

## Events after December 31, 2020

On January 26, 2021, the Executive Board members of MAN SE and MAN Truck & Bus SE and the employee representatives signed an agreement on the key points of a comprehensive realignment of MAN Truck & Bus SE. The agreement that was reached sets out a restructuring of all areas of the MAN Truck & Bus business. The planned measures include a repositioning of the development and production network with a strong focus on future technologies, as well as approximately 3,500 job cuts across all areas of the company in Germany by the end of 2022. In total, the restructuring measures (including the measures in connection with the production network, which are still to be defined) are currently expected to incur cost in a high triple-digit million amount for the entire restructuring period. The majority of the expenses will be for personnel measures.

In connection with the intended acquisition of Navistar International Corporation (Navistar) by TRATON SE, a Navistar shareholder on January 19, 2021, filed a lawsuit against Navistar, its Board of Directors, as well as against TRATON SE and its wholly owned subsidiary Dusk Inc. with the United States District Court for the Southern District of New York (Anderson v. Navistar International Corporation, et al., Case No. 21-cv-00453 (S.D.N.Y)). The plaintiff alleges that preliminary versions of Navistar's Proxy Statement were incomplete and therefore misleading. The complaint purports to seek injunctive relief, declaratory relief, rescission, monetary damages, and costs, including attorneys' fees. Until the day on which the Consolidated Financial Statements were prepared, this complaint has not been served to either TRATON SE or Dusk Inc.

Also in conjunction with the intended acquisition of Navistar, another Navistar shareholder on January 20, 2021, filed a putative class action against Navistar, its Board of Directors, as well as against TRATON SE and its wholly owned subsidiary TRATON US Inc. with the Circuit Court of DuPage County, Illinois, Chancery Division (Drulias v. Clarke, et al., Case No. 2021-CH-000022 (Ill. DuPage Cty. Cir. Ct.)). The plaintiff alleges that Navistar and its Board of Directors were in breach of their fiduciary duties under Delaware law and that TRATON SE and TRATON US Inc. aided and abetted these alleged breaches of fiduciary duties. The complaint purports to seek class action certification, injunctive relief, declaratory relief, rescission, disgorgement, monetary damages, and costs, including attorneys' fees. Until the day

on which the Consolidated Financial Statements were prepared, this complaint has not been served to either TRATON SE or TRATON US Inc.

Since neither of the complaints have been served yet and both proceedings are still at an early stage, it is not possible to provide an assessment at this point in time.

## Supplemental Information on Fiscal Year 2020

### 1. Remuneration report

#### REMUNERATION OF THE EXECUTIVE BOARD

The Remuneration Report details the individualized remuneration of the Executive and Supervisory Boards of TRATON SE, broken down into components, as well as individualized pension provision disclosures for the members of the Executive Board. In addition, in this chapter we explain the main elements of the remuneration system for the Executive Board.

#### Principles of Executive Board remuneration

Matters involving the remuneration system and the total remuneration of each individual member of the TRATON SE Executive Board are decided on by the Supervisory Board on the basis of the recommendations of the latter's Presiding Committee. The remuneration system implements the requirements of the *Aktiengesetz* (AktG — German Stock Corporation Act) and is based on the recommendations of the German Corporate Governance Code (the Code).

At the end of 2018, the Supervisory Board of TRATON SE decided to modify the remuneration system for the Executive Board with effect from the effective date of the reorganization of TRATON AG as TRATON SE (January 17, 2019). The Supervisory Board was supported by prominent, independent external remuneration and legal advisers as it developed the remuneration system for the Executive Board. 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.

In its existing form, the remuneration system already largely complies with the amended recommendations of the Code in the version dated December 16, 2019. In order to implement the amended requirements for Executive Board remuneration under the AktG, as amended by the second *Aktionärsrechterichtlinie* (ARUG II — German Act Transposing the Second Shareholder Rights Directive), and the recommendations of the Code, the Supervisory Board resolved a remuneration system pursuant to section 87a of the AktG in December 2020. This remuneration system takes effect at the beginning of January 1, 2021, and applies to contract renewals and to newly appointed Executive Board members. However, certain aspects of the new remuneration system already apply to existing Executive Board members from fiscal year 2021 onward.

In accordance with the AktG, as amended by the ARUG II, the Supervisory Board is required in the future to submit the remuneration system to the Annual General Meeting for approval in the case of any significant amendment, and as a minimum every four years. The Supervisory Board is required to submit such a motion for approval for the first time no later than at the first Annual General Meeting held for the period ending December 31, 2020.

