these instruments for an aggregate nominal amount of up to EUR 3,000,000,000, in each case with or without a definite maturity date. This authorization will be terminated when the authorization set out in section 10.2. below enters into effect, and Contingent Capital 2019, which was created for this purpose in Article 5 (4) of the Articles of Association, will be terminated when the amendment to the Articles of Association proposed in section 10.4. below is entered in the commercial register.

10.2. Authorization to issue convertible bonds and/or bonds with warrants

a) Authorization term, subject matter, nominal amount, maturity date, number of shares

The Management Board is authorized, subject to the consent of the Supervisory Board, to issue, on one or more occasions until May 31, 2028, bearer or registered convertible bonds and/or bonds with warrants or combinations of these instruments (hereinafter referred to collectively as "**Bonds**") for an aggregate nominal amount of up to EUR 3,000,000,000, in each case with or without a definite maturity date, and to grant the holders of Bonds option or conversion rights for up to 50,000,000 no-par value bearer shares (*Stückaktien*) of the Company with a pro rata amount of the share capital of up to a total of EUR 50,000,000 (hereinafter "**Company Shares**"), as set forth in detail in the issuing terms and conditions for the Bonds ("**Issuing Terms**") ("**Authorization**"). This Authorization can be exercised in whole or in part.

The Bonds may also provide for an obligation to convert the Bonds or exercise the options at the end of the term or at an earlier time. The Issuing Terms may also give the Company the right to grant the holders or creditors of the Bonds Company Shares in lieu of cash payments due, in whole or in part, or to choose other forms of fulfillment. The Bonds may be issued in return for cash or for contributions in kind.

The Bonds can be denominated in euros or — capped at their equivalent value in euros — in the legal currency of an OECD country. Where the Bonds are issued in a currency other than euros, the relevant equivalent value is to be applied, calculated on the basis of the euro reference rate of the European Central Bank applicable on the date of the resolution on the issuance of the Bonds.

The Bonds can also be issued by entities in which the Company holds a direct or indirect majority interest. For such a case, the Management Board is authorized, subject to the consent of the Supervisory Board, to take on the necessary guarantees for the obligations under the Bonds on behalf of the Company and to grant the holders or creditors of the Bonds conversion or option rights for Company Shares or to impose on them respective obligations.

b) Conversion right/conversion obligation; conversion ratio

If convertible Bonds are issued with a conversion right or obligation, their holders or creditors receive the right or take on the obligation to convert the Bonds into Company Shares, pursuant to the Issuing Terms to be laid down by the Management Board. The pro rata amount of the share capital mathematically attributable to the shares to be issued in the event of conversion must not exceed the nominal amount of the bond or the issue price for the bond, if the issue price is less than the nominal amount.

The conversion ratio is determined by dividing the nominal amount of a bond by the conversion price for one share of the Company. Where the issue price for the Bonds is less than their nominal amount, the conversion ratio is established by dividing the issue price of a convertible bond by the conversion price for one share of the Company. The Issuing Terms can also provide for a variable conversion ratio and stipulate that the conversion price should be determined based on future stock market prices within a certain range.

c) Option right/option obligation

In the event that the Bonds are issued with an option right or obligation, each bond is issued with one or more option certificates that authorize or oblige its holders or creditors to subscribe for shares from the Company in accordance with the more specific Issuing Terms to be laid down by the Management Board. The pro rata amount of the share capital mathematically attributable to the shares to be issued in the event that the options are exercised must not exceed the nominal amount of the bond.

d) Conversion/option price

The conversion or option price to be stipulated in the Issuing Terms must be equivalent to

- (i) at least 80% of the volume-weighted average value of the stock market price of the Company's shares in the XETRA trading system (or a comparable successor system) on the Frankfurt Stock Exchange on the last ten trading days before the day of the Management Board's resolution on the public announcement of the issuance of the bond or
- (ii) — if subscription rights are granted, by choice of the Management Board alternatively — at least 80% of the volume-weighted average value of the stock market price of the Company's shares in the XETRA trading system (or a comparable successor system) on the Frankfurt Stock Exchange from the beginning of the subscription period until the third day (included) prior to the announcement of the final conditions pursuant to section 186 (2) sentence 2 of the *Aktiengesetz* (AktG — German Stock Corporation Act).

In case of Bonds with a conversion or option obligation or the right of the Company to grant the holders or creditors of the Bonds shares of the Company in lieu of cash payments due, in whole or in part, the conversion or option price may be at least the minimum price stated above (80%), or correspond to the volume-weighted average value of the stock market price of the Company's shares in the XETRA trading system (or a comparable successor system) on the Frankfurt Stock Exchange (i) on the last ten trading days before the day of final maturity or (ii) on at least ten trading days immediately prior to the determination of the conversion or option price in accordance with the Issuing Terms, even if this average price is below the minimum price stated above (80%).

Sections 9 (1) and 199 of the AktG remain unaffected.

e) Further additions to Issuing Terms

Subject to the consent of the Supervisory Board, the Management Board is authorized to specify the Issuing Terms in more detail, in particular with regard to the following:

- interest rate, issue price, term, and denomination of the Bonds;
- conversion or option period;
- conversion or option price;
- conversion rights and obligations;
- option rights and obligations to exercise options;
- whether the Company Shares to be delivered shall be in the form of shares issued under a capital increase or in the form of existing shares, in whole or in part;
- whether, instead of delivering shares, their market value can be paid over in cash;

- whether the conversion or option price or the conversion ratio is to be fixed when issuing the Bonds or based on future stock market prices within a certain range during the term of the bond.

In the event of a situation where the subscription right applies to fractional amounts of the Company's shares, it can be stipulated that these fractions can be added together for the purpose of subscribing for complete shares, in accordance with the Issuing Terms. An additional cash payment or cash compensation for fractions can also be stipulated.

The Issuing Terms can further provide for protection against dilution and adjustment mechanisms under certain circumstances, including:

- changes in the Company's share capital during the term of the bond (such as a capital increase, a capital decrease, or a share split);
- dividend payments;
- the issuance of additional convertible bonds and/or bonds with warrants that provide an entitlement to subscribe for Company Shares;
- transformation measures;
- extraordinary events occurring during the term of the bond, such as a change of control at the Company.

The measures for protection against dilution and adjustment mechanisms that are provided for under the Issuing Terms can, in particular, take the form of changing the conversion or option price, granting subscription rights to Company Shares or to convertible bonds or bonds with warrants, or granting or adjusting cash components. Sections 9 (1) and 199 of the AktG remain unaffected.

f) Subscription right, exclusion of subscription right

When issuing Bonds, shareholders are to be generally granted a subscription right to the Bonds unless the Management Board exercises the below authorizations to exclude the subscription right, subject to the consent of the Supervisory Board. The Bonds may also be taken up by a credit institution or a financial institution operating under section 53 (1) sentence 1 or section 53b (1) sentence 1 or (7) of the *Kreditwesengesetz* (KWG — German Banking Act) or a syndicate of such credit or financial institutions, subject to an undertaking to offer the Bonds to shareholders for subscription. If Bonds are issued by an entity in which the Company holds a direct or indirect majority interest, the Company must ensure that the Company's shareholders are granted subscription rights in line with the above sentences.

However, the Management Board is authorized, subject to the consent of the Supervisory Board, to exclude the subscription right of shareholders when issuing Bonds in the following cases:

- to make use of any fractional amounts;
- where the Bonds are issued in return for contributions in kind, in particular with the aim of acquiring enterprises, parts of enterprises, or equity interests in enterprises;
- where this is necessary for protection against dilution, in order to grant holders or creditors of Bonds with conversion or option rights or conversion or option obligations that were or will be issued by the Company or by other entities in which the Company holds a direct or indirect majority interest a right to subscribe for new Bonds to the extent to which they would be entitled to such subscription right as shareholders after exercising their conversion or option rights or, as the case may be, after fulfillment of their conversion or option obligations;
- for Bonds issued against cash, if the Management Board, after due examination, is of the opinion that the issue price for the Bonds is not significantly lower than the theoretical market price of the Bonds as calculated using recognized mathematical methods. However, this authorization to exclude the subscription right only applies to Bonds with conversion or option rights or conversion or option obligations where the pro rata amount of the share capital mathematically attributable to the shares issued as a result does not exceed 10% of the share capital — either the amount of share capital existing at the time when this authorization takes effect or the amount of share capital when the authorization is exercised. The limit of 10% of the share capital includes shares that (i) were issued or sold by the Company during the term of this authorization up to the time of it being exercised with the exclusion of subscription

rights on the basis of other authorizations in direct or mutatis mutandis application of section 186 (3) sentence 4 of the AktG or (ii) were issued or are to be issued to service Bonds or participation rights with conversion or option rights or conversion or option obligations, provided that the Bonds or participation rights were issued during the term of this authorization up to the time of it being exercised with the exclusion of subscription rights in mutatis mutandis application of section 186 (3) sentence 4 of the AktG.

10.3. Creation of a contingent capital

The share capital of the Company is conditionally increased by up to EUR 50,000,000, by issuing up to 50,000,000 new, no-par value bearer shares (*Stückaktien*) (Conditional Capital 2023). The sole purpose of Conditional Capital 2023 is to grant new shares to the holders or creditors of Bonds issued by the Company or other entities in which the Company holds a direct or indirect majority interest in line with the authorization outlined under section 10.2. above until May 31, 2028 (Authorization), in case conversion or option rights are exercised or conversion or option obligations are fulfilled, or in case the Company exercises its right to, in whole or in part, grant shares in the Company in lieu of cash payments due.

The shares are issued at the conversion or option price to be set in accordance with the aforementioned Authorization. The conditional capital increase will only be carried out if conversion or option rights are exercised or conversion or option obligations are fulfilled or the Company exercises its right to, in whole or in part, grant shares in the Company in lieu of cash payments due and unless other forms of fulfillment are used.

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

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

10.4. Amendment to Article 5 of the Articles of Association

Article 5 (4) of the Articles of Association is being reworded as follows:

"The share capital of the Company is conditionally increased by up to EUR 50,000,000, by issuing up to 50,000,000 new, no-par value bearer shares (*Stückaktien*) (Conditional Capital 2023). The sole purpose of Conditional Capital 2023 is to grant new shares to the holders or creditors of bonds issued by the Company or other entities in which the Company holds a direct or indirect majority interest under the shareholder resolution passed at the Company's Annual General Meeting to be held on June 1, 2023, under agenda item 10.2. until May 31, 2028, in case conversion or option rights are utilized or conversion or option obligations are fulfilled or in case the Company exercises its right to, in whole or in part, grant shares in the Company in lieu of cash payments due.

The shares are issued at the conversion and option price to be set in accordance with the aforementioned resolution. The conditional capital increase will only be carried out to the extent that conversion or option rights are utilized or conversion or option obligations are fulfilled or the Company exercises its right to, in whole or in part, grant shares in the Company in lieu of cash payments due, and unless other forms of fulfillment are used.

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

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

10.5. Authorization of the Supervisory Board to amend the Articles of Association by issuing new versions

The Supervisory Board is authorized to amend the current version of Article 5 of the Articles of Association in line with the issuing of preferred shares and to make any other related amendments to the Articles of Association that affect only their wording. The same applies in the event that the existing Authorization in accordance with section 10.2. is not exercised fully after its term expires and in the event that Contingent Capital 2023 pursuant to Article 5 (4) of the Articles of Association is not utilized fully after all conversion and option terms expire.

10.6. Registration

The Management Board is instructed to report the termination of the existing Contingent Capital 2019 pursuant to section 10.1. and the resolution on Article 5 (4) of the Articles of Association pursuant to section 10.4. to the commercial register with the proviso that the events are registered in the order above and that the termination of the existing Contingent Capital 2019 pursuant to section 10.1. is only registered once care has been taken to ensure that the resolution on Article 5 (4) of the Articles of Association pursuant to section 10.4. is registered immediately afterward.

The written report of the Management Board on the reasons why it should be authorized to exclude shareholders' subscription rights under certain circumstances is provided after the agenda and is available online at www.traton.com/agm from the day on which notice of the Annual General Meeting is issued.

11. Resolution on the termination of the existing authorization and the issuing of a new authorization to purchase treasury shares pursuant to section 71 (1) no. 8 of the *Aktiengesetz* (AktG — German Stock Corporation Act) and their use and on the exclusion of subscription and tender rights

The authorization to purchase and use treasury shares pursuant to section 71 (1) no. 8 of the AktG resolved on in the shareholders' meeting on May 22, 2019, will expire on May 21, 2024, and thus presumably before the Annual General Meeting taking place in fiscal year 2024. This authorization has not been exercised so far.

The authorization will therefore be terminated and replaced by a newer authorization of the Management Board to purchase and use treasury shares pursuant to section 71 (1) no. 8 of the AktG.

The Management and Supervisory Boards thus propose that the following resolution be adopted:

11.1. Termination of authorization to purchase and use treasury shares dated May 22, 2019

The authorization to purchase and use treasury shares pursuant to section 71 (1) no. 8 of the AktG resolved on by the shareholders' meeting on May 22, 2019, will be terminated once the resolution on the authorization to purchase and use treasury shares under section 11.2. below takes effect.

11.2. Issuing a new authorization to purchase and use treasury shares

- a) The Management Board is authorized to acquire, on or before May 31, 2028, treasury shares of up to a total maximum of 10% of the share capital existing at the time of the adoption of the resolution or — in the event that this amount is the lower one — when the authorization is exercised. The acquired shares, together with other treasury shares that are in the possession of the Company or are attributable to it pursuant to sections 71a ff. of the AktG, may at no time exceed 10% of the Company's share capital.

At the discretion of the Management Board, the acquisition may be conducted (i) through a stock exchange or (ii) by means of a public offer directed at all shareholders or a public solicitation to submit offers (hereinafter referred to as the "**Acquisition Offer**").

- (i) If the acquisition is conducted through a stock exchange, the consideration paid by the Company for each share of the Company (not including incidental acquisition costs) may not exceed the stock market price of one share of the Company in XETRA trading (or a comparable successor system), determined in the opening auction on the relevant trading day on the Frankfurt Stock Exchange, by more than 10% and may not fall below such price by more than 20%.
- (ii) If the acquisition is conducted through an Acquisition Offer, the Company may determine either a price or a price range at which it is willing to acquire the shares.

However, — subject to an adjustment during the offer period — the purchase price (in each case not including incidental acquisition costs) may not exceed the average stock market price of one share of the Company on the Frankfurt Stock Exchange on the last three exchange trading days prior to the public announcement of the Acquisition Offer, as determined based on the arithmetic mean of the auction closing prices in XETRA trading (or a comparable successor system), by more than 10% and may not fall below such price by more than 20%. In the event that significant variances in the applicable price occur after the public announcement of the offer, the purchase price may be adjusted. In that case, the average stock market price of the shares on the Frankfurt Stock Exchange on the last three exchange trading days prior to the public announcement of the adjustment, if any, as determined based on the arithmetic mean of the

auction closing prices in XETRA trading (or a comparable successor system), will be relevant. The Acquisition Offer may provide for additional requirements.

In the event that the Acquisition Offer is over-subscribed, the acceptance is to be effected, as a general rule, in proportion to the respective shares offered. However, a preferred acceptance of small offers or small portions of offers of up to a maximum of 150 shares may be provided for.

The above authorizations may be utilized on one or several occasions, in whole or in partial amounts, in pursuit of one or more objectives by the Company, and also by entities in which the Company holds a direct or indirect majority interest or by third parties on the account of the Company or one of such entities.

- b) With regard to treasury shares that will be or have been acquired under the authorization outlined above under a), the Management Board is authorized, subject to the consent of the Supervisory Board and excluding shareholders' subscription rights, to use these shares — in addition to a disposal through a stock exchange or an offer granting a subscription right to all shareholders — as follows:
- (i) The shares may be sold against cash consideration, provided that the selling price is not significantly lower than the stock market price of the Company's shares at the time of the sale (section 186 (3) sentence 4 of the AktG). The total amount of shares sold excluding the subscription right pursuant to section 186 (3) sentence 4 of the AktG may not exceed 10% of the share capital. The 10% limit is to be calculated based on the share capital existing at the time of the adoption of the resolution or — in the event that this amount is the lower one — when the authorization is exercised. The 10% limit includes shares that (i) were issued or sold during the term of this authorization up to the time of it being exercised with the exclusion of subscription rights on the basis of other authorizations in direct or mutatis mutandis application of section 186 (3) sentence 4 of the AktG or (ii) were issued or are to be issued to service bonds or participation rights with conversion or option rights or conversion or option obligations, provided that the bonds or participation rights were issued during the term of this authorization up to the time of it being exercised with the exclusion of subscription rights in mutatis mutandis application of section 186 (3) sentence 4 of the AktG.
 - (ii) The shares may be sold against contribution in kind, particularly in the course of mergers or the acquisition of enterprises, parts of enterprises, equity interests in enterprises, and other assets. The shares may further be used for the settlement of any claims in the context of the ending or the settlement of appraisal proceedings under company law (*gesellschaftsrechtliche Spruchverfahren*) of entities in which the Company holds a direct or indirect majority interest.
 - (iii) The shares may be used in order to satisfy the rights of holders or creditors of bonds and participation rights carrying conversion or option rights or conversion or option obligations issued by the Company or entities in which the Company holds a direct or indirect majority interest.
 - (iv) The shares may be offered for purchase to individuals that are or were employed by the Company or an entity in which it holds a direct or indirect majority interest as well as to members of governing bodies of the entities in which the Company holds a direct or indirect majority interest, either for free to subject to a fee, and transferred to these individuals. Section 71 (1) no. 2 of the AktG remains unaffected.
- c) In addition, the Management Board is authorized to redeem treasury shares, without such redemption or its implementation requiring an additional resolution by the Company's Annual General Meeting.
- d) All authorizations under b) may be exercised on one or several occasions, in whole or in part, separately or collectively also with respect to treasury shares that have been acquired by entities in which the Company holds a direct or indirect majority interest or by third parties acting on account of such entities or on account of the Company.
- e) In each case, the Management Board must inform the Annual General Meeting that the above authorizations have been exercised, in particular about the reasons for and the purpose of the acquisition of treasury shares, the number of treasury shares acquired and the amount of the share capital attributable to them, the portion of the share capital represented by them, and the equivalent value of the shares.

