

Annual General Meeting  
2024

# AMENDED REMUNERATION SYSTEM FOR MEMBERS OF THE SUPERVISORY BOARD



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

### **I. Remuneration components**

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

The fixed annual remuneration is €300,000 for the Chairman of the Supervisory Board, €200,000 for the Deputy Chairman of the Supervisory Board, and €100,000 for every other Supervisory Board member. For their work in committees, Supervisory Board members receive additional fixed annual remuneration per committee, provided that the committee met at least once per year to perform its tasks. The fixed annual remuneration is €100,000 for the Chairman of the committee, €75,000 for the Deputy Chairman of the committee, and €50,000 for the other members of a committee. Memberships of the Nomination Committee and the Mediation Committee within the meaning of section 27 (3) of the German Codetermination Act (MitbestG), to the extent that such a committee is established in the future, are not taken into account. If a Supervisory Board member is a member of several committees, only the two functions in the committees with the highest fixed annual remuneration will be remunerated. The remuneration of the Supervisory Board members is also in line with recommendation G.17 of the German Corporate Governance Code, according to which appropriate account is to be taken of the larger time commitment of the Chairman and the Deputy Chairman of the Supervisory Board as well as of the Chairman and the members of committees.

Each member receives an attendance fee of €1,000 for attending a meeting of the Supervisory Board or a committee; in the event a member attends several meetings on the same day, the attendance fee will be only paid once.

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

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

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

The remuneration of the Supervisory Board members takes into account, both in terms of structure and amount, the requirements of the office of a member of the Supervisory Board of TRATON SE, in particular the time involved as well as the responsibility associated with it. The remuneration is in line with the market and the amount – also in comparison to the remuneration of the members of the supervisory boards of other listed companies of comparable size in Germany and in comparison with intra-group companies – is commensurate with the tasks of the individual Supervisory Board members and the situation of TRATON SE. The remuneration makes it possible to recruit suitable and qualified candidates for the office of Supervisory Board member. As such, the remuneration of Supervisory Board members contributes to the Supervisory Board as a whole being able to properly and competently perform its tasks of monitoring and advising the Executive Board. Limiting the remuneration to a fixed remuneration also takes these tasks of the Supervisory Board into account. The limitation gives the Supervisory Board members — when performing their monitoring and advising tasks — an incentive to reasonably examine the management by the Executive Board without basing this primarily on the development of key operational indicators. Together with the Executive Board, the Supervisory Board thereby promotes the business strategy as well as the long-term development of TRATON SE. Paying only a fixed remuneration is moreover in line with suggestion G.18, sentence 1 of the German Corporate Governance Code.

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

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

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

## **Remuneration system Supervisory Board**

adjustment of the remuneration to the Annual General Meeting. The Executive Committee prepares the meetings and resolutions of the Supervisory Board; this generally also concerns the remuneration of the Supervisory Board members, including the remuneration system.

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

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