### Components of Executive Board remuneration

Until January 16, 2019, the remuneration of the members of the Executive Board was based on the remuneration systems in force until that date at the Group companies MAN Truck & Bus AG, MAN Latin America Indústria e Comércio de Veículos Ltda., Scania CV AB, and TRATON AG, and comprised fixed and variable components. The variable components depend in particular on changes in the financial situation of the company concerned and of the Volkswagen Group, and, in individual companies, on whether personal goals are met.

The remuneration system for TRATON's Executive Board has consisted of fixed and variable components since January 17, 2019. The variable remuneration consists of a bonus with a two-year assessment period and a long-term incentive (LTI) in the form of a performance share plan with a forward-looking three-year term that reflects both positive and negative developments. The fixed component creates an incentive for individual members of the Executive Board to perform their duties

in the best interests of the Company and to fulfill their obligation to act with proper business prudence without needing to focus on merely short-term performance targets. The variable components, dependent among other criteria on the financial performance of the Company, serve to ensure the long-term impact of behavioral incentives.

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).

A distinction is made in the case of the Executive Board members Mr. Drees, Professor Intra, Mr. Levin, and Mr. Schulz between the pre- and post-IPO phases with regard to the fixed remuneration, the target amount from the bonus, and the target amount from the performance share plan.

This distinction affects all Executive Board members included in the TRATON remuneration system in the case of the LTI: 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 addition to their activity as members of the Executive Board of TRATON SE, three members of the Executive Board exercise an executive board activity at foreign subsidiaries of TRATON SE (Mr. Cortes: MAN Latin America Indústria e Comércio de Veículos Ltda.; Mr. Henriksson: SCANIA CV AB; Mr. Levin: TRATON AB). They receive 20% of the fixed (excluding fringe benefits) and variable remuneration components from TRATON SE, with the remaining 80% coming from the relevant subsidiary.

In addition to their activity as members of the Executive Board of TRATON SE, Mr. Drees and Professor Intra exercised an executive board activity at MAN SE and MAN Truck & Bus SE until their departure effective the end of July 15, 2020. Since January 17, 2019, MAN Truck & Bus SE has been reimbursing TRATON SE for a proportion of the fixed (excluding fringe benefits) and variable remuneration components for Mr. Drees and Professor Intra (80% for Mr. Drees, 20% for Professor Intra). The Supervisory Board of MAN Truck & Bus SE decided that MAN Truck & Bus SE will reimburse

TRATON SE for 80% of the expenses for the remuneration of Mr. Drees, including for the period until the regular end of the original employment contract between Mr. Drees and MAN Truck & Bus SE, i.e., until March 31, 2023. As of the beginning of July 16, 2020, Dr. Ing. h.c. Tostmann is also a member of the Executive Boards of TRATON SE, MAN SE, and MAN Truck & Bus SE. For each fiscal year, MAN Truck & Bus SE's Supervisory Board decides the proportion of TRATON SE's expenses for the remuneration of Dr. Ing. h.c. Tostmann that will be shouldered by MAN Truck & Bus SE. In doing so, MAN Truck & Bus SE's Supervisory Board considers in particular the ratio of the time Dr. Ing. h.c. Tostmann spent working for MAN Truck & Bus SE on the one hand and TRATON SE on the other. For fiscal year 2020, the Supervisory Board decided that MAN Truck & Bus SE will reimburse TRATON SE for 80% of the fixed (excluding fringe benefits) and variable remuneration components for Dr. Ing. h.c. Tostmann, starting on July 16, 2020.

Until his departure from the Executive Board effective end of the day July 15, 2020, Mr. Renschler held a Board of Management position at Volkswagen AG in addition to his activity as Chairman of the Executive Board of TRATON SE. For his activity as a member of the Volkswagen AG Board of Management, Mr. Renschler received remuneration under his employment contract with Volkswagen AG. Mr. Renschler's remuneration from TRATON SE is offset against the remuneration from Volkswagen AG attributable to him for fiscal year 2020. TRATON SE reimbursed Volkswagen AG for 80% of the expenses for Mr. Renschler's remuneration in fiscal year 2020.

If 100% of the relevant agreed targets are achieved, the annual target remuneration for Mr. Drees, Professor Intra, Mr. Levin (extrapolated to 100%), Mr. Schulz, and Dr. Ing. h.c. Tostmann amounts to a total of €2,330 thousand in each case. This corresponds to fixed remuneration of €700 thousand, a target amount from the bonus of €700 thousand, and a target amount from the performance share plan of €930 thousand. For Mr. Cortes and Mr. Henriksson, the annual target remuneration, extrapolated to 100%, amounts to a total of €1,240 thousand (Mr. Cortes) and €2,496 thousand (Mr. Henriksson). This corresponds to fixed remuneration of €620 thousand and €750 thousand, a target amount from the bonus of €310 thousand and €750 thousand, and a target amount from the performance share plan of €310 thousand and €996 thousand, respectively. For Mr. Gründler and Mr. Renschler, the annual target remuneration amounts to a total of €4,500 thousand. This corre-

sponds to fixed remuneration of €1,350 thousand, a target amount from the bonus of €1,350 thousand, and a target amount from the performance share plan of €1,800 thousand.