The written report of the Management Board on the reasons why it should be authorized to exclude shareholders' subscription rights under certain circumstances is provided after the agenda and is available online at www.traton.com/agm from the day on which notice of the Annual General Meeting is issued.

12. Resolution on the issuing of a new authorization to use derivatives to purchase treasury shares pursuant to section 71 (1) no. 8 of the *Aktiengesetz* (AktG — German Stock Corporation Act) and the exclusion of subscription and tender rights

The authorization to purchase and use treasury shares pursuant to section 71 (1) no. 8 of the AktG resolved on by the shareholders' meeting on May 22, 2019, also includes the use of derivatives (put or call options or a combination of the two) to purchase treasury shares. This authorization will expire on May 21, 2024, and thus presumably before the Annual General Meeting taking place in fiscal year 2024. This authorization has not been exercised so far. The authorization will therefore be terminated under agenda item 11.1.

This is why in addition to the authorization to purchase treasury shares pursuant to section 71 (1) no. 8 of the AktG provided for under agenda item 11, the Management Board should once again be granted authorization to also use derivatives (put or call options or forward purchases or a combination of these instruments) to purchase treasury shares. This is not designed to increase the total volume of shares available for purchase; instead, the aim is simply to offer additional courses of action for the purchase of treasury shares up to the threshold set under agenda item 11 and taking this threshold into account.

The Management and Supervisory Boards thus propose that the following resolution be adopted:

12.1. In addition to the authorization resolved under agenda item 11, the Management Board will also be authorized to use derivatives to purchase treasury shares until May 31, 2028.

It may sell options that result in the Company being obliged to purchase its treasury shares if the option is exercised (put options). Furthermore, options may be purchased and exercised that convey a right to the Company to purchase its treasury shares if the option is exercised (call options). In addition, forward purchase agreements may be concluded on the Company shares where the purchased shares are delivered more than two trading days after the conclusion of the purchase agreement (forward purchases). Finally, Company shares may be purchased using a combination of these derivatives. The instruments outlined in this paragraph are also referred to as "**Derivatives.**"

In any case where Derivatives are being used, shares of up to a total maximum of 5% of the share capital existing at the time of the adoption of the resolution or — in the event that this amount is the lower one — when the authorization is exercised may be acquired.

The shares acquired must also be offset against the 10% limit of the authorization to purchase treasury shares as resolved on by the Annual General Meeting under agenda item 11.2.

12.2. The Derivatives must be entered into with one or several financial institution(s) and/or one or several entities conducting business pursuant to section 53 (1) sentence 1 or section 53b (1) sentence 1 or (7) of the *Kreditwesengesetz* (KWG — German Banking Act) that are independent of the Company. They should be designed to ensure that the only shares used for the Derivatives are those that were purchased in line with the equal treatment principle set out in section 53a of the AktG; shares purchased through a stock exchange comply with this principle.

The price (not including incidental acquisition costs, but taking into account the premium paid or received, respectively) agreed in the derivative in question for the purchase of a share in the event that options are exercised or forward purchases are fulfilled may not exceed the average stock market price of the shares of the Company on the Frankfurt Stock Exchange during the last three exchange trading days prior to the conclusion of the respective derivative transaction, as determined based on the arithmetic mean of the auction closing prices in XETRA trading (or a comparable successor system), by more than 10% and may not fall below such arithmetic mean by more than 20%. The purchase price paid by the Company for options and the selling price received by the Company for options may not be significantly lower than the theoretical market price of the options as calculated using recognized mathematical methods. Among other things, this calculation must take into account the agreed exercise price. The forward price agreed by the Company for forward purchase agreements may not be significantly higher than the theoretical forward price calculated using recognized mathematical methods. Among other things, this calculation must take into account the current share price and the term of the forward purchase.

The term of the derivative in question must not exceed 18 months and must be selected so that the purchase of shares using the derivative does not take place any later than May 31, 2028.

12.3. The use of Derivatives to purchase treasury shares requires the consent of the Supervisory Board.

Invitation/Agenda

- 12.4. In the event that treasury shares are purchased using Derivatives in accordance with the aforementioned regulations, shareholders' right to enter into these Derivatives with the Company, as well as shareholders' tender rights, will be excluded.
- 12.5. Use of treasury shares that were purchased using Derivatives is governed by regulations set out in sections 11.2. b) to 11.2. e) of the resolution to agenda item 11 proposed to the Annual General Meeting to be held on June 1, 2023. In particular, shareholders' subscription right to treasury shares is excluded if these shares are used in line with the authorizations set out under section 11.2. b) of the resolution to agenda item 11 proposed to the Annual General Meeting to be held on June 1, 2023.

The written report of the Management Board on the reasons why it should be authorized to exclude shareholders' subscription and tender rights under certain circumstances is provided after the agenda and is available online at www.traton.com/agm from the day on which notice of the Annual General Meeting is issued.

II. Annexes to agenda items 6, 7, 9, 10, 11 and 12

Annex to agenda item 6

Remuneration report

Section 162 of the *Aktiengesetz* (AktG — German Stock Corporation Act) requires the Executive Board and Supervisory Board of TRATON SE to prepare a clear, readily understandable report on the remuneration of members of the Executive Board and the Supervisory Board. In this report, we explain the principles of the remuneration system for the Executive Board and Supervisory Board. The Remuneration Report also presents the individual remuneration broken down by component for current and former members of the Executive Board and Supervisory Board of TRATON SE.

EXECUTIVE BOARD REMUNERATION

Business performance in the year under review

In 2022, the most important truck markets (> 6t) for the TRATON GROUP worldwide reported noticeable growth. The most important bus markets remained on a level with the previous year. However, the TRATON GROUP was only partially able to track this general market trend, as the war in Ukraine and the effects of the zero-COVID policy in China led to supply bottlenecks and negatively impacted production and unit sales. The shortages affected all segments but to a varying extent determined by their supplier network, specifications of the individual vehicles, and customer demand. Especially at MAN Truck & Bus, supply shortages meant that assembly lines at the truck plants in Munich and Krakow stood still for six weeks and production at other sites was stopped from mid-March onward. Additionally, the logistics shortages resulted in delays in the delivery of vehicles, in particular at MAN Truck & Bus and Scania Vehicles & Services. Worldwide, there was a significant increase in the prices for energy, logistics, raw materials, and bought-in components, which impacted all TRATON GROUP segments. There was a slight recovery in the supply situation for bought-in components in the second half of the year, with the result that vehicle sales increased significantly. Overall, the TRATON GROUP's operating result increased year-on-year, from €393 million to €1.6 billion.

Principles of Executive Board remuneration

The remuneration of the members of the Executive Board is based on the revised remuneration system adopted by the Supervisory Board on December 16, 2021, and effective from January 1, 2022, which largely corresponds to the remuneration system already adopted on December 16, 2020, and effective from January 1, 2021, and approved by the Annual General Meeting on June 30, 2021. The Annual General Meeting approved the revised remuneration system on June 9, 2022, with 97.98% of the votes cast. The Executive Board remuneration system implements the requirements of the AktG in the version as amended by ARUG II and takes account of the recommendations of the German Corporate Governance Code (the Code) as amended on April 28, 2022 (entered into force on June 27, 2022). With the revision of the remuneration system, the assessment period for the profit bonus was essentially cut from two fiscal years to one fiscal year as of January 1, 2022, and the maximum remuneration for the Executive Board member who is also CEO of Navistar International Corporation (Navistar) was set at €4,000 thousand. For the nonfinancial Environmental subtarget of the profit bonus, the Supervisory Board resolved that, from fiscal year 2022, the ratio of the number of battery electric vehicles and fuel cell electric vehicles sold to the total number of vehicles sold, excluding the MAN TGE model, will be used as the basis. For fiscal year 2022, this excludes vehicle sales by Navistar for a transitional period.

For the members of the Executive Board who were already in office prior to December 16, 2020, the remuneration system shall apply until their contract is renewed and with the proviso that the performance share plan will continue to have a performance period of three years.

The level of the Executive Board remuneration should be appropriate and attractive in the context of the Company's national and international peer group. Criteria include the tasks of the individual Executive Board member, their personal performance, the economic situation, and the performance of and outlook for the Company, as well as how customary the remuneration is when measured against the peer group. In this context, comparative studies on remuneration are conducted on a regular basis.

The Executive Board and Supervisory Board reported in detail on the remuneration of the Executive Board and Supervisory Board in fiscal year 2021 in the 2021 Remuneration Report. The Annual General Meeting approved the 2021 Remuneration Report on June 9, 2022, with 99.17% of the votes cast.

The following provides an overview of the remuneration system for the Executive Board that was applicable in fiscal year 2022 before discussing the remuneration components in the same reporting period.

Overview of the remuneration components

The following table provides an overview of the remuneration components paid to the members of the Executive Board in fiscal year 2022. It also provides an overview of the composition of the individual remuneration components and explains the targets, especially in respect of how the remuneration is intended to foster the Company's long-term development.

2022 EXECUTIVE BOARD REMUNERATION SYSTEM

Component	Composition	Target
Fixed remuneration components		
Base salary	Twelve equal installments payable at month-end	The base remuneration and fringe benefits are intended to reflect the tasks and responsibility of the Executive Board members, provide a basic income, and prevent them from taking inappropriate risks.
Fringe benefits	<p>In particular:</p> <ul style="list-style-type: none"> - Private use of the first company car; second and third company cars with fuel cards in return for payment of a monthly flat fee; private use of the driver pool to an appropriate extent - Allowance toward health and long-term care insurance and retirement provision - Accident insurance - Installation and private use of security measures - Medical check-up for managers - Inclusion in D&O and criminal legal expenses insurance - Benefits in the event of death - Possible payment of tax consulting costs <p>Modified fringe benefits for Executive Board members who are also members of the Executive Board of a foreign subsidiary:</p> <ul style="list-style-type: none"> - Executive Board members who are also members of the Executive Board of a foreign subsidiary do not currently receive their fringe benefits from TRATON SE but from the respective foreign subsidiary. - These Executive Board members are only entitled to modified fringe benefits from TRATON SE, i.e., they are included in the D&O and criminal legal expenses insurance, they are entitled to benefits in the event of death, and, under certain circumstances, to the payment of tax consulting costs. 	
Occupational retirement provision	<ul style="list-style-type: none"> - Retirement, disability, and surviving dependents' benefits - In principle, upon reaching the age of 65 (earlier claims are possible) - Defined contribution system dependent on the performance of certain fund indices - Annual contribution of 40% of the contractually agreed base salary - Executive Board members who are also members of the Executive Board of a foreign subsidiary do not currently receive occupational retirement provision from TRATON SE but from the respective foreign subsidiary. 	The occupational retirement provision is intended to provide Executive Board members with an adequate pension when they retire.
Variable remuneration components		
Profit bonus	<ul style="list-style-type: none"> - Plan type: target bonus - Cap: 180% of the target amount - Assessment period: profit bonus fiscal year (year for which the bonus is granted) - Performance criteria: <ul style="list-style-type: none"> o Financial subtargets: <ul style="list-style-type: none"> • Operating return on sales (50%) and return on investment (50%) <ul style="list-style-type: none"> o Operating return on sales is the ratio of the operating result of the TRATON Operations business area (including Corporate Items¹) before tax and excluding adjustments to the corresponding sales revenue. o Return on investment is the ratio of the operating result of the TRATON Operations business area (including Corporate Items¹) after tax (normalized tax rate of 30%) and excluding adjustments to the corresponding average invested capital. 	The profit bonus is intended to motivate the Executive Board members to pursue ambitious targets during the assessment period. The financial performance targets support the strategic target of achieving competitive earnings power. The integration of sustainability targets reflects the significance of the Environmental, Social, and Governance factors.

2022 EXECUTIVE BOARD REMUNERATION SYSTEM

Component	Composition	Target
Variable remuneration components		
Profit bonus	<ul style="list-style-type: none"> • The Supervisory Board defines threshold, target, and maximum values for the financial subtargets for the profit bonus fiscal year. The threshold, target, and maximum values correspond to subtarget achievement of 50%, 100%, and 150%, respectively; interim values are interpolated on a linear basis. • The profit bonus depends on target achievement in the profit bonus fiscal year. • Total financial target achievement = subtarget achievement operating return on sales x 50% + subtarget achievement return on investment x 50% o ESG targets <ul style="list-style-type: none"> • Environmental subtarget (ratio of the number of battery electric vehicles and fuel cell electric vehicles sold to the total number of vehicles sold, excluding the MAN TGE model; for fiscal year 2022, excluding vehicle sales by Navistar for a transitional period) weighted at 50% • Social subtarget (opinion index), weighted at 50% • Governance factor (compliance and integrity) of between 0.9 and 1.1 (normal value 1.0) • The Supervisory Board defines minimum, target, and maximum values for the Environmental and Social subtargets for each fiscal year. The minimum, target, and maximum values correspond to subtarget achievement of 0.7, 1.0, and 1.3 respectively; interim values are interpolated on a linear basis • Calculation of the ESG factor: [Environmental subtarget achievement x 50% + Social subtarget achievement x 50%] x Governance factor (0.9-1.1) - Profit bonus payment amount = individual target amount x financial target achievement x ESG factor - Payout: generally in cash in the month following approval of the consolidated financial statements for the profit bonus fiscal year 	
Long-term incentive (LTI) (Note: for Executive Board members appointed prior to December 16, 2020, a three-year performance period continues to apply until their contract is renewed; in all other respects, however, the terms of the LTI are equivalent to the terms of the performance share plan described for fiscal year 2022.)	<ul style="list-style-type: none"> - Plan type: performance share plan - Performance period: in principle, forward-looking four-year term - Cap: 200% of the target amount - Allocation of performance shares: at the start of each fiscal year, the individually agreed target amount is divided by the arithmetic mean of the TRATON SE share price (German Securities Identification Number: TRAT0N) in the Xetra trading system of Deutsche Börse AG on the last 30 trading days prior to January 1 of the respective performance period (initial reference price). - Target setting: at the start of the performance period, the Supervisory Board defines minimum, target, and maximum values for earnings per share (EPS), the audited diluted earnings per TRATON share for continuing and discontinued operations. The minimum, target, and maximum EPS values correspond to target achievement of 50, 100, and 150%, respectively. - Calculation of the payment amount: the final number of performance shares is calculated by multiplying the number of performance shares conditionally allocated at the start of the performance period by the arithmetic mean of the annual EPS target achievement figures during the performance period. The final number of performance shares is then multiplied by the sum of the arithmetic mean of the closing prices on the last 30 trading days prior to the end of the performance period (closing reference price) and the dividends paid per share during the performance period (dividend equivalent). - Payout: generally in cash in the month following approval of the consolidated financial statements for the last fiscal year of the respective performance period - If the employment contract ends before the end of the performance period due to a bad leaver case (extraordinary termination for cause or revocation of appointment due to a gross breach of duties, resignation, termination without cause by the person concerned, a breach of a contractual or post-contractual restraint on competition), all performance shares will be forfeited. 	The long-term incentive serves to align the remuneration of the Executive Board members to the Company's long-term performance. The financial performance target EPS in conjunction with share price performance and the dividends paid, measured over four years, ensures the long-term effect of the behavioral incentives and supports the strategic target of achieving competitive earnings power.

2022 EXECUTIVE BOARD REMUNERATION SYSTEM

Component	Composition	Target
Other benefits		
Special payment	<ul style="list-style-type: none"> - If applicable, on the basis of a separate agreement with the Executive Board member - The agreement is made in advance for the fiscal year and defines performance criteria for the special payment. 	Special payments are intended to reward outstanding performance and will only be granted if it is in the Company's interest to do so and generates a forward-looking benefit for the Company.
Benefits agreed with new Executive Board members for a defined period of time or for the entire term of their employment contracts	<ul style="list-style-type: none"> - Optional payments to compensate for declining variable remuneration or other financial disadvantages - Optional benefits in connection with relocation - Optional minimum remuneration guarantee 	These (compensation) payments are intended to enable the Company to attract qualified candidates for the Executive Board.
Other remuneration provisions		
Penalty and clawback	<ul style="list-style-type: none"> - The possibility for the Supervisory Board to reduce profit bonuses and the performance share plan by up to 100% or to claw back the remuneration that has already been paid in the case of relevant misconduct during the respective relevant assessment period - Clawback is excluded if more than three years have passed since the variable remuneration component was paid out. 	The aim is to motivate Executive Board members to maintain lawful and ethical conduct.
Maximum remuneration	<ul style="list-style-type: none"> - The relevant components are the fixed salary for the respective fiscal year, the service cost for occupational retirement provision, the fringe benefits granted, the profit bonuses granted for the respective fiscal year and paid out in the following year, the performance share plan paid out in the respective fiscal year and for which the performance period ended immediately before the respective fiscal year, any special payment granted for the respective fiscal year, and any benefits granted to new Executive Board members. - €5,500 thousand gross for the Chairman of the Executive Board per fiscal year; in general, €3,700 thousand gross for the members of the Executive Board per fiscal year; in deviation from this €1,750 thousand gross for Mr. Cortes and €4,000 thousand gross for the member of the Executive Board who is also CEO of Scania AB and/or Scania CV AB, and €4,000 thousand gross for the member of the Executive Board who is also CEO of Navistar - The maximum remuneration for Executive Board members who are also members of the Executive Board of a foreign subsidiary consists of the total remuneration from TRATON SE together with that from the respective subsidiary. - If the maximum remuneration is exceeded, the variable remuneration components will be reduced accordingly. 	The aim is to ensure that the remuneration of Executive Board members is not inappropriately high when measured against the peer group.