A payment of €59 thousand in compensation for disadvantages with regard to Daimler AG's performance phantom share plans due to a change of employment was contractually agreed with Mr. Schulz for fiscal year 2019. In addition, Mr. Schulz is reimbursed for the cost of hotel accommodation until June 30, 2019, as well as for weekly trips home until December 31, 2020.

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

The reimbursement of costs for accommodation at his regular place of work and assumption of the taxes levied on the monetary value of travel using the company car (including use of a driver) between the place of residence and the primary place of work were contractually agreed with Mr. Gründler.

Grandfathering of the fixed and bonus remuneration components for fiscal years 2020 (up to a maximum of €840 thousand) and 2021 (total of €1,638 thousand) resulting from a remuneration guarantee from his time at Volkswagen AG was contractually agreed with Dr. Ing. h.c. Tostmann. In addition, Dr. Ing. h.c. Tostmann will be reimbursed for the costs of accommodation at his regular place of work and for weekly family trips home until December 31, 2021. The Company is also assuming any relocation, moving, and real estate agent costs incurred.

#### Fixed remuneration

The fixed/non-performance-related remuneration comprises fixed remuneration and fringe benefits. Appointments assumed at Group companies are not remunerated separately; instead, they are deemed to be included in the fixed remuneration. The fringe benefits result from the grant of noncash benefits. These include in particular the provision of company cars and the payment of insurance premiums, for example.

The fixed level of remuneration is reviewed regularly and adjusted if necessary.

In fiscal year 2020, those members of the Executive Board who were members of the Executive Board as of January 1, 2020, waived part of their fixed remuneration or donated it to a charitable organization as a sign of solidarity with employees affected by short-time working or similar measures.

**Variable remuneration**

The variable remuneration consists of a performance-related bonus with a two-year assessment period and a long-term incentive (LTI) in the form of a performance share plan with a forward-looking three-year term (long-term incentive components) and phantom preferred shares of Volkswagen AG (granted in 2019) or phantom shares of TRATON SE (granted starting in 2020). The components of variable remuneration reflect both positive and negative developments.

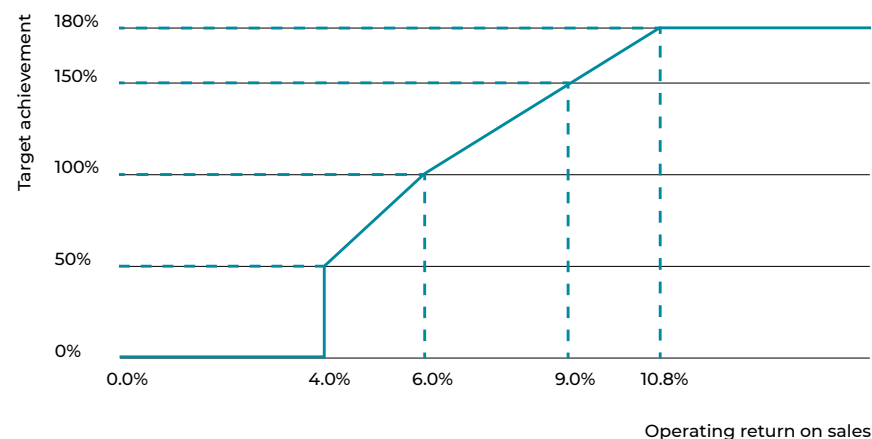
Payment of variable remuneration components depends on compliance with the cultural and integrity requirements in the Volkswagen Group and at TRATON SE. Malus and clawback clauses enable the subsequent adjustment of the payment amount in the event of any identified misconduct on the part of the members of the Executive Board. If the Executive Board member has culpably behaved unethically or in breach of the member’s duties in the relevant assessment period, or violated supervisory or organizational obligations willfully or through gross negligence (“circumstances triggering malus”), the Supervisory Board is entitled to reduce the variable remuneration by up to 100% or claw it back in the event that circumstances triggering malus become subsequently known (clawback).

The Supervisory Board may adjust the variable remuneration components in the event of extraordinary developments.

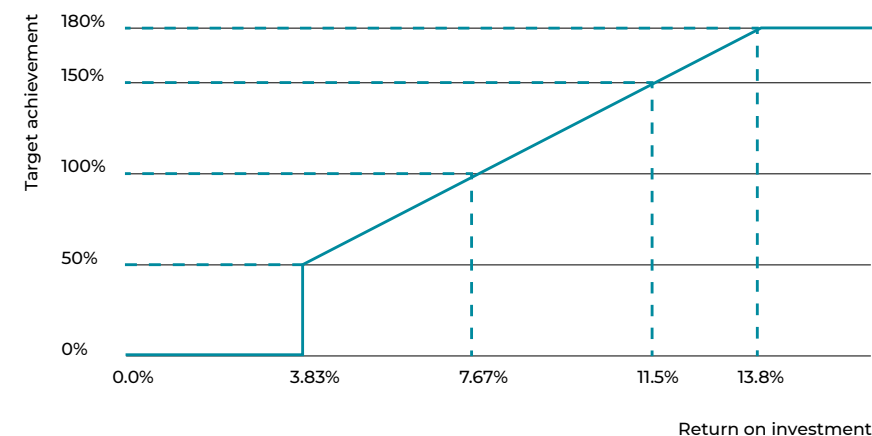
**Bonus**

The bonus is based on the earnings of the relevant fiscal year and the preceding fiscal year. Fifty percent of the bonus depends on the average operating return on sales and fifty percent depends on the average return on investment, both in the Industrial Business segment. Each of the two components of the bonus will only be payable if certain thresholds are exceeded or reached.

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



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



**BONUS 2020**

	Return on investment	Operating return on sales
2019/2020 average values	4.8%	3.2%
Target achievement	62.2%	–%
<b>Overall target achievement</b>	<b>31.1%</b>	

**BONUS 2019**

	Return on investment	Operating return on sales
2018/2019 average values	9.1%	6.0%
Target achievement	118.9%	100.0%
<b>Overall target achievement</b>	<b>109.5%</b>	

The payment amount for the bonus is capped at 180% of the target amount.

**Performance share plan — long-term incentive (LTI)**

The LTI is granted to the members of the Executive Board annually in the form of a performance share plan. Each performance period of the performance share plan has a term of three years. At the time the LTI is granted, the annual target amount under the LTI is converted on the basis of the initial reference price of Volkswagen AG's preferred shares (granted in 2019) or TRATON SE shares (granted starting in 2020) into performance shares, which are allocated to the respective member of the Executive Board purely for calculation purposes. Conversion at the beginning of the performance period is based on the unweighted average closing price of Volkswagen AG's preferred shares (granted in 2019) or TRATON SE shares (granted starting in 2020) on the last 30 trading days before January 1 of the relevant performance period. The final determination of the number of performance shares happens at the end of the three-year performance period in line with the average level of target achievement in the three fiscal years of the performance period with regard to the annual earnings per preferred share of Volkswagen AG (granted in 2019) or the earnings per TRATON SE share (granted starting in 2020) (earnings per

share/EPs per (preferred) share in euros). A condition for this is that a minimum level of annual earnings per share is reached.

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

€	2020
Maximum threshold	4.32
100% level of target	2.90
Minimum threshold	1.95
Actual	–0.20
Target achievement (in %)	–

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

€	2020	2019
Maximum threshold	30.00	30.00
100% level of target	20.00	20.00
Minimum threshold	10.00	10.00
Actual	17.85 <sup>1</sup>	26.66
Target achievement (in %)	89.3 <sup>1</sup>	133.3

<sup>1</sup> Information based on key figures currently available

A cash settlement is made after the end of the three-year term of the performance share plan. The payment amount corresponds to the final number of specified performance shares, multiplied by the closing reference price at the end of the three-year period, plus a dividend equivalent for the relevant term. The closing reference price is the unweighted average of the closing prices of Volkswagen AG's preferred shares (granted in 2019) or TRATON SE shares (granted starting in 2020) on the last 30 trading days before the end of the three-year performance period. The dividend equivalent corresponds to the dividends distributed during the holding period on an actual Volkswagen preferred share or on an actual TRATON share.

€	2020–2022 <sup>2</sup>	2019–2021 <sup>3</sup>
Initial reference price	24.58	147.08
Closing reference price <sup>1</sup>	–	–
Dividend equivalent		
2019	–	4.86
2020	1.00	4.86