1 Excluding consolidation effects between the TRATON Operations and Financial Services business areas and effects of purchase price allocations on Financial Services

REMUNERATION OF THE EXECUTIVE BOARD MEMBERS APPOINTED IN FISCAL YEAR 2022

Members of the Executive Board in fiscal year 2022

On the one hand, the Executive Board of TRATON SE is made up of members who are also members of the Executive Board of a foreign subsidiary and receive their remuneration proportionately from TRATON SE and from the respective foreign subsidiary. On the other, it consists of members who are only members of the Executive Board of TRATON SE or also members of the Executive Board of a German subsidiary. These Executive Board members are remunerated entirely by TRATON SE; if they hold an additional Executive Board function at a German subsidiary, part of their remuneration will be reimbursed by way of intercompany charging. The members of the Executive Board receive no additional remuneration for discharging further mandates in the management bodies, supervisory boards, or comparable bodies of other Group companies in the course of their board activity. Should such remuneration be granted nonetheless, it will be offset against the remuneration for the activity as a member of the Executive Board of TRATON SE.

In fiscal year 2022, the Executive Board of TRATON SE had the following members:

Christian Levin: Mr. Levin has been a member of the Executive Board since the effective date of the change of legal form of TRATON AG to TRATON SE on the day this was entered in the commercial register in 2019, and has been the Chairman of the Executive Board since October 1, 2021. Mr. Levin has also been Chief Executive Officer of Scania AB and Scania CV AB since May 1, 2021. Since October 1, 2021, the remuneration has been divided between TRATON SE and Scania CV AB based on areas of responsibility. Since May 1, 2021, Mr. Levin has received fringe benefits and occupational retirement provision solely from Scania CV AB.

Mathias Carlbaum: Mr. Carlbaum has been a member of the Executive Board since October 1, 2021, and, in addition, Chief Executive Officer and President of Navistar since September 1, 2021, on the basis of a secondment agreement between him, Scania CV AB, and Navistar. Since October 1, 2021, 20% of his fixed and variable remuneration has been borne by TRATON SE and 80% by Navistar. The fringe benefits for Mr. Carlbaum are borne by Navistar. All pension expenses and some fringe benefits were paid by Scania CV AB, with which Mr. Carlbaum still has a dormant employment contract, and charged on to Navistar.

Antonio Roberto Cortes: Mr. Cortes has been a member of the Executive Board since the effective date of the change of legal form of TRATON AG to TRATON SE on the day this was entered in the commercial register in 2019, and is also Chief Executive Officer of Volkswagen Truck & Bus Latin America Indústria e Comércio de Veículos Ltda. (Volkswagen Truck & Bus), formerly MAN Latin America Indústria e Comércio de Veículos Ltda. Mr. Cortes received 20% of his fixed and variable remuneration from TRATON SE and 80% from Volkswagen Truck & Bus. Mr. Cortes received his fringe benefits and occupational pension entirely from Volkswagen Truck & Bus.

Annette Danielski: Ms. Danielski has been a member of the Executive Board since October 1, 2021.

Bernd Osterloh: Mr. Osterloh has been a member of the Executive Board since May 1, 2021.

Alexander Vlaskamp: Mr. Vlaskamp has been a member of the Executive Board since November 25, 2021, and is also Chief Executive Officer of MAN Truck & Bus SE. Mr. Vlaskamp received no separate remuneration in fiscal year 2022 for his role at MAN Truck & Bus SE. The Supervisory Board of MAN Truck & Bus SE resolved to reimburse TRATON SE for 80% of the remuneration expenses by way of intercompany charging.

REMUNERATION GRANTED AND OWED IN FISCAL YEAR 2022

In accordance with section 162 (1) sentence 1 of the AktG, the remuneration report must detail the remuneration granted and owed to each individual member of the Executive Board in the past fiscal year. The terms used are defined as follows:

- The term “granted” means the *“actual receipt of the remuneration component.”*
- The term “owed” covers *“all legal obligations in respect of remuneration components that are due but have not yet been fulfilled.”*

These definitions differ from the terms “benefits granted” and “benefits received” used in the 2020 Remuneration Report. The term “benefits granted” within the meaning of the Code (2017) included all remuneration components, irrespective of the time of actual payment, which had been awarded at least in principle to a member of the Executive Board in the fiscal year and the amount of which could be estimated. The introduction of section 162 of the AktG means it is no longer possible to continue applying the distinction between “granted” and “received” as had previously been the case. The term “granted” used in section 162 of the AktG most closely matches the definition of the term “received” that was previously used.

Table overview

The following tables show the remuneration actually received by the members of the Executive Board in fiscal year 2022. The time of actual payment is not significant. Correspondingly, the remuneration granted in 2022 includes the base salary paid in fiscal year 2022, the fringe benefits, and the profit bonus paid for fiscal year 2022 following approval of the Company’s consolidated financial statements. In fiscal year 2022, the LTI with the 2019–2021 performance period was also paid out and is reported as remuneration granted. As the Company was not in arrears with the payment of remuneration components, the tables do not show any remuneration owed.

The relative portions shown in the tables refer to the remuneration components “granted and owed” in the respective fiscal year in accordance with section 162 (1) sentence 1 of the AktG. They therefore include all benefits actually received by the members of the Executive Board in the respective fiscal year, no matter which fiscal year they were paid for. The relative portions shown here are therefore not comparable with the respective relative portions of the fixed and variable remuneration components in

total remuneration as contained in the description of the remuneration system in accordance with section 87a (1) sentence 2 no. 3 of the AktG. The portions shown in the remuneration system refer to the respective target values granted for the respective fiscal year, irrespective of the time at which the remuneration component in question is paid out.

Pension expense is reported as service cost within the meaning of IAS 19. The service cost in accordance with IAS 19 does not constitute remuneration granted or owed within the meaning of section 162 (1) sentence 1 of the AktG as it is not actually received by the Executive Board member in the reporting period. It also includes other pension benefits such as surviving dependents' benefits and the use of company cars, as well as defined contribution pension plans where these are provided for under foreign legislation.

The maximum remuneration is the maximum remuneration within the meaning of section 87a (1) sentence 2 no. 1 of the AktG in accordance with the remuneration system resolved by the Supervisory Board and approved by the Annual General Meeting.

Moreover, in accordance with the remuneration system resolved by the Supervisory Board on December 16, 2020, and approved by the Annual General Meeting on June 30, 2021, the employment contracts of the members of the Executive Board contain a penalty and clawback provision. TRATON SE did not make use of these regulations in fiscal year 2022.

Further explanations about the individual tables can be found below the tables.

CHRISTIAN LEVIN

Remuneration component		2022	
		€ thousand ¹	in %
Fixed remuneration components			
Base salary	TRATON SE	1,220	54
	Scania CV AB	630	
Fringe benefits	TRATON SE	0	1
	Scania CV AB	34	
Total	TRATON SE	1,220	55
	Scania CV AB	664	
	Total	1,884	
Variable remuneration components			
– Profit bonus 2022 (target amount €1,350 thousand per annum)	TRATON SE	572	31
	Scania CV AB	500	
– LTI 2019–2021 (performance share plan, three-year term; target amount €650 thousand per annum; minus advance payment ²)	TRATON SE	96	14
	TRATON AB	385	
Sum — remuneration granted and owed	TRATON SE	1,888	100
	Scania CV AB	1,164	
	TRATON AB	385	
	Total	3,437	
Pension expenses	TRATON SE	0	
	Scania CV AB	1,304	
Total remuneration including pension expenses	TRATON SE	1,888	
	Scania CV AB	2,468	
	TRATON AB	385	
	Total	4,740	
Maximum remuneration		Total	5,500
Clawback in accordance with section 162 (1) sentence 2 no. 4 of the AktG			0

1 Contractually agreed exchange rate: SEK 10.30 = €1

2 Mr. Levin received an advance payment on the LTI 2019–2021 of €99 thousand (TRATON SE) and €398 thousand (TRATON AB) at the beginning of fiscal year 2020. The advance payment does not represent remuneration granted in fiscal year 2022 and is therefore not shown in the table.

MATHIAS CARLBAUM

Remuneration component		2022	
		€ thousand	in %
Fixed remuneration components			
Base salary	TRATON SE	150	44
	Navistar	600	
Fringe benefits	TRATON SE	0	22
	Navistar ¹	371	
Total	TRATON SE	150	65
	Navistar	971	
	Total	1,121	
Variable remuneration components			
– Profit bonus (target amount €750 thousand per annum)	TRATON SE	119	35
	Navistar	476	
Sum — remuneration granted and owed	TRATON SE	269	100
	Navistar	1,447	
	Total	1,716	
Pension expenses	TRATON SE	0	
	Navistar	446	
Total remuneration including pension expenses	TRATON SE	269	
	Navistar	1,893	
	Total	2,162	
Maximum remuneration		Total	4,000
Clawback in accordance with section 162 (1) sentence 2 no. 4 of the AktG			0

1 The fringe benefits also include benefits due to Mr. Carlbaum's secondment to Navistar.

ANTONIO ROBERTO CORTES

Remuneration component		2022	
		€ thousand ¹	in %
Fixed remuneration components			
Base salary	TRATON SE	124	55
	Volkswagen Truck & Bus	496	
Fringe benefits	TRATON SE	0	4
	Volkswagen Truck & Bus	40	
Total	TRATON SE	124	58
	Volkswagen Truck & Bus	536	
	Total	660	
Variable remuneration components			
- Profit bonus (target amount €310 thousand per annum)	TRATON SE	49	22
	Volkswagen Truck & Bus	197	
- LTI 2019–2021 (performance share plan, three-year term; target amount €310 thousand per annum; minus advance payment ²)	TRATON SE	46	20
	Volkswagen Truck & Bus	183	
Sum — remuneration granted and owed	TRATON SE	219	100
	Volkswagen Truck & Bus	917	
	Total	1,136	
Pension expenses	TRATON SE	0	
	Volkswagen Truck & Bus	290	
Total remuneration including pension expenses	TRATON SE	219	
	Volkswagen Truck & Bus	1,207	
	Total	1,426	
Maximum remuneration	Total	1,750	
Clawback in accordance with section 162 (1) sentence 2 no. 4 of the AktG		0	

1 Contractually agreed exchange rate: BRL 6.36 = €1

2 Mr. Cortes received an advance payment on the LTI 2019–2021 of €47 thousand (TRATON SE) and €190 thousand (Volkswagen Truck & Bus) at the beginning of fiscal year 2020. The advance payment does not represent remuneration granted in fiscal year 2022 and is therefore not shown in the table.

ANNETTE DANIELSKI

Remuneration component		2022	
		€ thousand	in %
Fixed remuneration components			
Base salary		700	54
Fringe benefits		49	4
Total		749	57
Variable remuneration components			
- Profit bonus (target amount €700 thousand per annum)		556	43
Sum — remuneration granted and owed		1,305	100
Pension expenses		182	
Total remuneration including pension expenses		1,487	
Maximum remuneration		3,700	
Clawback in accordance with section 162 (1) sentence 2 no. 4 of the AktG		0	

BERND OSTERLOH

Remuneration component	2022	
	€ thousand	in %
Fixed remuneration components		
Base salary	700	51
Fringe benefits	113	8
Total	813	59
Variable remuneration components		
– Profit bonus (target amount €700 thousand per annum)	556	41
Sum — remuneration granted and owed	1,369	100
Pension expenses	287	
Total remuneration including pension expenses	1,656	
Maximum remuneration	3,700	
Clawback in accordance with section 162 (1) sentence 2 no. 4 of the AktG	0	

ALEXANDER VLASKAMP

Remuneration component	2022	
	€ thousand	in %
Fixed remuneration components		
Base salary	688	52
Fringe benefits	87	7
Total	775	58
Variable remuneration components		
– Profit bonus (target amount €700 thousand per annum)	556	42
Sum — remuneration granted and owed	1,331	100
Pension expenses	385	
Total remuneration including pension expenses	1,716	
Maximum remuneration	3,700	
Clawback in accordance with section 162 (1) sentence 2 no. 4 of the AktG	0	

Explanation

Additional contractual agreements with the members of the Executive Board

Mr. Vlaskamp will be reimbursed for the costs of accommodation at his regular place of work and for weekly family trips home for a period of 18 months following his appointment. The Company is also assuming any relocation, moving, and real estate agent costs incurred as well as the costs of a tax advisor. Out of solidarity with the employees of MAN Truck & Bus SE, who were on short-time work, Mr. Vlaskamp, like all the Executive Board members of MAN Truck & Bus SE, waived 10% of his fixed salary in the months of April and May 2022.

A contractual arrangement with **Mr. Cortes** specifies the payment of an amount to compensate for the higher tax burden in Germany.

For the duration of their appointments, **Ms. Danielski** and **Mr. Osterloh** will be reimbursed for the costs of accommodation at their regular places of work and for weekly family trips home. TRATON SE also committed to reimbursing Mr. Osterloh for the costs of acquiring a class C/CE driver's license, including related follow-up costs.

These benefits for members of the Executive Board are reported in the amounts included for fringe benefits.

PERFORMANCE CRITERIA FOR VARIABLE REMUNERATION

Bonus performance criteria

Financial subtargets

The following overviews show the values defined by the Supervisory Board for the threshold, target, and maximum values for the financial subtargets, namely operating return on sales and return on investment for fiscal year 2022, and the actual values or target achievement in percent.

	2022
Operating return on sales	
Maximum value	10.8%
100% target level	6.0%
Threshold value	4.0%
Actual	4.6%
Target achievement (in %)	66.2%
Return on investment	
Maximum value	13.8%
100% target level	7.7%
Threshold value	3.8%
Actual	7.7%
Target achievement (in %)	101.0%
Overall target achievement	83.6%

The indicator relevant for calculating operating return on sales and return on capital employed is operating result in the TRATON Operations business area, including Corporate Items. Normally, operating result is used for this purpose without adjustments. However, the Supervisory Board has made use of the option provided for in the remuneration system in accordance with recommendation G.11 of the Code by taking account of extraordinary developments in determining target achievement. The Supervisory Board set the financial subtargets for the bonus for fiscal year 2022 in December 2021. It could not have been foreseen at that point that war would break out in Ukraine, which would also have a severe impact on TRATON's business activities. Against this backdrop, the Supervisory Board decided, for the calculation of operating return on sales and return on investment, to adjust operating result in the TRATON Operations business area (including Corporate Items) for charges incurred directly in connection with the war in Ukraine. These charges comprise mainly impairment losses on property, plant, and equipment, on inventories, on receivables, and on other assets, and other expenses in connection with the sale of the Russian distribution companies of Scania Vehicles & Services and MAN Truck & Bus. After adjustments of €253 million, operating result in the TRATON Operations business area (including Corporate Items) therefore amounted to €1,836 million. The actual figure shown in the table above is therefore 0.6 percentage points higher than the unadjusted figure for operating return on sales and 1.0 percentage points higher for return on investment. This means that target achievement is 66.2% rather than 50.1% for the financial subtarget of operating return on sales and 101.0% rather than 87.1% for the return on investment subtarget.

ESG targets

The following overview shows the values defined by the Supervisory Board for the minimum, target, and maximum values for the Environmental subtarget and the Social subtarget for fiscal year 2022, and the actual value or target achievement in percent in fiscal year 2022.

The Environmental subtarget is based on the decarbonization target. This is based on the ratio of the number of battery electric vehicles and fuel cell electric vehicles sold to the total number of vehicles sold, excluding the MAN TGE model. For fiscal year 2022, this excludes vehicle sales by Navistar for a transitional period. The minimum, target, and maximum values for the Environmental subtarget are defined by the Supervisory Board for each fiscal year and are based in particular on the business plan to achieve a consistently high proportion of battery electric and fuel cell electric vehicles.

The Social subtarget is based on the opinion index. The opinion index reflects the results of the Stimmungsbarometer employee survey in the TRATON GROUP, which regularly surveys employee satisfaction in the companies of the TRATON GROUP and also includes questions about characteristics of the corporate culture. The minimum, target, and maximum values for the Social subtarget are defined by the Supervisory Board for each fiscal year and are based in particular on the results of previous years and on current developments.

ENVIRONMENTAL (DECARBONIZATION TARGET)

in %	2022
Maximum value	1.46
100% target level	0.97
Minimum value	0.49
Actual	0.39
Subtarget achievement	0.70

SOCIAL (OPINION INDEX)

Points	2022
Maximum value	79
100% target level	75
Minimum value	71
Actual	77.8
Subtarget achievement	1.2

For fiscal year 2022, the Supervisory Board defined a normal value of 1.0 for the Governance factor, taking account of and assessing the performance of the Executive Board as a whole and the performance of the current individual members of the Executive Board. To determine the Governance factor, the Supervisory Board assesses the collective performance of the Executive Board in the first step. In the second step, the Supervisory Board assesses the performance of each individual Executive Board member in terms of integrity and compliance. The Supervisory Board can increase the Governance factor to 1.1 or reduce it to 0.9 on the basis of the collective and individual assessment. If there are no special circumstances in a fiscal year, the Governance factor is 1.0 (normal value).

LTI performance criteria

LTI introductory phase

For members of the Executive Board who were already in office as of January 17, 2019, and in respect of the remuneration components, the remuneration system for the Executive Board generally makes a distinction between months and fiscal years beginning up to and including the month and fiscal year of TRATON SE's IPO in June 2019 (pre-IPO phase) and the months and fiscal years beginning after the month and fiscal year of TRATON SE's IPO (post-IPO phase). For this reason, the employment contracts of Mr. Drees, Professor Intra, Mr. Levin, and Mr. Schulz distinguish between the pre-IPO phase and the post-IPO phase in respect of the target amount for the performance share plan. For performance shares issued up to and including the fiscal year of TRATON SE's IPO, the LTI is based on the performance of Volkswagen AG (fiscal year 2019). For performance shares issued after that date, the LTI is based solely on the performance of TRATON SE (from fiscal year 2020).

In the introductory phase of the performance share plan, those members of the Executive Board who were members of the Executive Board as of January 17, 2019, received advance payments of 80% of their target amount for the first two tranches (2019–2021 tranche and 2020–2022 tranche) of the performance share plan. This affected Mr. Cortes, Mr. Drees, Professor Intra, Mr. Levin, and Mr. Schulz. Mr. Henriksson only received an advance payment for the 2019–2021 tranche. The two advances were each paid after the first year of the performance period. These amounts are offset against the actual achievement of targets at the end of the relevant three-year performance period. The advances on the 2019–2021 tranche were paid out at the start of fiscal year 2020 and reported as remuneration received in the 2019 Remuneration Report. These advances were deducted when calculating the payment amounts from the 2019–2021 tranche. The payment amounts for the 2019–2021 tranche reported as remuneration granted for fiscal year 2022 therefore show the amounts reduced by the advance and thus correspond to the amount actually paid out to the Executive Board members.

EPS target values

The following overviews show the minimum, target, and maximum values defined by the Supervisory Board at the beginning of the relevant 2019–2021, 2020–2022, 2021–2023, 2021–2024, 2022–2024, and 2022–2025 performance periods, and the actual values and target percentage achievement already achieved for individual years in the assessment period. The performance share plans for the 2020–2022, 2021–2023, 2021–2024, 2022–2024, and 2022–2025 performance periods were not yet due and were not paid out in fiscal year 2022; they therefore do not represent remuneration granted or owed in fiscal year 2022.

The performance share plan due for payment in fiscal year 2022 for the 2019–2021 performance period is based on the target achievement of the EPS of Volkswagen preferred shares.

2019–2021 PERFORMANCE PERIOD EPS VOLKSWAGEN PREFERRED SHARES (PRE-IPO)

€	2021	2020	2019
Maximum value	30.00	30.00	30.00
100% target level	20.00	20.00	20.00
Minimum value	10.00	10.00	10.00
Actual	29.60	16.66	26.66
Target achievement (in %)	148.0	83	133.3

2020–2022 PERFORMANCE PERIOD EPS TRATON SHARES (POST-IPO)

€	2022	2021	2020
Maximum value	4.32	4.32	4.32
100% target level	2.90	2.90	2.90
Minimum value	1.95	1.95	1.95
Actual	2.28	0.91	-0.20
Target achievement (in %)	67.37	-	-

2021–2023 PERFORMANCE PERIOD EPS TRATON SHARES

€	2022	2021
Maximum value	4.32	4.32
100% target level	2.90	2.90
Minimum value	1.95	1.95
Actual	2.28	0.91
Target achievement (in %)	67.37	-

2021–2024 PERFORMANCE PERIOD EPS TRATON SHARES

€	2022	2021
Maximum value	4.32	4.32
100% target level	2.90	2.90
Minimum value	1.95	1.95
Actual	2.28	0.91
Target achievement (in %)	67.37	-

**2022–2024 PERFORMANCE PERIOD
EPS TRATON SHARES**

€	2022
Maximum value	4.32
100% target level	2.90
Minimum value	1.95
Actual	2.28
Target achievement (in %)	67.37

**2022–2025 PERFORMANCE PERIOD
EPS TRATON SHARES**

€	2022
Maximum value	4.32
100% target level	2.90
Minimum value	1.95
Actual	2.28
Target achievement (in %)	67.37

Reference prices/dividend equivalent for the performance period

The initial reference price, closing reference price, and dividend equivalent for the 2019–2021 performance period are shown in the following overview. The prices for Volkswagen preferred shares apply to the 2019–2021 performance share plan.

€	2019–2021
Initial reference price	147.08
Closing reference price ¹	175.75
Dividend equivalent	
2019	4.86
2020	4.86
2021	4.86

The reference prices and dividend equivalents for the performance periods of the performance share plans not yet due and not yet paid out in fiscal year 2022 are shown in the following overview. The reference prices for these performance share plans are the prices of TRATON shares.

€	2022–2025	2022–2024	2021–2024	2021–2023	2020–2022
Initial reference price	21.70	21.70	22.40	22.40	24.58
Closing reference price ¹			–	–	14.69
Dividend equivalent					1.75
2020			–	–	1.00
2021			0.25	0.25	0.25
2022	0.50	0.50	0.50	0.50	0.50

¹ Determined at the end of the performance period

ALIGNMENT WITH THE REMUNERATION SYSTEM

The remuneration granted and owed to the members of the Executive Board in fiscal year 2021 complies with the requirements of the Executive Board remuneration system. There was no deviation from the valid remuneration system in fiscal year 2021. The bonus payouts and the advance payments on the performance share plan for the 2020–2022 performance period were not reduced because the caps of 180% on the bonus target amount and 200% on the target amount for the performance share plan were not exceeded. Overall, the remuneration granted and owed to the members of the Executive Board in fiscal year 2021 did not exceed the maximum remuneration prescribed by the remuneration system.

BENEFITS AND DEFINED BENEFITS IN CONNECTION WITH TERMINATION

Benefits and defined benefits granted to members of the Executive Board in the event of early termination

The Executive Board remuneration system and employment contracts of the members of the Executive Board prescribe termination periods and severance payments in the event of revocation of the appointment of a member of the Executive Board and the mutual termination of the Executive Board function. If an appointment is revoked without cause within the meaning of section 626 of the *Bürgerliches Gesetzbuch* (BGB — German Civil Code), the employment contract will generally end after a period of 12 months. Other than in cases of cause justifying extraordinary termination of the employment contract by the Company, members of the Executive Board receive a severance payment in the amount of their gross remuneration for the remaining period of the employment contract, capped at two times the annual gross income. As a rule, the annual gross income used as the basis for calculating the severance payment consists of the fixed remuneration paid in the previous year plus the variable remuneration components defined for the previous year.

The severance payment is paid in twelve equal monthly gross installments from the end of the employment contract. Contractual remuneration paid by the Company for the time between termination of the appointment and the end of the employment contract is offset against the severance payment. If a member of the Executive Board takes up a new position after termination of the appointment, the severance payment will be reduced by the income from the new position. If a post-contractual restraint on competition has been agreed, the severance payment will be offset against the waiting allowance. No severance payment will be made if the member of the Executive Board continues to work for the Company or for another Volkswagen Group company in the context of an employment contract.

The members of the Executive Board are also generally entitled to retirement, disability, and surviving dependents' benefits in the event of early termination of their appointment without having entered retirement (cf. the following section for further information), although the minimum plan assets will only be maintained as ratably reduced plan assets pursuant to sections 2 (1) and 2a (1) of the *Gesetz zur Verbesserung der betrieblichen Altersversorgung* (BetrAVG — German Occupational Pensions Act). Pursuant to section 2a (2) item 2a) of the BetrAVG, the maintained portion of the minimum plan assets is adjusted by 1% per annum from the Board member's departure from the Company until the benefits fall due.

Defined benefits granted to members of the Executive Board in the event of regular termination of their role

TRATON SE generally grants retirement, disability, and surviving dependents' benefits to the members of the Executive Board. As a rule, the agreed retirement benefits are paid when the Executive Board member reaches the age of 65. However, Executive Board members who are also members of the Executive Board of a foreign subsidiary of TRATON SE do not receive retirement benefits from TRATON SE but from the respective foreign subsidiary. TRATON SE manages the occupational pension plans for Executive Board members Ms. Danielski, Mr. Osterloh, and Mr. Vlaskamp. The occupational pension plans for the other members of the Executive Board are maintained by Scania CV AB (Mr. Carlbaum and Mr. Levin), TRATON AB (Mr. Levin), and Volkswagen Truck & Bus (Mr. Cortes).

Entitlements to such benefits granted by TRATON SE are accumulated under a defined contribution system, the Capital Account Plan, with the value of benefits dependent upon the performance of certain fund indices. TRATON SE pays an annual contribution of 40% of the contractually agreed fixed remuneration in the calendar year. Executive Board members may elect to make contributions themselves out of their gross salary.

Contributions and interest are held in individual capital accounts. The performance of the capital account is directly linked to the capital markets and is determined by a basket of indices and other suitable parameters. The risk of the investments is gradually reduced as the beneficiaries get older (life cycle concept).

At retirement, the beneficiary may elect to receive the balance of the capital account, or at a minimum the total amount of the contributions, as a lump-sum payment, in installments, or as an annuity at an insurance rate valid as of the date of retirement.

In the event of disability or death, the beneficiary is paid the accumulated account balance, or a minimum of €2,000 thousand.

The following overview shows the individual pension entitlements of the members of the Executive Board and their cash value as of December 31, 2022, as well as the associated amount expensed or provided for for post-employment benefits in fiscal year 2022, if applicable considering the special features of the applicable foreign legislation in each case. The measurement of post-employment benefits also includes other pension benefits such as surviving dependents' benefits and the use of company cars, as well as defined contribution plans provided for by foreign legislation where expense is incurred in the year under review.

€ thousand	Cash value	Expense/provisions in fiscal year 2022
Christian Levin (Scania CV AB)	454	1,304
Mathias Carlbaum (Scania CV AB)	210	446
Antonio Roberto Cortes (Volkswagen Truck & Bus)	0	290
Annette Danielski (TRATON SE)	572	182
Bernd Osterloh (TRATON SE)	463	287
Alexander Vlaskamp (TRATON SE)	307	385

In the event of the regular termination of their function, the members of the Executive Board who previously had a company car provided to them by TRATON SE may be able to continue using their company car under certain circumstances. These include the respective Executive Board member having held the function for a total of at least ten years, or having worked for the Company for a total of at least 15 years, or the Supervisory Board considering the provision of a company car in retirement to be appropriate and in the Company's interest.

On account of Mr. Osterloh's long service with the Volkswagen Group, it was agreed in his employment contract that the minimum term of office that is the condition for the use of a company car in retirement should be considered to have been fulfilled when he retires at the end of his term of office.

No changes were made to the commitments explained in this section in fiscal year 2022.

Benefits and defined benefits to members of the Executive Board who stepped down in fiscal year 2022

No Executive Board member stepped down in fiscal year 2022.

NO CLAWBACK IN FISCAL YEAR 2022

There was no clawback of variable remuneration components from individual Executive Board members by TRATON SE in fiscal year 2022. None of the circumstances justifying a clawback existed.

REMUNERATION OF FORMER EXECUTIVE BOARD MEMBERS

In accordance with section 162 (1) sentence 1 of the AktG, the remuneration report must also detail the remuneration granted and owed to former members of the Executive Board.

Remuneration granted and owed in fiscal year 2022 (individual)

In accordance with section 162 (5) sentence 2 of the AktG, the obligation to report individually on the remuneration granted and owed to former members of the Executive Board extends to the remuneration granted and owed until the end of ten years after the fiscal year in which the former Executive Board member ended their role as a member of the Executive or Supervisory Board of TRATON SE.

Table overview

The following tables show the individual remuneration granted and owed in fiscal year 2022 to former members of the Executive Board who stepped down after fiscal year 2012. The profit bonuses for fiscal year 2022 paid out at the start of 2023 as well as the performance share plan with the 2019–2021 tranche paid out in fiscal year 2022 are included in the remuneration granted in fiscal year 2022 for both active and former members of the Executive Board.

JOACHIM DREES

Member of the Executive Board of TRATON SE; CEO of MAN SE and MAN Truck & Bus SE Left July 15, 2020	2022	
	€ thousand	in %
Pension payments	0	0
Base salary	700	39
Fringe benefits	60	3
Profit bonus	556	31
LTI 2019–2021 (performance share plan, three-year term; target amount €650 thousand per annum; minus advance payment ¹)	481	27
Severance payments	0	0
Sum — remuneration granted and owed	1,796	100
Pension expense	0	–

¹ Mr. Drees received an advance payment on the LTI 2019–2021 of €497 thousand at the beginning of fiscal year 2020. The advance payment does not represent remuneration granted in fiscal year 2022 and is therefore not shown in the table.

MATTHIAS GRÜNDLER

Chief Executive Officer of TRATON SE Left September 30, 2021	2022	
	€ thousand	in %
Pension payments	0	0
Base salary	1,350	55
Fringe benefits	29	1
Profit bonus	1,072	44
Severance payments	0	0
Sum — remuneration granted and owed	2,450	100
Pension expense	0	–

PROFESSOR CARSTEN INTRA

Member of the Executive Board & <i>Arbeitsdirektor</i> of TRATON SE; Chief Human Resources Officer & <i>Arbeitsdirektor</i> of MAN SE and MAN Truck & Bus SE Left July 15, 2020	2022	
	€ thousand	in %
Pension payments	0	0
Base salary	0	0
Fringe benefits	0	0
Profit bonus	0	0
LTI 2019–2021 (performance share plan, three-year term; target amount €650 thousand per annum; minus advance payment ¹)	481	100
Severance payments	0	0
Sum — remuneration granted and owed	481	100
Pension expense	0	–

¹ Professor Intra received an advance payment on the LTI 2019–2021 of €497 thousand at the beginning of fiscal year 2020. The advance payment does not represent remuneration granted in fiscal year 2022 and is therefore not shown in the table.

CHRISTIAN SCHULZ

Member of the Executive Board of TRATON SE, CFO Left September 30, 2021	2022	
	€ thousand	in %
Pension payments	0	0
Base salary	700	39
Fringe benefits	36	2
Profit bonus	556	31
LTI 2019–2021 (performance share plan, three-year term; target amount €650 thousand per annum; minus advance payment ¹)	481	27
Severance payments	0	0
Sum — remuneration granted and owed	1,773	100
Pension expense	0	–

¹ Mr. Schulz received an advance payment on the LTI 2019–2021 of €497 thousand at the beginning of fiscal year 2020. The advance payment does not represent remuneration granted in fiscal year 2022 and is therefore not shown in the table.

DR. ING. H.C. TOSTMANN

Member of the Executive Board of TRATON SE; CEO of MAN SE ¹ and MAN Truck & Bus SE Left November 24, 2021	2022	
	€ thousand	in %
Pension payments	0	0
Base salary	700	53
Fringe benefits	67	5
Profit bonus	556	42
Severance payments	0	0
Sum — remuneration granted and owed	1,323	100
Pension expense	0	–

¹ Until August 31, 2021 (merger between MAN SE and TRATON SE)

HENRIK HENRIKSSON

Member of the Executive Board of TRATON SE; CEO of Scania CV AB and Scania AB Left April 30, 2021	2022		
	€ thousand	in %	
Pension payments	0	0	
Base salary	0	0	
Fringe benefits	0	0	
Profit bonus	0	0	
LTI 2019–2021 (performance share plan, three-year term; target amount €996 thousand per annum; minus advance payment ¹)	TRATON SE	147	100
	Scania CV AB	590	
Severance payments			
Sum — remuneration granted and owed	TRATON SE	147	100
	Scania CV AB	590	
	Total	737	
Pension expense		36	–

¹ Mr. Henriksson received an advance payment on the LTI 2019–2021 of €152 thousand (TRATON SE) and €609 thousand (Scania CV AB) at the beginning of fiscal year 2020. The advance payment does not represent remuneration granted in fiscal year 2022 and is therefore not shown in the table.

Explanation

In addition to his activity as a member of the Executive Board of TRATON SE, Mr. Drees was a member of the Executive Boards of MAN SE and MAN Truck & Bus SE until his departure effective the end of July 15, 2020. The employment contract between Mr. Drees and TRATON SE will continue until its planned end on January 17, 2024. The Supervisory Board of MAN Truck & Bus SE has resolved that MAN Truck & Bus SE will continue to reimburse TRATON SE for 80% of the expenses for Mr. Drees's remuneration until the regular end of his original appointment as a member of the Executive Board of MAN Truck & Bus SE, i.e., until March 31, 2023.

Professor Intra was a member of the Executive Board of TRATON SE until the end of July 15, 2020. Until this time, Professor Intra was also a member of the Executive Boards of MAN SE and MAN Truck & Bus SE. His employment contracts with TRATON SE and MAN Truck & Bus SE ended when he stepped down from his Executive Board positions. At no time was there an employment contract with MAN SE. In the fiscal year under review, Professor Intra received a payout from the 2019–2021 performance share plan from TRATON SE. The Supervisory Board of MAN Truck & Bus SE has resolved that MAN Truck & Bus SE will reimburse TRATON SE for 20% of the expenses for Professor Intra.

Mr. Henriksson was appointed as a member of the Executive Board of TRATON SE and as President and Chief Executive Officer of Scania CV AB and Scania AB until the end of April 30, 2021. Mr. Henriksson still has rights to payments under the performance share plans that he acquired during his term of office.

Mr. Schulz left the Executive Board of TRATON SE effective the end of September 30, 2021. He was originally appointed as a member of the Executive Board until January 17, 2024. The employment contract between Mr. Schulz and TRATON SE continued until December 31, 2022.

Mr. Gründler was also a member of the Executive Board of TRATON SE until the end of September 30, 2021, and was appointed Chairman of the Executive Board. Mr. Gründler's employment contract with TRATON SE runs until the end of its regular termination effective the end of July 15, 2023.

Dr. Ing. h.c. Tostmann was appointed as a member of the Executive Board of TRATON SE until November 24, 2021, as Chairman of the Executive Board of MAN SE until August 31, 2021, and as Chairman of the Executive Board of MAN Truck & Bus SE until November 24, 2021. Dr. Ing. h.c. Tostmann's employment contract with TRATON SE runs until the end of its regular termination effective the end of July 15, 2023. The Supervisory Board of MAN Truck & Bus SE has resolved that MAN Truck & Bus SE will reimburse TRATON SE for 80% of the expenses for Dr. Ing. h.c. Tostmann.