1 Determined at the end of the performance period

2 TRATON shares

3 Volkswagen preferred shares

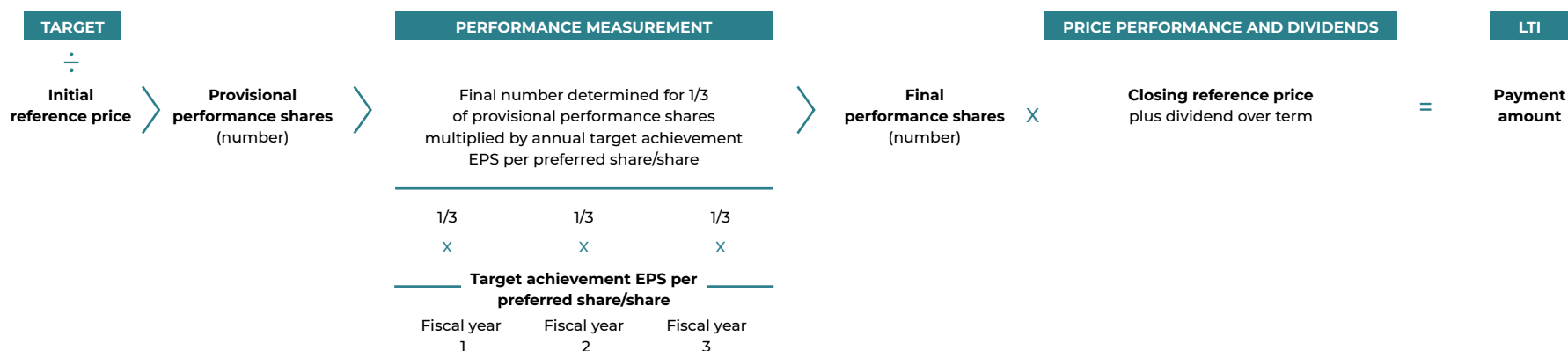
The payment amount under the performance share plan is limited to 200% of the target amount. For the 2019–2021 performance period, an advance of 20% of the payment amount is made if the average capex/sales revenue ratio or average development costs/sales revenue ratio in the Volkswagen Group's Automotive Division is less than 5% during the performance period.

If the employment contract of a member of the Executive Board ends before the end of the performance period due to extraordinary termination for cause for which

the member of the Executive Board is responsible, or due to revocation of appointment as a result of gross breach of duties, or due to resignation, termination by the member, or an agreement to annul the employment contract (*Aufhebungsvereinbarung*) desired by the member of the Executive Board, without this being caused by a breach of duties by the Company or health issues affecting the member of the Executive Board or a close member of their family, or if the member of the Executive Board violates the restraint on competition in force for the duration of the employment relationship or any subsequent restraint on competition ("bad leaver" cases), all of the performance shares of a current performance period are forfeited.

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, receive advances of 80% of their target amount for the first two tranches (tranche 2019–2021 and tranche 2020–2022) of the performance share plan. The two advances will each be paid after the first year of the performance period. A settlement is made based on actual achievement of targets at the end of the relevant three-year performance period. The advance will not be paid if circumstances triggering malus exist in the first year of the performance period. The advances for the tranche 2019–2021 resulted in an advance of €106 thousand on the balance sheet paid to the Executive Board members in office being recognized as of December 31, 2020.

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



The following table shows information about the performance shares awarded to the Executive Board members in the TRATON GROUP. In the case of Executive Board members who are also members of the executive board of a foreign subsidiary, the information therefore refers to performance shares awarded by TRATON SE and the relevant foreign subsidiary.

### INFORMATION ON PERFORMANCE SHARES (TRATON GROUP)

€ thousand	Performance period 2020–2022 <sup>1</sup>		Performance period 2019–2021 <sup>2</sup>	
	Number of performance shares allocated at the grant date	Fair value at the grant date	Number of performance shares allocated at the grant date	Fair value at the grant date
Matthias Gründler (since 07/16/2020)	33,814	617	–	–
Andreas Renschler (until 07/15/2020) <sup>3</sup>	4,396 <sup>4</sup>	730 <sup>4</sup>	–	–
Antonio Roberto Cortes	12,612	295	2,015	259
Joachim Drees (until 07/15/2020)	20,494 <sup>4</sup>	479 <sup>4</sup>	4,226	544
Henrik Henriksson	40,521	947	6,475	833
Carsten Intra (until 07/15/2020)	20,494 <sup>4</sup>	479 <sup>4</sup>	4,226	544
Christian Levin	37,836	884	4,226	544
Christian Schulz	37,836	884	4,226	544
Andreas Tostmann (since 07/16/2020)	17,471	319	–	–
<b>Total</b>	<b>225,474</b>	<b>5,632</b>	<b>25,394</b>	<b>3,267</b>

1 Based on TRATON shares

2 Based on Volkswagen preferred shares

3 Based on Volkswagen preferred shares for PSP 2020–2022

4 Adjusted ratably after the grant date

€ thousand	Provision as of 12/31/2020	Intrinsic value as of 12/31/2020	Total comprehensive income for 2020 arising from perfor- mance shares	Provision as of 12/31/2019	Intrinsic value as of 12/31/2019	Total comprehensive income for 2019 arising from perfor- mance shares
Matthias Gründler (since 07/16/2020)	51	-	51	-	-	-
Andreas Renschler (until 07/15/2020)	692	692	692	-	-	-
Antonio Roberto Cortes	34	-	103	155	-	155
Joachim Drees (until 07/15/2020)	373	-	545	325	-	325
Henrik Henriksson	108	-	332	498	-	498
Carsten Intra (until 07/15/2020)	373	-	545	325	-	325
Christian Levin	101	-	247	325	-	325
Christian Schulz	101	-	247	325	-	325
Andreas Tostmann (since 07/16/2020)	26	-	26	-	-	-
<b>Total</b>	<b>1,859</b>	<b>692</b>	<b>2,771</b>	<b>1,953</b>	<b>-</b>	<b>1,953</b>