Comparative presentation

The following table shows a year-on-year comparison of the percentage change in remuneration for the members of the Executive Board with the earnings performance of TRATON SE and with the average remuneration for employees on FTE basis.

Earnings performance is calculated using the following earnings-related indicators of TRATON SE and the TRATON GROUP, which are published in TRATON SE's annual reports: the earnings after tax of TRATON SE in accordance with German GAAP and the TRATON GROUP's operating return on sales.

The development of the average remuneration of employees is shown on the basis of two indicators. First, the average remuneration of employees is calculated by adjusting TRATON SE's personnel expenses as reported in the single-entity financial statements of TRATON SE to exclude the remuneration of the Group's Executive Board members. The adjusted personnel expenses are divided by the number of TRATON SE employees (284.2 employees) on FTE basis as of December 31, 2022, excluding the members of the Group's Executive Board (employees of TRATON SE). Second, the personnel expenses of the TRATON GROUP, as reported in the notes to the consolidated financial statements, adjusted to exclude the remuneration of the Group's Executive Board members, are divided by the number of employees of the TRATON GROUP (total headcount of 104,032 in accordance with internal reporting, including performance-related wage earners, salaried staff, and vocational trainees) (employees of the TRATON GROUP).

Annual change in %	2022 compared with 2021 ²	2021 compared with 2020 ²
Executive Board remuneration¹		
Carlbaum, Mathias ³	431.3%	–
Cortes, Antonio Roberto	27.3%	–10.6%
Danielski, Annette ³	597.2%	–
Drees, Joachim	19.5%	3.8%
Gründler, Matthias	68.8%	69.0%
Henriksson, Henrik	176.3%	–85.0%
Intra, Professor Carsten	19.4%	–59.5%
Levin, Christian	96.1%	25.1%
Osterloh, Bernd ³	152.2%	–
Schulz, Christian	16.2%	6.1%
Tostmann, Dr. Andreas	–22.5%	96.9%
Vlaskamp, Alexander ³	1,542.7%	–
Earnings performance		
Earnings after tax of TRATON SE in accordance with German GAAP ⁴	–	–
Operating return on sales of the TRATON GROUP	+2.6 pp	0.9 pp
Development of employee remuneration⁵		
Employees of TRATON SE	–7.0%	7.5%
Employees of the TRATON GROUP	0.5%	1.1%

1 Remuneration granted and owed within the meaning of section 162 (1) sentence 1 of the AktG

2 In accordance with the transitional provision of section 26j (2) sentence 2 of the EGAktG, only the average remuneration for the period from fiscal year 2020 and not the average remuneration for the past five fiscal years must be included in the comparison until the end of fiscal year 2025.

3 Only joined in fiscal year 2021 or 2022

4 Percentage change in earnings after tax of TRATON SE in accordance with German GAAP cannot be presented because there were negative earnings from fiscal year 2020 through fiscal year 2022.

5 Personnel expenses additionally adjusted for exceptional project profit sharing by selected managers in 2021

Peer group

The remuneration amount, the maximum remuneration, and the targets agreed individually are regularly reviewed by the Supervisory Board and adjusted if necessary. As part of this process, the Supervisory Board carries out a vertical comparison with the remuneration and employment conditions of the Company's employees and a horizontal comparison with the remuneration and employment conditions of executive board members of other companies. In order to assess how customary the total remuneration of specific Executive Board members is compared to other companies, the Supervisory Board uses a peer group comparison method. This peer group is reviewed and adjusted on a regular basis, most recently in December 2022. The peer group currently comprises the following companies: Caterpillar Inc., Continental AG, Cummins Inc., Daimler Truck AG, Deere & Company, Henkel AG & Co. KGaA, Komatsu Kabushiki kaisha, Magna International Inc., Mitsubishi Motors Corporation, Paccar Inc., Schaeffler AG, Tata Motors Ltd., Thyssenkrupp AG, Volvo AB.

REMUNERATION OF THE MEMBERS OF THE SUPERVISORY BOARD

Principles of Supervisory Board remuneration

The remuneration of the members of the Supervisory Board is regulated in Article 16 of the Articles of Association of TRATON SE. According to section 113 (3) of the AktG, which has been amended on the basis of the ARUG II, the annual general meeting of a listed company must resolve on the remuneration of its supervisory board members at least every four years. It is permissible to confirm the existing remuneration. Moreover, information must be provided about the remuneration system for supervisory board members. In preparing the resolution for the Annual General Meeting, the Executive Board and Supervisory Board review whether the remuneration, especially its amount and structure, is still in the interest of TRATON SE and whether it is commensurate with the tasks performed by the members of the Supervisory Board and with the position of TRATON SE. In the Annual General Meeting on June 30, 2021, the Supervisory Board and Executive Board presented the existing remuneration

for members of the Supervisory Board for confirmation and the remuneration system for a resolution to be adopted. The remuneration was confirmed and the remuneration system approved by 99.99% of the votes cast in the Annual General Meeting on June 30, 2021.

Overview of the remuneration

Remuneration components

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

The annual fixed remuneration is €225 thousand for the Chairman of the Supervisory Board, €150 thousand for the Deputy Chairman of the Supervisory Board, and €75 thousand for each further member of the Supervisory Board.

For their work on committees, the members of the Supervisory Board receive additional annual fixed remuneration per committee provided the committee has met at least once per year for the performance of its duties. The annual fixed remuneration is €80 thousand for the chair of a committee, €60 thousand for the deputy chair of a committee, and €40 thousand for each further member of a committee. No remuneration will be paid for membership of the Nomination Committee or the Mediation Committee within the meaning of section 27 (3) of the *Mitbestimmungsgesetz* (MitBestG — German Codetermination Act), should such a committee be established in the future. If a member of the Supervisory Board is a member of several committees, remuneration will be paid only for the two committee functions with the highest fixed annual remuneration. The remuneration of the members of the Supervisory Board thus also complies with recommendation G.17 of the German Corporate Governance Code, which specifies that appropriate consideration be given to the greater investment of time required from the Chairman and Deputy Chairman of the Supervisory Board as well as from the chairs and members of the committees.

The Supervisory Board members each receive an attendance fee of €1 thousand for attending a meeting of the Supervisory Board or of a committee. The attendance fee is paid only once, even if several meetings are held in one day.

The fixed annual remuneration becomes due after the end of the Annual General Meeting that accepts or decides to approve the consolidated financial statements for the fiscal year for which the remuneration is paid. The fixed annual remuneration will be reduced pro rata temporis if a member of the Supervisory Board or of a committee is not a member for the full fiscal year or does not hold the office of Chairman or Deputy Chairman of the Supervisory Board or chair or deputy chair of the committee for the full fiscal year. TRATON SE will reimburse any value-added tax that may be payable on the remuneration and expenses of Supervisory Board members.

TRATON SE will also ensure that liability insurance with a deductible is taken out for the members of the Supervisory Board.

Former members of the Supervisory Board of TRATON SE do not receive any further remuneration for the period following the termination of office.

How the remuneration contributes to promoting the long-term development of TRATON SE

The remuneration of the members of the Supervisory Board considers both the nature and extent of what is required of a member of the Supervisory Board of TRATON SE, especially the associated investment of time and the associated responsibility. The remuneration is in line with standard market practice in terms of its structure, and the amount is commensurate with the tasks of the members of the Supervisory Board and with the position of TRATON SE, also in comparison with the remuneration of the members of the supervisory boards of other listed companies of a similar size in Germany.

The remuneration makes it possible to attract suitable and qualified candidates as Supervisory Board members. Therefore, the remuneration of the members of the Supervisory Board contributes to enabling the Supervisory Board as a whole to exercise its governance role and advise the Executive Board appropriately and competently. The restriction to just one fixed remuneration is also in line with these Supervisory Board tasks. It is an incentive to the members of the Supervisory Board to ask appropriate questions when exercising their governance role and advising the Executive Board, without primarily focusing on the development of operational performance indicators. Together with the Executive Board, the Supervisory Board thus promotes the business strategy and long-term development of TRATON SE. Moreover, the restriction to just one fixed remuneration is in line with suggestion G.18 sentence 1 of the German Corporate Governance Code.

REMUNERATION OF SUPERVISORY BOARD MEMBERS IN FISCAL YEAR 2022

Remuneration granted and owed to the Supervisory Board members in office in fiscal year 2022

The following table shows the members of the Supervisory Board of TRATON SE in office in fiscal year 2022 and the remuneration granted and owed to the individual members of the Supervisory Board in fiscal year 2022. Remuneration “granted and owed” has the same meaning as described for members of the Executive Board. The remuneration shown in the table therefore represents the amounts actually received in fiscal year 2022, i.e., the remuneration paid to the members of the Supervisory Board for their roles on the Supervisory Board in fiscal year 2022, even if the remuneration is not owed until the year following the end of the Annual General Meeting.

	Fixed remuneration		Work in the committees		Attendance fees		Total	Remuneration from other Group appointments
	2022		2022		2022		2022	2022
	€ thousand	in %	€ thousand	in %	€ thousand	in %	€ thousand	€ thousand
Pötsch, Hans Dieter	225	72	80	26	7	2	312	-
Lyngsie, Michael ^{2,3}	-	-	-	-	-	-	-	-
Bechstädt, Torsten ¹	75	51	60	41	11	8	146	-
Carlquist, Mari ^{2,3}	-	-	-	-	-	-	-	-
Cavallo, Daniela ¹	75	63	40	33	5	4	120	-
Döss, Dr. Manfred ²	-	-	-	-	-	-	-	-
Kerner, Jürgen ¹	75	61	40	33	7	6	122	21
Kilian, Gunnar ²	-	-	-	-	-	-	-	-
Kirchmann, Dr. Albert X.	75	91	-	-	7	9	82	21
Kuhn-Piëch, Dr. Julia	75	60	40	32	10	8	125	67
Lorentzon, Lisa ^{2,3}	-	-	-	-	-	-	-	-
Luthin, Bo ^{2,3}	-	-	-	-	-	-	-	-
Macpherson, Nina	75	60	40	32	9	7	124	67
Porsche, Dr. Dr. Christian	75	62	40	33	6	5	121	67
Schmid, Dr. Wolf-Michael	75	91	-	-	7	9	82	-
Schnur, Karina ¹	75	60	40	32	10	8	125	20
Sedlmaier, Josef ¹	0	0	-	-	-	-	0	-
Wansch, Markus ¹	75	93	-	-	6	7	81	21
Witter, Frank	75	45	80	48	10	6	165	-
Zieger, Steffen ¹	74	94	-	-	6	8	80	23

1 These employee representatives have stated that they will transfer their Supervisory Board remuneration to the Hans Böckler Foundation in accordance with the guidelines issued by the German Confederation of Trade Unions (DGB).

2 Remuneration for fiscal year 2022 was waived in full.

3 In view of the waivers, the Executive Board of TRATON SE decided that it will make a contribution of €507 thousand to “Scania Personalstiftelse 1996” after the 2023 Annual General Meeting.

Comparative presentation

The following table shows a year-on-year comparison of the percentage change in remuneration for the members of the Supervisory Board with the earnings performance of TRATON SE and with the average remuneration for employees on FTE basis.

Earnings performance is calculated using the following earnings-related indicators of TRATON SE and the TRATON GROUP, which are published in TRATON SE's annual reports: the earnings after tax of TRATON SE in accordance with German GAAP and the TRATON GROUP's operating return on sales.

The development of the average remuneration of employees is shown on the basis of two indicators. First, the average remuneration of employees is calculated by adjusting TRATON SE's personnel expenses as reported in the single-entity financial statements of TRATON SE to exclude the remuneration of the Group's Executive Board members. The adjusted personnel expenses are divided by the number of TRATON SE employees on FTE basis as of December 31, 2022, excluding the members of the Group's Executive Board (employees of TRATON SE). Second, the personnel expenses of the TRATON GROUP, as reported in the notes to the consolidated financial statements, adjusted to exclude the remuneration of the Group's Executive Board members, are divided by the number of employees of the TRATON GROUP (headcount) (employees of the TRATON GROUP).

Annual change in %	2022 compared with 2021 ²	2021 compared with 2020 ²
Supervisory Board remuneration¹		
Pötsch, Hans Dieter	0.0%	0.3%
Lyngsie, Michael	0.0%	0.0%
Bechstädt, Torsten	0.7%	-1.4%
Carlquist, Mari	0.0%	0.0%
Cavallo, Daniela ³	73.9%	-
Döss, Dr. Manfred	0.0%	0.0%
Kerner, Jürgen	-10.6%	-18.8%
Kilian, Gunnar	0.0%	0.0%
Kirchmann, Dr. Albert X.	4.0%	15.1%
Kuhn-Piëch, Dr. Julia	27.2%	-16.6%
Lorentzon, Lisa	0.0%	0.0%
Luthin, Bo	0.0%	0.0%
Macpherson, Nina	0.0%	-1.5%
Porsche, Dr. Dr. Christian	25.3%	17.2%
Schmid, Dr. Wolf-Michael	0.0%	-1.2%
Schnur, Karina	-16.2%	-16.0%
Sedlmaier, Josef ³	-	-
Wansch, Markus ³	43.7%	-
Witter, Frank	103.7%	-
Zieger, Steffen	-1.0%	-16.1%
Earnings performance		
Earnings after tax of TRATON SE in accordance with German GAAP ⁴	-	-
Operating return on sales of the TRATON GROUP	+2.6 pp	0.9 pp
Development of employee remuneration⁵		
Employees of TRATON SE	-7.0%	7.5%
Employees of the TRATON GROUP	0.5%	1.1%

1 Remuneration granted and owed within the meaning of section 162 (1) sentence 1 of the AktG

2 In accordance with the transitional provision of section 26j (2) sentence 2 of the EGAktG, only the average remuneration for the period from fiscal year 2020 and not the average remuneration for the past five fiscal years must be included in the comparison until the end of fiscal year 2025.

3 Only joined in fiscal year 2021 or 2022

4 Percentage change in earnings after tax of TRATON SE in accordance with German GAAP cannot be presented because there were negative earnings from fiscal year 2020 through fiscal year 2022.

5 Personnel expenses additionally adjusted for exceptional project profit sharing by selected managers in 2021

Independent auditor's report

To TRATON SE

We have audited the attached remuneration report of TRATON SE, Munich prepared to comply with Sec. 162 AktG ["Aktiengesetz": German Stock Corporation Act] for the fiscal year from 1st January 2022 to 31st December 2022 and the related disclosures.

Responsibilities of the executive directors and the supervisory board

The executive directors and supervisory board of TRATON SE are responsible for the preparation of the remuneration report and the related disclosures in compliance with the requirements of Sec. 162 AktG. In addition, the executive directors and supervisory board are responsible for such internal control as they determine is necessary to enable the preparation of a remuneration report and the related disclosures that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on this remuneration report and the related disclosures based on our audit. We conducted our audit in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer [Institute of Public Auditors in Germany] (IDW). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the remuneration report and the related disclosures are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts in the remuneration report and the related disclosures. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the remuneration report and the related disclosures, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the preparation of the remuneration report and the related disclosures in order to plan and perform audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the accounting policies used and the reasonableness of accounting estimates made by the executive directors and supervisory board, as well as evaluating the overall presentation of the remuneration report and the related disclosures.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, on the basis of the knowledge obtained in the audit, the remuneration report for the fiscal year from 1st January 2022 to 31st December 2022 and the related disclosures comply, in all material respects, with the financial reporting provisions of Sec. 162 AktG.

Other matter – formal audit of the remuneration report

The audit of the content of the remuneration report described in this auditor's report comprises the formal audit of the remuneration report required by Sec. 162 (3) AktG and the issue of a report on this audit. As we are issuing an unqualified opinion on the audit of the content of the remuneration report, this also includes the opinion that the disclosures pursuant to Sec. 162 (1) and (2) AktG are made in the remuneration report in all material respects.

Limitation of liability

The "General Engagement Terms for Wirtschaftsprüfer and Wirtschaftsprüfungsgesellschaften [German Public Auditors and Public Audit Firms]" as issued by the IDW on 1st January 2017, which are attached to this report, are applicable to this engagement and also govern our responsibility and liability to third parties in the context of this engagement.

Munich, February 22, 2023

Ernst & Young GmbH

Wirtschaftsprüfungsgesellschaft

Meyer
Wirtschaftsprüfer
[German Public Auditor]

Hummel
Wirtschaftsprüfer
[German Public Auditor]

Annex to agenda item 7

Ödgård Andersson

Chief Executive Officer Zenseact AB, Gothenburg, Sweden

a) Personal Data

Date of birth: May 1, 1972

Nationality: Swedish and US-American

b) Academic background

Master of Science (M.Sc.)	Chalmers University, Gothenburg, Sweden
Executive Training	Boston University, USA and IMD Lausanne, Switzerland
Executive Program	Stanford, Palo Alto, USA
Executive Program	Singularity University, Santa Clara, USA

c) Professional career

Since November 2020	Chief Executive Officer, Zenseact AB, Gothenburg, Sweden
October 2020–November 2021	Member of the Board, Volvo Cars Tech Fund, Gothenburg, Sweden
May 2019–October 2020	Chief Digital Officer, Volvo Cars Corporation, Gothenburg, Sweden
May 2017–February 2020	Independent Member of Board of Directors, Opus Group AB, Gothenburg, Sweden
2016–2019	Vice President Vehicle Software and Electronics, Volvo Cars Corporation, Gothenburg, Sweden
2011–2016	Vice President, Head of Packet Core R&D, Ericsson and Head of Ericsson Site Gothenburg, Sweden
2000–2011	Management at Ericsson AB in Gothenburg, Sweden and Silicon Valley, USA
1997–2000	Development and project management for radio base stations and early generations of WiFi/WLAN

d) Significant activities in addition to her role as member of the TRATON SE Supervisory Board

- (1) Membership of statutory supervisory bodies
No membership in statutory supervisory bodies
- (2) Membership of comparable supervisory bodies of commercial enterprises in Germany and abroad
Sleep Cycle AB, Independent Member of Board of Directors, Gothenburg, Sweden
- (3) Other activities
Member of the Royal Swedish Academy of Engineering Sciences
Member of the Business Executives Council, Royal Swedish Academy of Engineering Sciences

The Supervisory Board considers Ödgård Andersson to be independent within the meaning of C.6 and C.7 of the German Corporate Governance Code.

Relevant knowledge skills and experience:

- Management or supervisory experience in other medium-sized or large companies
- Experience in areas relevant to the TRATON GROUP, such as mechanical engineering, vehicle manufacturing and information technology
- Knowledge of capital markets
- Expertise in sustainability issues important for the company

Annex to agenda item 9

Report of the Management Board on agenda item 9 on the exclusion of subscription rights when using Authorized Capital 2023 pursuant to section 203 (2) sentence 2 in conjunction with section 186 (4) sentence 2 of the *Aktiengesetz* (AktG — German Stock Corporation Act)

The termination of the current Authorized Capital 2019 and the creation of a new authorized capital (Authorized Capital 2023) are proposed to the Annual General Meeting under agenda item 9.

The current Authorized Capital 2019 was resolved on by the shareholders' meeting on May 22, 2019, for a period of five years. This authorization has not been exercised so far.

Authorized Capital 2019 will expire on May 21, 2024, and thus presumably before the Annual General Meeting taking place in fiscal year 2024. It is to be replaced by a new capital, Authorized Capital 2023, which has a five-year term and is valid until May 31, 2028, provided Authorized Capital 2019 has not yet been utilized at the time when its termination takes effect. The termination of Authorized Capital 2019 will only take effect once Authorized Capital 2019 has been replaced by the new Authorized Capital 2023.

Pursuant to agenda item 9, it is proposed to the Annual General Meeting to terminate Authorized Capital 2019 and create a new authorized capital in the amount of up to EUR 200,000,000 (this corresponds to 40% of the Company's current share capital) through the issuance of up to 200,000,000 new bearer shares with no par value (*Stückaktien*) in return for contributions in cash or in kind (Authorized Capital 2023).

The proposed capital, Authorized Capital 2023, is intended to enable the management of TRATON SE to obtain, to a reasonable extent, any capital that it may require quickly and flexibly over the next five years. Regardless of when the Annual General Meetings take place, the availability of financing instruments is an issue of particular significance since it is not always possible to determine when the funds may be required by ahead of time. Additionally, when competing with other companies, transactions can often only succeed if the financing instruments that have been guaranteed are already available at the start of negotiations. Corresponding legislation has taken this requirement into account and allows stock corporations in Germany to authorize their management to increase the company's share capital without an additional resolution of the annual general meeting, with this authorization having a fixed term and a fixed amount.

Shareholders are generally to be granted a subscription right when shares are issued from authorized capital. The shares may also be taken up by a credit institution or a financial institution operating under section 53 (1) sentence 1 or section 53b (1) sentence 1 or (7) of the *Kreditwesengesetz* (KWG — German Banking Act) or a syndicate of such credit or financial institutions, in each case as determined by the Management Board, subject to an undertaking to offer the shares to shareholders for subscription (so-called indirect subscription right).

However, the subscription right of shareholders may be excluded in the following cases.

Subject to the Supervisory Board's consent, the Management Board is authorized to exclude the subscription right of shareholders to settle fractional amounts occurring due to a capital increase against cash contributions. The authorization to exclude subscription rights for fractional amount allows the Company to present a practicable subscription ratio with regard to the amount of the respective capital increase. If the subscription right were not excluded, the technical implementation of the capital increase and the exercise of the subscription right would be considerably more difficult, especially if the capital increase is a round number. The fractions of shares excluded from shareholders' subscription rights will be realized either by sale through a stock exchange or in any other manner so as to best further the Company's interests.

In addition, subject to the Supervisory Board's consent, subscription rights are to be excluded where this is necessary to grant subscription rights to new shares to holders or creditors of convertible bonds or bonds with warrants or convertible participation rights issued by the Company or entities in which the Company holds a direct or indirect majority interest, to the extent to which they would be entitled to such subscription rights as shareholders after exercising their conversion or option rights or, as the case may be, after fulfillment of their option or conversion obligations. To make it easier to place bonds on the capital market, the relevant issuing terms usually provide for protection against dilution. One of the possibilities to ensure protection against dilution is to also grant the holders of bonds or participation rights with conversion or option rights or conversion or option obligations a subscription right to new shares when shares are issued to which shareholders have a subscription right. This places the holders in the same position they would be in if they had already exercised their option or conversion right or had already fulfilled their conversion or option obligations. In these cases, the protection against dilution does not need to be guaranteed by reducing the option or conversion price, which means that a higher issue price can be achieved when the no-par value shares are issued as a result of the conversion or the option being exercised. However, this is only possible if shareholders' subscription right has been excluded. Since guaranteeing protection against dilution makes it easier to place

bonds or participation rights with conversion or option rights or conversion or option obligations, the exclusion of subscription rights optimizes the Company's financial structure and is therefore in the interests of its shareholders.

Furthermore, subject to the Supervisory Board's consent, the Management Board is authorized to exclude subscription rights for capital increases against cash contributions if pursuant to section 186 (3) sentence 4 of the AktG shares are issued up to an amount that is not significantly lower than the stock market price of the Company's shares. Taking into account any current market developments, the Management Board will endeavor to minimize any markdown on the share price as much as possible. This authorization allows the Company to cover any capital requirements, even on very short notice, in order to leverage market opportunities across various business areas quickly and flexibly. Excluding subscription rights enables the Company to act very quickly and place these instruments at a price close to the stock market price of the Company's shares, i.e., without the usual deduction for subscription right issues. This capital increase may not exceed 10% of the share capital either at the time the authorization becomes effective or — in the event that this amount is the lower one — when it is exercised. The 10% limit includes shares that (i) were issued or sold during the term of this authorization up to the time of it being exercised with the exclusion of subscription rights on the basis of other authorizations in direct or mutatis mutandis application of section 186 (3) sentence 4 of the AktG or (ii) were issued or are to be issued to service bonds or participation rights with conversion or option rights or conversion or option obligations, provided that the bonds were issued during the term of this authorization up to the time of it being exercised with the exclusion of subscription rights in mutatis mutandis application of section 186 (3) sentence 4 of the AktG.

This limit takes into account shareholders' need for their shareholdings to be protected against dilution. Thanks to a share issue price that is close to current market quotations and to the ceiling of a capital increase excluding subscription rights, shareholders are generally able to maintain their shareholding percentage by acquiring the necessary number of shares on terms that approximate those in force at a stock exchange. This ensures that the economic and voting rights of shareholders are adequately protected when shares are issued from authorized capital with the exclusion of subscription rights in accordance with the legal assessment in section 186 (3) sentence 4 of the AktG, while giving the Company additional scope of action in the interest of all shareholders.

Furthermore, subject to the Supervisory Board's consent, the Management Board is authorized to exclude shareholders' subscription right in the event of capital increases against contributions in kind. This means that in suitable individual cases, the Management Board can use the Company's shares to acquire enterprises, parts of enterprises, or equity interests in enterprises, or to acquire other assets. In the course of negotiations, it may become necessary to offer shares instead of cash as consideration. The possibility of offering the Company's shares as consideration is particularly necessary when competing internationally for interesting acquisition opportunities and gives the Company the freedom to leverage suitable opportunities to acquire enterprises, parts of enterprises, or equity interests in enterprises, or to acquire other assets, without compromising its liquidity. Offering shares may also make sense when it comes to optimizing the Company's financing structure. This authorization allows the Company to also acquire larger enterprises or investments in enterprises in suitable cases, provided this is in the interests of the Company and thus also its shareholders. Sellers of attractive acquisition objects often insist on acquiring shares as consideration because this may be more cost-effective. The Company should also be able to offer shares as consideration when purchasing another enterprise's assets or receivables. It must be possible to exclude shareholders' subscription rights for both of these scenarios. Since these types of acquisitions need to be implemented quickly, they generally cannot be resolved on by the annual general meetings that only take place once a year. What companies need instead is an authorized capital that the Management Board can access quickly with the consent of the Supervisory Board. Authorized Capital 2023 proposed above is also designed to be used in those cases. The Company is not disadvantaged as a result since issuing shares against contributions in kind requires the value of said contributions to be proportionate to the value of the shares. When determining this ratio, the Management Board will ensure that the interests of the Company and its shareholders are adequately protected and that the new shares are issued at an adequate price. In each individual case where there is a specific opportunity to acquire enterprises, parts of enterprises, or equity interests in enterprises, or to acquire other assets, the Management Board will carefully examine whether to exercise its authorization to increase capital with the exclusion of subscription rights and also consider carefully whether the shares offered as consideration should be issued, either in full or in part, by means of a capital increase or — provided the relevant conditions have been met — by purchasing treasury shares.

The Management Board will only exclude shareholders' subscription right if issuing the Company's shares as consideration for the acquisition is in their beneficial interest. The Supervisory Board will only grant the consent needed to issue shares from authorized capital excluding shareholders' subscription rights if the conditions described above as well as all statutory requirements have been met. The Management Board will provide the details of how shares are issued from authorized capital in each particular case in the Annual General Meeting that takes place after the Company issues any shares from its authorized capital. There are no current plans to issue shares from authorized capital.

Annex to agenda item 10

Report of the Management Board on agenda item 10 on the exclusion of subscription rights when placing convertible bonds and/or bonds with warrants pursuant to section 221 (4) in conjunction with section 186 (4) sentence 2 of the Aktiengesetz (AktG — German Stock Corporation Act)

The authorization to issue convertible bonds and/or bonds with warrants resolved on in the 2019 Annual General Meeting will expire on May 21, 2024, and thus presumably before the Annual General Meeting taking place in fiscal year 2024. The authorization has not been exercised so far.

To ensure as much flexibility as possible in corporate financing and the access to debt capital, the authorization and the associated Contingent Capital 2019 regulated in Article 5 (4) of the Articles of Association will be terminated, the Management Board will be granted a new authorization to issue convertible bonds and/or bonds with warrants in a comparable scope, and a new Contingent Capital 2023 will be resolved.

Under agenda item 10, it is proposed to the Annual General Meeting to grant another authorization to issue convertible bonds and/or bonds with warrants or a combination of all of these instruments (hereinafter referred to collectively as “**Bonds**”) and to create the corresponding Contingent Capital 2023. The corresponding authorization resolved on by the shareholders’ meeting on May 22, 2019, will expire on May 21, 2024, and thus presumably before the Annual General Meeting taking place in fiscal year 2024. The authorization has not been exercised so far. It is therefore to be replaced by a new authorization to issue convertible bonds/bonds with warrants in a comparable scope. This is intended to authorize the Management Board to issue convertible bonds and/or bonds with warrants or a combination of all of these instruments in a total nominal amount of up to EUR 3,000,000,000. This authorization and the creation of the related Contingent Capital 2023 in the amount of up to EUR 50,000,000 (this is equivalent to 10% of the Company’s current share capital) is intended to expand the Company’s opportunities to finance its activities, which are explained in greater detail in the following, and give the Management Board, subject to the consent of the Supervisory Board, access to flexible and fast funding that is in the interests of the Company, especially if favorable capital market conditions were to arise. The authorization is to be issued for five years until May 31, 2028. The law allows contingent capital, the instrument underlying this authorization, to have a volume of up to 50% of the share capital. This instrument plays a key role in ensuring flexibility in financing decisions.

Advantages of the financing instrument

An adequate capital base is essential for the Company’s business performance and a successful market presence. Depending on the market situation in question, the Company may issue bond types outlined above to leverage attractive financing opportunities and conditions and acquire additional capital for the Company at low interest rates. The conversion or option premiums received benefit the Company. Furthermore, issuing Bonds, where applicable in conjunction with other instruments such as a capital increase, allows the Company to expand its investor base. The possibility to provide for an obligation to exercise the conversion/option right or for a tender right of the issuer, and the possibility to fulfill these rights or obligations by delivering treasury shares, paying cash compensation, or delivering shares issued from authorized capital means these financing instruments can be designed with an even wider scope.

For flexibility reasons, the Company should also be able to issue Bonds through entities in which it holds a direct or indirect majority interest, as well as draw on the German capital market or on international capital markets, depending on the market environment in question, and also issue Bonds in the legal currency of an OECD country as well as in euros.

Conversion or option price

The conversion or option price for one share must be equivalent to at least 80% of the average value of the stock market price of the Company’s shares in the XETRA trading system (or a comparable successor system with similar functions to the XETRA system) on the Frankfurt Stock Exchange on the last ten trading days before the day of the Management Board’s resolution on the public announcement of the issuance of the Bonds. If shareholders have a subscription right to the bond in question, there is the alternative of setting the conversion or option price for one share using the average value of the stock market price of the Company’s shares in the XETRA trading system (or a comparable successor system) from the beginning of the subscription period until the third day (included) prior to the announcement of the final conditions pursuant to section 186 (2) sentence 2 of the AktG, whereby the price must be equivalent to at least 80% of the calculated value. In case of Bonds with a conversion or option obligation or the right of the Company to grant the holders or creditors of the Bonds shares of the Company in lieu of cash payments due, in whole or in part, the conversion/option price must be equivalent to at least the minimum price stated above (80%) or correspond to the volume-weighted average value of the stock market price of the Company’s shares in the XETRA trading system (or a comparable successor system) on the Frankfurt Stock Exchange (i) on the last ten trading days before the day of final maturity or (ii) on at least ten trading days immediately prior to the determination of the conversion/option price

in accordance with the issuing terms, even if this average price is below the minimum price stated above (80%). Sections 9 (1) and 199 of the AktG, however, remain unaffected.

Notwithstanding the provisions in sections 9 (1) and 199 of the AktG, the conversion/option price may be adjusted as a result of a dilution or adjustment clause in line with more specific provisions and the terms underlying the bond in question if, for example, there are changes in the Company's share capital during the term of the bond (such as a capital increase, a capital decrease, or a share split). Protection against dilution and adjustment mechanisms may also be provided for in connection with dividend payments, the issuance of additional conversion bonds and/or bonds with warrants, transformation measures, and other extraordinary events occurring during the term of the bond, such as a change of control at the Company. Protection against dilution and adjustment mechanisms may, in particular, take the form of changing the conversion or option price, granting subscription rights to shares of the Company or to conversion bonds or bonds with warrants, or granting or adjusting cash components.

Further additions to issuing terms

The bond terms may also stipulate or allow for shares to be issued from authorized capital or for treasury shares to be issued in the event that the conversion or option rights are exercised or the corresponding obligations are fulfilled. Instead of or as well as allowing Company shares to be issued and to further improve flexibility, the bond terms may also stipulate or allow the Company to pay the equivalent value to the conversion or option holder or the corresponding obligated party in cash, either in full or in part, in the event that the conversion or option right is exercised or the corresponding obligations are fulfilled. These virtual Bonds allow the Company to obtain financing on terms similar to those available on the capital market without actually requiring a capitalization measure under corporation law. This accounts for the fact that increasing share capital when the conversion or option right is exercised or the corresponding obligations are fulfilled at some point in the future may be unfavorable. On top of this, the possibility to pay in cash means no new shares are issued and protects shareholders against their shareholding percentage decreasing in value or the value of their shares becoming diluted.

Provisions may also be made as to whether the conversion or option price or the conversion ratio is to be fixed when the Bonds are issued or calculated based on future stock market prices within a certain range during the term of the bond. To facilitate technical processing, an additional payment in cash may be set and/or provided for to add fractional amounts and/or offset these in cash.

Shareholders' subscription right and exclusion of subscription right

When issuing convertible bonds and/or bonds with warrants, shareholders are to be generally granted a subscription right. In order to make processing easier, the Company should use the option to have Bonds issued by a credit institution or a financial institution operating under section 53 (1) sentence 1 or section 53b (1) sentence 1 or (7) of the *Kreditwesengesetz* (KWG — German Banking Act) or a syndicate of such credit or financial institutions, in each case as determined by the Management Board, subject to an undertaking to offer the shares to shareholders for subscription (indirect subscription right).

However, the Management Board may, subject to the consent of the Supervisory Board, exclude the subscription right in mutatis mutandis application of section 221 (4) sentence 2 in conjunction with section 186 (3) sentence 4 of the AktG in the following cases.

Subject to the consent of the Supervisory Board, the Management Board may exclude shareholders' subscription right for fractional amounts that may result from the total amount issued and the definition of a practicable conversion or subscription ratio. This enables it to utilize the authorization it has been granted fully by rounding the amounts and makes it easier to implement shareholders' subscription rights.

In addition, subscription rights are to be excluded, subject to the consent of the Supervisory Board, where this is necessary for protection against dilution, in order to grant holders or creditors of bonds with conversion or option rights or conversion or option obligations that were or will be issued by the Company or by other entities in which the Company holds a direct or indirect majority interest a right to subscribe for new Bonds to the extent to which they would be entitled to such subscription rights as shareholders after exercising their conversion or option rights or, as the case may be, after fulfillment of their conversion or option obligations. The advantage of excluding the subscription right for the benefit of the holders/creditors of Bonds that have already been issued is that the conversion/option price does not need to be reduced for Bonds that have already been issued and are protected against dilution. This allows the Bonds to be placed in multiple tranches under more attractive conditions and enables a higher inflow of cash.

Furthermore, the Management Board is authorized, subject to the consent of the Supervisory Board, to exclude subscription rights if Bonds are issued against cash contributions, provided that after due examination the Management Board reaches

the conclusion that the issue price for the Bonds is not significantly lower than the theoretical market price of the Bonds as calculated using recognized mathematical methods.