The following table shows only the performance shares granted by TRATON SE. The figures differ for Mr. Cortes, Mr. Henriksson, and Mr. Levin because they exercise additional executive board activities at foreign subsidiaries of TRATON SE; Mr. Drees, Professor Intra, and Dr. Ing. h.c. Tostmann also exercise executive board activities at subsidiaries of TRATON SE, but receive 100% of their remuneration from TRATON SE, which is subsequently reimbursed proportionately by MAN Truck & Bus SE:

### INFORMATION ON PERFORMANCE SHARES (TRATON SE)

€ thousand	Performance period 2020–2022 <sup>1</sup>		Performance period 2019–2021 <sup>2</sup>	
	Number of performance shares allocated at the grant date	Fair value at the grant date	Number of performance shares allocated at the grant date	Fair value at the grant date
Matthias Gründler (since 07/16/2020)	33,814	617	–	–
Andreas Renschler (until 07/15/2020) <sup>3</sup>	4,396 <sup>4</sup>	730 <sup>4</sup>	–	–
Antonio Roberto Cortes	2,522	59	403	52
Joachim Drees (until 07/15/2020) <sup>5</sup>	20,494 <sup>4</sup>	479 <sup>4</sup>	4,226	544
Henrik Henriksson	8,104	189	1,295	167
Carsten Intra (until 07/15/2020) <sup>6</sup>	20,494 <sup>4</sup>	479 <sup>4</sup>	4,226	544
Christian Levin	7,567	177	845	109
Christian Schulz	37,836	884	4,226	544
Andreas Tostmann (since 07/16/2020) <sup>7</sup>	17,471	319	–	–
<b>Total</b>	<b>152,698</b>	<b>3,932</b>	<b>15,221</b>	<b>1,958</b>

1 Based on TRATON shares

2 Based on Volkswagen preferred shares

3 Based on Volkswagen preferred shares for PSP 2020–2022

4 Adjusted ratably after the grant date

5 Proportionate reimbursement (80%) by MAN Truck & Bus SE: PSP 2020–2022: number of shares 16,395; fair value €383 thousand, PSP 2019–2021: number of shares 3,381; fair value €435 thousand

6 Proportionate reimbursement (20%) by MAN Truck & Bus SE: PSP 2020–2022: number of shares 4,099; fair value €96 thousand, PSP 2019–2021: number of shares 845; fair value €109 thousand

7 Proportionate reimbursement (80%) by MAN Truck & Bus SE: PSP 2020–2022: number of shares 13,976; fair value €255 thousand

€ thousand	Total comprehensive income for 2020			Total comprehensive income for 2019		
	Provision as of 12/31/2020	Intrinsic value as of 12/31/2020	arising from performance shares	Provision as of 12/31/2019	Intrinsic value as of 12/31/2019	arising from performance shares
Matthias Gründler (since 07/16/2020)	51	-	51	-	-	-
Andreas Renschler (until 07/15/2020)	692	692	692	-	-	-
Antonio Roberto Cortes	7	-	21	31	-	31
Joachim Drees (until 07/15/2020) <sup>1</sup>	373	-	545	325	-	325
Henrik Henriksson	22	-	66	100	-	100
Carsten Intra (until 07/15/2020) <sup>2</sup>	373	-	545	325	-	325
Christian Levin	20	-	49	65	-	65
Christian Schulz	101	-	247	325	-	325
Andreas Tostmann (since 07/16/2020) <sup>3</sup>	26	-	26	-	-	-
<b>Total</b>	<b>1,665</b>	<b>692</b>	<b>2,243</b>	<b>1,170</b>	<b>-</b>	<b>1,170</b>

1 Proportionate reimbursement (80%) by MAN Truck & Bus SE: provision as of December 31, 2020: €299 thousand; total comprehensive income for 2020 arising from performance shares: €436 thousand (provision as of December 31, 2019: €260 thousand; total comprehensive income for 2019 arising from performance shares: €260 thousand)

2 Proportionate reimbursement (20%) by MAN Truck & Bus SE: provision as of December 31, 2020: €75 thousand; total comprehensive income for 2020 arising from performance shares: €109 thousand (provision as of December 31, 2019: €65 thousand; total comprehensive income for 2019 arising from performance shares: €65 thousand)

3 Proportionate reimbursement (80%) by MAN Truck & Bus SE: provision as of December 31, 2020: €21 thousand; total comprehensive income for 2020 arising from performance shares: €21 thousand (provision as of December 31, 2019: -; total comprehensive income for 2019 arising from performance shares: -)

The number of performance shares includes the provisional performance shares allocated at the grant date of the performance share plan. The fair value as of the grant date was determined using a recognized valuation technique.

The provision recognized as of December 31, 2020, reflects the obligation to the members of the Executive Board. To determine its amount, the performance shares expected for future performance periods were taken into account in addition to the provisional performance shares determined or allocated for the performance periods 2019 to 2021 and 2020 to 2022. The amount therefore depends in particular on the individual contract term. The intrinsic value was calculated in accordance with IFRS 2 and corresponds to the amount that the members of the Executive Board would have received if they had stepped down on December 31, 2020. Only the nonforfeitable (vested) performance shares at the reporting date are included in the calculation. The intrinsic value was calculated based on the unweighted average share price for the 30 trading days (Xetra closing price of Volkswagen's

preferred shares or TRATON shares) preceding December 31, 2020, taking the dividends paid per Volkswagen preferred share or TRATON share during the performance period into account. The net value of all amounts recognized in income for the performance shares in fiscal year 2020 is recorded in total comprehensive income for 2020 arising from performance shares in accordance with IFRSs.

#### Total remuneration cap

In addition to the cap on the individual variable remuneration components for the members of the Executive Board, the annual benefits received according to the Code, consisting of the fixed remuneration, variable remuneration components (bonus and performance share plan), occupational pension contributions, and fringe benefits for a fiscal year may not exceed an amount, extrapolated to 100%, of €5,500 thousand (Mr. Gründler and Mr. Renschler), €1,750 thousand (Mr. Cortes), €3,700 thousand (Mr. Drees, Professor Intra, Mr. Levin, Mr. Schulz, and Dr. Ing. h.c.

Tostmann), or €4,000 thousand (Mr. Henriksson). If the total remuneration cap is exceeded, the variable components will be reduced proportionately.

### Regular review and adjustment

The Supervisory Board regularly reviews and, if necessary, adjusts the level of the total remuneration cap and the individual targets.

### Other agreements

In the event of illness, there is a right to continued payment of the fixed and variable remuneration for a period of twelve months.

The following table shows information about the remuneration calculated in accordance with German GAAP awarded to the Executive Board members in the TRATON GROUP. In the case of Executive Board members who are also members of the executive board of a foreign subsidiary, the information therefore refers to the remuneration components awarded by TRATON SE and the relevant foreign subsidiary.

### REMUNERATION OF THE MEMBERS OF THE EXECUTIVE BOARD IN ACCORDANCE WITH GERMAN GAAP (TRATON GROUP)

€ thousand				2020	2019
	Non-performance-related components <sup>1</sup>	Performance-related components	Long-term incentive components	Total remuneration	Total remuneration
Matthias Gründler (since 07/16/2020)	665	194	617	1,476	–
Andreas Renschler (until 07/15/2020) <sup>2</sup>	642	373	730	1,475	–
Antonio Roberto Cortes	653	108	295	1,056	1,288 <sup>3</sup>
Joachim Drees (until 07/15/2020)	429	118	479	1,026	1,989
Henrik Henriksson	796	233	947	1,975	2,464
Carsten Intra (until 07/15/2020)	398	118	479	995	1,805
Christian Levin	732	218	884	1,834	1,792
Christian Schulz	776	218	884	1,878	1,945
Andreas Tostmann (since 07/16/2020)	766 <sup>4</sup>	101	319	1,185	–
<b>Total</b>	<b>5,858</b>	<b>1,680</b>	<b>5,632</b>	<b>13,170</b>	<b>11,283</b>

1 Amount before waiver of fixed remuneration: Mr. Drees €18 thousand, Mr. Henriksson €15 thousand, Professor Intra €18 thousand, Mr. Levin €14 thousand, Mr. Schulz €53 thousand, or donation to a charitable organization: Mr. Cortes €14 thousand

2 2020 remuneration by Volkswagen AG for activities at TRATON SE; this remuneration is offset against the remuneration attributable to Mr. Renschler from TRATON SE.