The exclusion of the subscription right allows the Company to leverage a favorable stock market environment quickly, even on short notice, and place a bond on the market quickly, flexibly, and under attractive conditions. By contrast, issuing Bonds with a subscription right is often less appealing because the issue price has to be fixed very early on in order to meet the subscription deadline. Since stock markets are becoming increasingly volatile, this means the Company is unable to leverage the stock market environment to the fullest and has a negative impact on the value of the bond. Generally speaking, favorable conditions that are in line with the market can only be fixed if the Company is not bound by these during an overly long offer period. Given the applicable statutory periods for issuing subscription rights, a significant safety margin must be deducted from the price on a regular basis. Section 186 (2) of the AktG does allow the subscription price (and thus the conditions of the bond in case of convertible bonds and/or bonds with option rights) to be published up to three days before the end of the subscription period at the latest. But this means the market risk exists over several days and results in the deduction of a safety margin as outlined in the terms of the bond. Irrespective of the above, subscription rights make it difficult to place Bonds with third parties and/or require additional effort because it is uncertain when those rights might be exercised. Lastly, the length of the subscription period prevents the Company from reacting quickly to changes in the market environment, making it difficult to raise capital.

When Bonds are issued against cash contributions and subscription rights are excluded, shareholders' interests are protected because the Bonds are issued at a price that is not significantly lower than the theoretical market value of the bond. The theoretical market value of the bond must be calculated in particular accordance with recognized mathematical methods. Management will keep any markdown on this market value as low as possible when fixing the price, taking the current capital market environment into account. This would result in the notional value of a subscription right to a bond falling to almost zero, so excluding these rights would not disadvantage shareholders financially in any major way. However, carrying out a book-building process also ensures that bond terms are established in line with the market, thus preventing any notable dilution of value. As part of this process, investors are asked to submit purchase applications based on temporary issuing terms and specify, for example, the interest rate they believe to be in line with the market and/or other economic components. This allows the total value of the bond to be determined in line with the market and ensures that excluding subscription rights does not result in any notable dilution of the value of the shares. Shareholders wishing to preserve their share of the Company's share capital can do so at virtually the same conditions by purchasing shares on the capital market. This guarantees adequate protection of their financial interests.

Furthermore, shareholders' voting rights interests are protected against undue dilution of the value of their shareholding because the notional value of the share capital attributable to the shares to be issued as a result of the Bonds to be issued against cash contributions under this authorization may not exceed 10% of the share capital either at the time the authorization becomes effective or — in the event that this amount is the lower one — when it is exercised. The 10% limit includes shares that (i) were issued or sold during the term of this authorization up to the time of it being exercised with the exclusion of subscription rights on the basis of other authorizations in direct or mutatis mutandis application of section 186 (3) sentence 4 of the AktG or (ii) were issued or are to be issued to service Bonds or participation rights with conversion or option rights or conversion or option obligations, provided that the Bonds or participation rights were issued during the term of this authorization up to the time of it being exercised with the exclusion of subscription rights in mutatis mutandis application of section 186 (3) sentence 4 of the AktG. This ensures that no Bonds are issued with the exclusion of shareholders' subscription rights if this would result in shareholders' subscription rights to new shares or treasury shares of the Company being excluded in an amount of more than 10% of the shares currently outstanding, taking into account capital increases or treasury shares being placed in direct, mutatis mutandis, or corresponding application of section 186 (3) sentence 4 of the AktG.

Finally, subscription rights may also be excluded if Bonds are issued against contributions in kind. Among other things, this allows the Company to use Bonds as acquisition currency where appropriate as part of mergers or to (directly or indirectly) acquire enterprises, parts of enterprises, or equity interests in enterprises. This authorization also allows the Company to quickly and flexibly react to favorable opportunities for business expansion in national and international markets by issuing Bonds as consideration for the acquisition in the interests of the Company and its shareholders, as well as of all other stakeholders. In each individual case, management will carefully consider whether to exercise this authorization whenever specific acquisition opportunities arise. It will only exclude shareholders' subscription rights if this is in the Company's beneficial interest.

In each individual case, the Management Board will carefully examine whether to exercise the authorization to issue Bonds and exclude subscription rights. These options will only be exercised if the Management Board considers this to be reasonable and in the beneficial interest of the Company and its shareholders.

The Management Board will report to the next Annual General Meeting each time it has exercised the authorization granted in agenda item 10.

Contingent Capital 2023

Contingent Capital 2023 is required to service the conversion/option rights associated with convertible bonds and/or bonds with warrants or to fulfill the corresponding obligations. The issue price corresponds to the conversion or option price. Contingent capital cannot be used for option or conversion rights as well as option or conversion obligations arising from Bonds that were issued against contributions in kind. These scenarios require either recourse to treasury shares or an increase in capital against contributions in kind.

Annex to agenda item 11

Report of the Management Board on agenda item 11 on the exclusion of subscription and tender rights when purchasing and selling treasury shares pursuant to section 71 (1) no. 8 sentence 5 in conjunction with section 186 (4) sentence 2 and section 186 (3) sentence 4 of the Aktiengesetz (AktG — German Stock Corporation Act)

A new authorization pursuant to section 71 (1) no 8. of the AktG to purchase and use treasury shares is proposed to the Annual General Meeting under agenda item 11. The authorization to purchase and use treasury shares pursuant to section 71 (1) no. 8 of the AktG resolved on in the shareholders' meeting on May 22, 2019, will expire on May 21, 2024, and thus presumably before the Annual General Meeting taking place in fiscal year 2024. The authorization has not been exercised so far. It will therefore be terminated and replaced by a new authorization to purchase and use treasury shares.

This year's Annual General Meeting is to once again authorize the Company to purchase treasury shares pursuant to section 71 (1) no. 8 of the AktG. The authorization to purchase treasury shares allows the Company to purchase shares in the amount of up to 10% of the share capital and to use the purchased shares for all purposes permitted by law for a period of five years, i.e., until May 31, 2028. The purchase of treasury shares may be conducted (i) through a stock exchange or (ii) by means of a public offer directed at all shareholders or a public solicitation to submit offers (hereinafter referred to as the "**Acquisition Offer**"). In addition to the Company, the purchase may also be made by entities in which it holds a direct or indirect majority interest or by third parties on the account of the Company or one of such entities.

Acquisition process

In addition to purchasing treasury shares through a stock exchange, the Company will be able to purchase them by means of an Acquisition Offer. This may result in the amount of company shares offered by the shareholders exceeding the amount of shares required by the Company. In this case, shares are to be distributed on a proportionate basis. However, a preferred acceptance of small offers or small portions of offers of up to a maximum of 150 shares should be provided for. This serves to avoid both fractional amounts when determining the proportions to be purchased as well as small residual amounts, which in turn simplifies technical processing of repurchasing stock. It also ensures that small shareholders are not disadvantaged.

Use of purchased shares and exclusion of subscription rights

The treasury shares purchased on the basis of the authorization granted by the Annual General Meeting to be held on June 1, 2023, may be sold again to all shareholders through a stock exchange or through an offer with subscription rights. This approach complies with the equal treatment principle set out in section 53a of the AktG. In addition, subject to the consent of the Supervisory Board, the Management Board will be able to use the purchased shares for any permissible purpose, even if shareholders' subscription rights are excluded, in particular the following:

The Company may redeem the treasury shares purchased based on this authorization without another resolution needing to be adopted by the Annual General Meeting. In line with section 237 (3) no. 3 of the AktG, the Company's Annual General Meeting may also resolve to redeem the no-par value shares that are fully paid up without requiring the Company's share capital to be reduced. The proposed authorization does not bind the Management Board to either of the two options, which means it has another alternative in addition to redeeming the shares with a capital reduction. Redeeming treasury shares without a capital reduction automatically results in an increase in the notional value of the remaining no-par value shares of the Company's share capital.

Furthermore, the authorization allows the Company to transfer treasury shares to third parties as consideration, provided this is done to acquire enterprises, parts of enterprises, equity investments, or other assets or to implement mergers. Shareholders' subscription rights should also be excluded in these cases. The Company has competitors all over the world, so it must be in a position to act quickly and flexibly in national and international markets. This also includes being able to merge with other companies to improve its competitive standing or to acquire enterprises, parts of enterprises, and equity interests in enterprises. Especially in the course of acquiring enterprises or parts of enterprises, it may make business sense to also acquire other financial assets, for instance those commercially expedient for the enterprise or part of the enterprise. Whatever the case, the optimal solution that is in the best interest of the Company is to implement the merger or the acquisition by granting shares in the acquiring company. Experience also shows that parties to mergers and attractive acquisition opportunities often request shares in the acquiring company as consideration both in national and international markets.

Authorized Capital 2023 proposed under agenda item 9 does allow shares to be issued for these purposes. However, an additional option is to be created to issue company shares for these purposes without needing to implement a capital increase, which is more time-consuming and involves more administrative outlay, especially given the need to enter it in the commercial register. The authorization proposed in this particular case is thus intended to give the Company the necessary leeway to quickly and flexibly leverage any opportunities for mergers or acquisitions that may arise. This would not be possible without

excluding subscription rights, and the Company would miss out on the advantages associated with these transactions. Should a concrete opportunity present itself, the Management Board will carefully examine whether to exercise the authorization to issue treasury shares. When determining valuation ratios, the Management Board will ensure that shareholder interests are adequately protected. In doing so, it will take account of the quoted market price of the Company's shares. No schematic link to a stock market price is to be applied, in particular so as not to jeopardize the results of negotiations through fluctuations in the stock market price. There are no current plans to exercise this authorization.

Furthermore, the authorization allows to use treasury shares with the exclusion of shareholders' subscription rights to fulfill the rights of holders or creditors of bonds and participation rights carrying conversion or option rights or conversion or option obligations issued by the Company or by entities in which the Company holds a direct or indirect majority interest (these instruments are hereinafter referred to collectively as "**Bonds**"). It may be prudent to use treasury shares to fulfill option rights and/or conversion rights/obligations, either in full or in part, instead of issuing new shares by means of a capital increase. Shareholders' subscription rights are excluded if this option is exercised. However, the regulations on a 10% limit in direct or mutatis mutandis application of section 186 (3) sentence 4 of the AktG outlined below should be taken into consideration.

Moreover, the authorization allows purchased treasury shares to be sold outside of the stock exchange against cash contributions with the exclusion of subscription rights. This is subject to the shares being sold at a price that is not significantly below the quoted market price of the Company's shares of the same share class at the time of the sale. This authorization makes use of the option for simplified exclusion of shareholders' subscription rights permitted by section 71 (1) no. 8 of the AktG in mutatis mutandis application of section 186 (3) sentence 4 of the AktG. It is in the Company's interest in achieving the best possible price when selling treasury shares. This allows the Company to leverage the respective stock market opportunities quickly, flexibly, and cost-effectively. The disposal proceeds that can be achieved by setting a near-market price generally result in a substantially higher cash inflow per share sold than would be the case if shares were to be placed with subscription rights, which generally results in a price significantly below the quoted market price. In addition, opting to forego the application of subscription rights, which is both time-consuming and costly, allows the Company to raise capital quickly by leveraging market opportunities that arise on short notice. At the same time, shareholders' assets and voting rights interests are adequately protected. This approach also takes into account the idea of protecting shareholders against dilution, in that shares may not be sold at a price significantly lower than the relevant quoted market price. The final decision on the price at which treasury shares are sold is made shortly before the sale. Taking into account any current market developments, the Management Board will endeavor to minimize any markdown on the quoted market price as much as possible. Interested shareholders can preserve their share of the Company's share capital at virtually the same conditions by purchasing shares on the market.

The authorizations to exclude subscription rights when selling treasury shares, which are based on section 186 (3) sentence 4 of the AktG, are limited to a total of no more than 10% of the Company's share capital in direct, corresponding, or mutatis mutandis application of section 186 (3) sentence 4 of the AktG and taking into account any other authorizations on issuing or selling shares or Bonds with the exclusion of subscription rights. Subject to a new authorization to exclude subscription rights being issued by a future Annual General Meeting, the Management Board will also not exercise the authorization to sell treasury shares with the exclusion of shareholders' subscription rights in the pro rata share capital amount attributable to shares that are issued based on other authorizations granted to the Management Board with the exclusion of shareholders' subscription rights, provided the proportion of the share capital attributable to said shares is more than 10% of the Company's current share capital.

Treasury shares may be offered for acquisition to individuals that are or were employed by the Company or an entity in which it holds a direct or indirect majority interest as well as to members of governing bodies of the entities in which the Company holds a direct or indirect majority interest, either for free or subject to a fee, and transferred to these individuals. When exercising this authorization, both the total number of the shares issued and the price saving enjoyed by the beneficiary as a result of cheaper shares or shares granted without a personal investment must be proportionate to the Company's position and the advantages this is expected to generate for the Company. The issuance of shares may be tied to other conditions such as vesting periods, lock-up periods, certain targets being reached, or the holder continuing to be employed by the Group. Issuing treasury shares for these purposes is in the interests of the Company and its shareholders because it means the individuals that benefit from this process identify more with the Company and because it generates an increase in enterprise value. Using existing treasury shares as remuneration components linked to share price performance and the value of certain indices instead of a capital increase or a cash contribution may also make financial sense for the Company. Shareholders' subscription rights must be excluded for this.

When exercising the aforementioned authorization, it must also be possible to involve suitable third parties, for example issuing companies, in the process where this is allowed by law. This may be worthwhile, especially to make practical implementation easier or cheaper and quicker. A third party may only be involved provided that the shares are only transferred in line with the authorization issued by the Annual General Meeting — where applicable, after the end of a vesting period or subject to lock-up periods being agreed.

The Management Board will inform the next Annual General Meeting of the extent to which this authorization has been exercised.

Annex to agenda item 12

Report of the Management Board on agenda item 12 on the exclusion of subscription and tender rights when using derivatives to purchase and sell treasury shares pursuant to section 71 (1) no. 8 sentence 5 in conjunction with section 186 (4) sentence 2 and section 186 (3) sentence 4 of the Aktiengesetz (AktG — German Stock Corporation Act)

A new authorization to purchase treasury shares using derivatives is proposed to the Annual General Meeting under agenda item 12. The authorization to purchase and use treasury shares pursuant to section 71 (1) no. 8 of the AktG resolved on by the shareholders' meeting on May 22, 2019, also includes the use of derivatives (put or call options or a combination of the two) to purchase treasury shares. This authorization will expire on May 21, 2024, and thus presumably before the Annual General Meeting taking place in fiscal year 2024. This authorization has not been exercised so far. It will therefore be terminated and replaced by a new authorization to purchase treasury shares using derivatives.

In addition to the possibility of purchasing treasury shares in a conventional way provided for under agenda item 11 to the resolution, this is intended to allow the Company to purchase treasury shares using derivatives. This is a well-established alternative approach practiced by many listed companies and allows the Company an additional opportunity to structure the purchase of treasury shares in the best possible way. Depending on the circumstances in question, it may be advantageous for the Company to sell put options, purchase call options, or purchase the Company's treasury shares using a combination of put and call options or within the framework of forward purchases instead of purchasing them directly.

As part of these transactions, the term of the options or the forward purchase contract must be chosen in a way that ensures that the shares purchased when options are exercised or forward purchases are fulfilled are not purchased after May 31, 2028. Although the authorization should generally use the term of five years allowed by law, this is subject to the term of each individual derivative not exceeding 18 months. This ensures that the obligations arising as a result of the individual derivatives are limited to an appropriate period of time and that the Company is no longer able to buy any treasury shares on this basis after the authorization pursuant to section 71 (1) no. 8 of the AktG, which is valid until this date, expires. Furthermore, the amount of treasury shares that can be purchased using derivatives is limited to 5% of the Company's share capital existing at the time of the adoption of the resolution or — in the event that this amount is the lower one — when this authorization is exercised.

The Company grants the holder of a put option the right to sell the Company's shares back to the Company at the price agreed in the put option (exercise price). In return for granting this right, the Company receives an option premium that takes into account various parameters — including the exercise price and term of the option, the volatility of the Company's shares — and is equivalent to the value of the right to sell that is granted by the put option. In the event that the holder exercises its put option, the option premium it has paid is deducted from the consideration provided by the Company to purchase the shares. Exercising the put option only makes financial sense for its holder if the share price is lower than the exercise price at the time when the put option is exercised. In this case, the holder has the opportunity to sell the shares at the higher exercise price. In turn, the use of put options benefits the Company since the exercise price is already agreed when the option transaction is concluded, but there is no outflow of capital until the day on which it is exercised. In the event that the holder does not exercise the option because the share price is higher than the exercise price on the day on which it would be exercised, the Company will be unable to purchase any treasury shares, although it does retain the option premium it has received.

If the Company purchases a call option, it receives the right to buy a predetermined number of treasury shares at a pre-agreed fixed price (exercise price) from the option seller in return for paying an option premium. Exercising the call option only makes financial sense for the Company if the share price is higher than the exercise price. In this case, the Company has the opportunity to buy the shares from the seller at the lower exercise price. Among other things, purchasing call options allows the Company to limit share price risks that may arise when it itself has an obligation to transfer the shares at a later date, for example within the framework of conversion rights that result from convertible bonds. This approach also protects the Company's liquidity because the purchase price agreed for the shares does not have to be paid until the call option is exercised.

In the event of forward purchases, the Company purchases shares on an agreed date that is set in the future in agreement with the forward seller and at the purchase price agreed with the forward purchase. Forward purchases may make financial sense for the Company if it wants to secure a particular price for a number of treasury shares it knows it will need on the forward date.

The obligation to only enter into derivative transactions with one or several credit institutions or equivalent companies and to ensure that the derivatives are only serviced with shares that were purchased in line with the equal treatment principle means that using derivatives to purchase treasury shares does not result in any disadvantages for the shareholders. In line with the statutory regulation in section 71 (1) no. 8 of the AktG, the equal treatment principle is considered to be upheld if the shares in question were purchased through a stock exchange at the quoted market price of the Company's shares applicable at the time when these shares were purchased. Since the price of the option (option premium) is calculated in line with the market, the shareholders that are not involved in the option transactions do not see the value of their shares decrease. At the same time, the possibility to enter into derivative transactions allows the Company to leverage market opportunities that arise on

short notice and to enter into corresponding derivatives. Shareholders' right to enter into these derivatives with the Company and any tender rights are excluded. This exclusion is necessary to allow the use of derivatives to repurchase treasury shares and to generate the advantages this has for the Company. Furthermore, the exclusion allows the Company to also enter into derivative transactions on short notice and thus respond quickly to market developments. It would not be possible to enter into equity derivatives with all of the Company's shareholders.

The purchase price to be paid by the Company for the shares is the exercise price agreed in the put or call option in question or the forward price agreed for the forward purchase in question, in each case taking into account any option premiums received or payable. The price payable for one Company share when put or call options are exercised (exercise price) or the price payable for one Company share when the forward purchase is fulfilled (forward price) may be higher or lower than the stock market price of the Company's shares applicable at the time the put option is sold, the call option is purchased, or the forward purchase is agreed. However, the exercise or forward price (not including incidental acquisition costs, but taking into account the premium received or paid, respectively) may not exceed the average stock market price of the shares on the Frankfurt Stock Exchange during the last three exchange trading days prior to the conclusion of the respective derivative transaction, as determined based on the arithmetic mean of the auction closing prices in XETRA trading (or a comparable successor system), by more than 10% and may not fall below such arithmetic mean by more than 20%.

The option premium agreed by the Company when put options are sold or when call options are purchased may not be significantly lower (in the case of put options) or significantly higher (in the case of call options) than the theoretical market value of the options in question on the day they are taken out as calculated using recognized mathematical methods. Among other things, this calculation takes into account the agreed exercise price. Similarly, the forward price agreed by the Company for forward purchases may not be significantly higher than the theoretical forward price calculated using recognized mathematical methods. Among other things, this calculation must take into account the current stock market price of the Company's shares and the term of the forward purchase.

The use of derivatives to purchase treasury shares requires the consent of the Supervisory Board.

The Company's shareholders should only have a right to tender their shares when repurchasing treasury shares using derivatives if the Company has an obligation to accept the shares from those same shareholders as a result of the derivative transaction in question. Otherwise the Company would be unable to use derivatives to repurchase treasury shares and would miss out on the benefits this would have for the Company. Having weighed up the interests of the shareholders and the Company and given the benefits that using derivatives may generate for the Company, the Management Board considers the authorization to not grant or to restrict shareholders' right to enter into these types of derivatives with the Company or any right of the shareholders to tender their shares to be generally justified.

The possibilities for using treasury shares purchased using derivatives are the same as those proposed in agenda item 11. Please refer to the report of the Management Board on agenda item 11 for more information on why excluding shareholders' subscription rights when using those shares is justified.

The Management Board will inform the next Annual General Meeting of the extent to which this authorization has been exercised.

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 under section 124a of the *Aktiengesetz* (AktG — German Stock Corporation Act), shareholder motions, and detailed explanations of the rights of the shareholders in accordance with Article 56 sentences 2 and 3 of the SE Council Regulation, section 50 (2) of the *SE-Ausführungsgesetz* (SEAG — German SE Implementation Act), sections 122 (2), 126 (1), and 127 of the AktG, and section 131 (1) of the AktG, will be accessible on the Company's website at www.traton.com/agm following notice of the Annual General Meeting. The voting results will be posted online at the same address after the Annual General Meeting is over.

Notice of the Annual General Meeting is published in the *Bundesanzeiger* (the Federal Gazette) of April 17, 2023 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 notice of the Annual General Meeting

At the time of notice of the Annual General Meeting, the Company has a share capital of €500,000,000 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 notice of the Annual General Meeting, the total number of shares and voting rights each amounts to 500,000,000.

Conditions for attending the Annual General Meeting and exercising voting rights

Pursuant to Article 18 (1) of the Company's Articles of Association, participation in the Annual General Meeting and exercise of voting rights require shareholders to register with the Company by the end of May 25, 2023 (24:00 hours CEST) at the latest as well as prove their ownership of Company shares.

Proof of shareholding, which is generally issued by the custodian bank (last intermediary), must indicate that shares were in possession by the beginning (0:00 hours CEST) of May 11, 2023 (record date). Proof pursuant to section 67c (3) of the AktG is sufficient in any case.

Please note that notifications pursuant to section 125 of the AktG that must comply with the requirements of the Commission Implementing Regulation (EU) 2018/1212 with regard to their form and contents must contain a Record Date in field C.5. of table 3 of the Commission Implementing Regulation (EU) 2018/1212. This Record Date (in this case May 10, 2023) is not the same as the record date to be named in accordance with section 123 (4) of the AktG (in this case May 11, 2023 (0:00 hours (CEST))). In doing so, the Company complies with a recommendation of the implementation guide for the German market issued by the Association of German Banks concerning the Second Shareholder Rights' Directive/ARUG II.

The only persons who will be treated as shareholders in relation to the Company and may therefore participate in the Annual General Meeting and exercise voting rights are those persons who have provided the proof of shareholding in time. This means that shareholders who have purchased their shares after the record date may not attend the Annual General Meeting, nor do they have any voting rights at the Annual General Meeting. The record date does not affect the salability of shares. The Company still allows shareholders who sell their shares after the record date to attend the Annual General Meeting and to exercise their voting rights, provided that they have registered and presented proof of shareholding by the deadline.

Registration and proof of shareholding must be made in text form as defined by section 126b of the *Bürgerliches Gesetzbuch* (BGB — German Civil Code) and must have been received by the Company in due time. Both registration and proof of shareholding must have been received by the following address by the end (24:00 hours CEST) of May 25, 2023:

TRATON SE
c/o Computershare Deutschland GmbH & Co. KG
Computershare Operations Center
80249 Munich
Germany
E-mail: anmeldestelle@computershare.de

Invitation/Further information

Once the Company has received proof of shareholding and registration at the above-mentioned address, shareholders, or the representatives appointed by them, will be sent their entrance tickets for the Annual General Meeting. In order to ensure that the entrance tickets are received in time, shareholders are asked to contact their custodian bank and request their entrance tickets for attending the Annual General Meeting as early as possible. In such cases, registration and proof of shareholding will be sent to the Company by the respective custodian bank. Shareholders who have requested an entrance ticket to attend the Annual General Meeting from their custodian bank in good time do not need to take any further steps.

Password-protected Shareholder Portal

The Company has set up a password-protected Shareholder Portal at www.traton.com/agm, which will be accessible from May 11, 2023. Duly registered shareholders can use the Shareholder Portal to, among other things, exercise their voting rights by absentee voting or by issuing authorization and voting instructions to the proxies of the Company, and to grant authorizations. In order to be able to use the Shareholder Portal, you must log in with the individual access data that you receive with your entrance ticket.

Further details regarding the Shareholder Portal and the terms and conditions of registration and usage can be found online at www.traton.com/agm.

(Electronic) absentee voting procedure

Duly registered shareholders may cast their votes in text form as defined by section 126b of the BGB or by means of electronic communication (absentee voting).

The absentee voting form sent with the entrance ticket can be used for this purpose in advance of the Annual General Meeting. The corresponding form can be requested by post from TRATON SE, c/o Computershare Deutschland GmbH & Co. KG, Computershare Operations Center, 80249 Munich, Germany, or via e-mail from anmeldestelle@computershare.de and can also be downloaded from the Company's website at www.traton.com/agm.

For organizational reasons, votes cast in advance of the Annual General Meeting by means of the absentee voting form must be received by the Company by May 31, 2023 (24:00 hours (CEST)) (date of receipt). Votes cast 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.

The Company's password-protected Shareholder Portal, which can be accessed online at www.traton.com/agm, is also available for exercising voting rights by means of electronic absentee voting before and during the Annual General Meeting. Electronic absentee voting via the Shareholder Portal will be possible from May 11, 2023, until the commencement of voting on the day of the Annual General Meeting. You can also use the Shareholder Portal to change or revoke any votes previously cast by means of absentee voting during the Annual General Meeting until the commencement of voting. 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 them in different ways of transmission, then the absentee vote most recently received in due form is considered 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 absentee voting are not cast in due form, these votes will be invalid.

Further instructions on absentee voting and a more detailed description of electronic absentee voting via the Shareholder Portal can also be viewed online at www.traton.com/agm.

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

As a service, we offer our shareholders the possibility of issuing authorization to the proxies who are appointed by the Company and bound by the shareholders' instructions to exercise their voting rights in the Annual General Meeting. In these cases as well, each shareholder is required to register in good time and furnish proof of shareholding. Insofar as proxies appointed by the Company are authorized to exercise 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 of the 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 instruction form that shareholders receive together with their entrance ticket for the Annual General Meeting. The corresponding form can be requested by post from TRATON SE, c/o Computershare Deutschland GmbH & Co. KG, Computershare Operations Center, 80249 Munich, Germany, or via e-mail from anmeldestelle@computershare.de and can also be downloaded from the Company's website at 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 May 31, 2023 (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 online at www.traton.com/agm.

If, in respect of the same shareholding, the proxies receive several authorizations and voting 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 granted in due form, the 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.

Further instructions on issuing authorization and voting instructions to the proxies appointed by the Company can be viewed online at www.traton.com/agm.

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. In these cases as well, each shareholder is required to register in good time and furnish proof of shareholding as of the record date. Should the shareholder grant authorization to more than one person, the Company may refuse one or more of them pursuant to section 134 (3) sentence 2 of the 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 of the BGB) unless authority is conferred under section 135 of the AktG.

Invitation/Further information

Distinctions generally need to be observed when authorizing persons to exercise voting rights under section 135 of the 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 of the 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 of the 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

For organizational reasons, the authorization granted to a third party before the Annual General Meeting using the authorization form must be received by the Company by May 31, 2023, 24:00 hours (CEST) (date of receipt).

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

Proof of authorization granted can also be provided if the authorized individual shows the authorization form filled out with his/her name at the entry point on the day of the Annual General Meeting.

In order to simplify preparation of the Annual General Meeting, shareholders who wish to authorize a representative are asked — if the custodian bank offers this — to either have an entrance ticket issued directly in the representative's name or to use the authorization form provided by the Company to confer authority. It can be found on the back of the entrance ticket sent to shareholders, or the representatives that they have appointed, once the Company has received proof of shareholding and registration. The authorization form can still be requested by post from TRATON SE, c/o Computershare Deutschland GmbH & Co. KG, Computershare Operations Center, 80249 Munich, Germany or via e-mail from anmeldestelle@computershare.de. In addition to this, an authorization form can also be downloaded from the Company's website at www.traton.com/agm.

Appointment of a representative can be evidenced by the representative presenting the entrance ticket issued in his/her name or the authorization at the entry control point, by the shareholder or his/her representative communicating evidence electronically by providing the Company with a declaration to this effect using the Company's e-mail address (anmeldestelle@computershare.de), or by the shareholder or his/her representative using the Company's password-protected Shareholder Portal to grant, amend, or revoke authorization, all until the end of the Annual General Meeting.

If the shareholder authorizes more than one person, the Company may disallow one or more of them.

Further information about authorizing third parties can be viewed online at 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 Council Regulation, section 50 (2) of the SEAG, and section 122 (2) of the 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 €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 reason or a proposed resolution. Requests to extend the agenda must be received by the Company in writing at least 30 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 May 1, 2023, at the latest. Extension requests received after this date will not be considered. Shareholders are asked to send any such requests for motions to extend the agenda to the following address:

Invitation/Further information

TRATON SE
Annual General Meeting/T-FL
Hanauer Str. 26
80992 Munich
Germany

Requests to extend the agenda that have to be announced will be published in the *Bundesanzeiger* (the Federal Gazette) 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 Company's website at www.traton.com/agm and communicated to the shareholders.

Counter motions and election proposals in accordance with sections 126 (1) and 127 of the AktG

Shareholders may also submit counter motions to proposals made by the Executive Board and/or Supervisory Board for specific items on the agenda to the Company as well as submit proposals for election of the auditor (item 5 on the agenda) and the by-election of a new Supervisory Board member (item 7 on the agenda). Counter motions must be accompanied by a statement of reasons, whereas election proposals do not require a statement of reasons. In each case, counter motions and election proposals by shareholders for the Annual General Meeting must be sent exclusively to the following address:

TRATON SE
Annual General Meeting/T-FL
Hanauer Str. 26
80992 Munich
Germany

E-mail: hv-antrag.traton@traton.com

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

The counter motions 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 May 17, 2023, at the latest, will be published without delay on the Company's website at www.traton.com/agm together with the name of the shareholder and, particularly in the case of counter motions, the statement of reasons as well as any comment by the management (sections 126 (1) sentence 3 and 127 sentence 1 of the AktG).

The Company may refrain from disclosing a counter motion and its reason or an election proposal if circumstances for exclusion pursuant to section 126 (2) of the AktG apply. The circumstances for exclusion are presented on the Company's website at 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 election to the Supervisory Board, additional information on their membership of other statutory supervisory bodies.

Apart from the above, counter motions are only made if they are made verbally during the Annual General Meeting. This does not affect the right of every shareholder to propose counter motions to different items on the agenda during the Annual General Meeting, even without communicating counter motions prior to the deadlines.

Right to information in accordance with section 131 (1) of the AktG

Every shareholder is entitled to information from the Executive Board on the company affairs, including the Company's legal and business relations with affiliated companies, and on the position of the Group and the companies included in the consolidated financial statements, upon request during the Annual General Meeting to the extent that it is required to make an informed judgment on any given agenda item. As a rule, requests for information must be made verbally in the Annual General Meeting during the general debate.

In accordance with Article 19 (3) of the Company's Articles of Association, the Chairman of the meeting is entitled to reasonably limit the shareholders' right to ask questions and speak. The Executive Board is also authorized to refuse information in specific cases regulated by section 131 (3) of the AktG. The circumstances under which the Executive Board is entitled to refuse to provide information are presented on the Company's website at www.traton.com/agm.

Invitation/Further information

Broadcast of the Annual General Meeting on the internet

Duly registered shareholders can follow the entire Annual General Meeting on Thursday, June 1, 2023, from 10:00 a.m. (CEST) by video and audio transmission online at www.traton.com/agm via the Shareholder Portal.

The opening by the Chairman of the meeting as well as the speech of the Executive Board can also be followed live online at 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, will be available on the same website after the Annual General Meeting is over.

Munich, April 2023

TRATON SE
The Executive Board

IV. Data protection

Annex — Data protection information for shareholders and their authorized representatives

When shareholders or shareholder representatives register for the Annual General Meeting, grant a voting right authorization, exercise shareholder rights, and use the Shareholder Portal, TRATON SE, Hanauer Str. 26, 80992 Munich, Germany, as the controller within the meaning of Article 4(7) of the General Data Protection Regulation (**GDPR**), processes shareholders' personal data (e.g., surname and first name, address, e-mail address, number of shares, class of shares, type of ownership of the shares, entrance ticket number, and individual access data for the Shareholder Portal) and, if applicable, personal data of their authorized representatives in order to enable shareholders or shareholder representatives to participate in and exercise their rights in connection with the Annual General Meeting. The processing of the personal data is necessary to participate in the Annual 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 shareholder representatives from the shareholder who granted authorization and from the shareholder representatives themselves, insofar as their conduct during the Annual General Meeting or their use of the Shareholder Portal is concerned.

The service providers commissioned by TRATON SE to organize the Annual General Meeting process shareholders' and shareholder representatives' personal data only as instructed by 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 of the GDPR. All TRATON SE employees and any employees of the commissioned service providers that have access to and/or process the shareholders' and shareholder representatives' personal data are obliged to treat said data as confidential.

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

Subject to statutory requirements, the shareholders and shareholder representatives, as data subjects, have a right to access their personal data that is processed, to request the correction or erasure of their personal data, or to restrict its processing as well as to request that data be transferred to themselves or to a third party designated by them. Data subjects shall also be entitled to file a complaint with the supervisory authorities. In the event that personal data is processed on the basis of point (f) of sentence 1 of Article 6(1) of the GDPR, data subjects also have a right to object to the processing of their data. The contact form that can be accessed in the information on data protection on the Company's website at www.traton.com/en/data-protection.html has been created especially for data subjects to exercise these rights.

Further information on the processing of your personal data in connection with the Annual 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 or be requested from the following address: TRATON SE, Hanauer Str. 26, 80992 Munich, Germany.

Should shareholders and shareholder representatives have general comments or questions about the processing of personal data, they can contact the TRATON SE data protection officer at: TRATON SE — Datenschutzbeauftragter, Hanauer Str. 26, 80992 Munich, Germany, or use the contact form accessible in the information on data protection on the Company's website at www.traton.com/en/data-protection.html.

Information in accordance with section 125 (1) in conjunction with section 125 (5) of the *Aktiengesetz (AktG – German Stock Corporation Act)*, Article 4(1), and Table 3 of the Annex to the Commission Implementing Regulation (EU) 2018/1212 (EU-IR)

Section	Type of information	Description
A. Specification of the message		
A1	Unique identifier of the event	Annual General Meeting of TRATON SE on June 1, 2023 (Information acc. to EU-IR: 6bdd03d314d2ed118145005056888925)
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 1, 2023 (Information acc. to EU-IR: 20230601)
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	General Meeting (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 ICM – International Congress Center Messe München, Am Messesee 6, 81829 Munich, Germany (Information acc. to EU-IR: ICM – International Congress Center Messe München, Am Messesee 6, 81829 Munich, Germany)
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 May 11, 2023 (0:00 hours CEST) (Information acc. to EU-IR: 20230510, 22:00 hours UTC (Coordinated Universal Time))
C6	Uniform Resource Locator (URL)	www.traton.com/agm

WWW.TRATON.COM/AGM