3 Adjustment after preparation of 2019 Annual Report

4 Reimbursed to TRATON SE by Volkswagen AG: grandfathered €418 thousand

The following table shows only the remuneration calculated in accordance with German GAAP granted by TRATON SE. The figures differ for Mr. Cortes, Mr. Henriksson, and Mr. Levin because they exercise additional executive board activities at foreign subsidiaries of TRATON SE; Mr. Drees, Professor Intra, and Dr. Ing. h.c. Tostmann also exercise executive board activities at subsidiaries of TRATON SE, but receive 100% of their remuneration from TRATON SE, which is subsequently reimbursed proportionately by MAN Truck & Bus SE:

#### REMUNERATION OF THE MEMBERS OF THE EXECUTIVE BOARD IN ACCORDANCE WITH GERMAN GAAP (TRATON SE)

€ thousand				2020	2019
	Non-performance-related components <sup>4</sup>	Performance-related components	Long-term incentive components	Total remuneration	Total remuneration
Matthias Gründler (since 07/16/2020)	665	194	617	1,476	–
Andreas Renschler (until 07/15/2020) <sup>7</sup>	642	373	730	1,745	–
Antonio Roberto Cortes	133	31	59	223	264 <sup>5</sup>
Joachim Drees (until 07/15/2020) <sup>1</sup>	429	118	479	1,026	1,903
Henrik Henriksson	150	47	189	386	467
Carsten Intra (until 07/15/2020) <sup>2</sup>	398	118	479	995	1,805
Christian Levin	140	44	177	360	353
Christian Schulz	776	218	884	1,878	1,945
Andreas Tostmann (since 07/16/2020) <sup>3</sup>	766 <sup>6</sup>	101	319	1,185	–
<b>Total</b>	<b>4,100</b>	<b>1,242</b>	<b>3,932</b>	<b>9,274</b>	<b>6,737</b>

1 Proportionate reimbursement (80%) by MAN Truck & Bus SE: non-performance-related components €303 thousand (previous year: €518 thousand), performance-related component €94 thousand (previous year: €461 thousand), long-term incentive component €383 thousand (previous year: €435 thousand), total remuneration €780 thousand (previous year: €1,413 thousand)

2 Proportionate reimbursement (20%) by MAN Truck & Bus SE: non-performance-related components €76 thousand (previous year: €129 thousand), performance-related component €24 thousand (previous year: €115 thousand), long-term incentive component €96 thousand (previous year: €109 thousand), total remuneration €195 thousand (previous year: €353 thousand)

3 Proportionate reimbursement (80%) by MAN Truck & Bus SE: non-performance-related components €257 thousand (previous year: –), performance-related component €80 thousand (previous year: –), long-term incentive component €255 thousand (previous year: –), total remuneration €593 thousand (previous year: –)

4 Amount before waiver of fixed remuneration: Mr. Drees €18 thousand, Professor Intra €18 thousand, Mr. Schulz €53 thousand

5 Adjustment after preparation of 2019 Annual Report

6 Reimbursed to TRATON SE by Volkswagen AG: grandfathered €418 thousand

7 2020 remuneration by Volkswagen AG for activities at TRATON SE; this remuneration is offset against the remuneration attributable to Mr. Renschler from TRATON SE.

Mr. Renschler received total remuneration of €4,068 thousand from Volkswagen AG for his work at TRATON SE in fiscal year 2019. It is comprised of non-performance-related components in the amount of €1,288 thousand, a performance-related component in the amount of €1,521 thousand, and a long-term incentive component amounting to €1,260 thousand.

Starting in fiscal year 2020, TRATON SE reimburses the expenses shown, which correspond to 80% of the total remuneration from Volkswagen AG, to Volkswagen AG.

TRATON SE entered into an agreement to annul the employment contract with Mr. Renschler and Volkswagen AG effective end of day July 15, 2020. This agreement to annul the employment contract sets out that there are no further claims for remuneration against TRATON SE for the past and the future. Mr. Renschler will receive a severance package from Volkswagen AG payable in 24 monthly installments and fringe benefits until July 15, 2022. TRATON SE will reimburse 80% of these amounts to Volkswagen AG. Total severance payments of €8,058 thousand and total fringe benefits of €245 thousand are therefore attributable to Mr. Renschler for his activities at TRATON SE in fiscal year 2020. In connection with this severance, an amount of €2,015 thousand was already reimbursed to Volkswagen AG in 2020 for severance payments and an amount of €29 thousand for fringe benefits for Mr. Renschler's activities at TRATON SE.

In accordance with the agreement to annul the employment contract with Mr. Drees, his employment contract will continue in force from the termination of his appointment as a member of the Executive Board until January 17, 2024. Total

provisions of €8,826 thousand (including €995 thousand for post-employment benefits) and €230 thousand for fringe benefits were recognized. Fixed remuneration accounts for €2,454 thousand and variable remuneration accounts for €5,377 thousand. The amount of variable remuneration depends on the future average operating return on sales, the average return on investment, earnings per share, and the market price of TRATON shares. In fiscal year 2020, Mr. Drees therefore received total additional remuneration of €422 thousand and fringe benefits of €49 thousand. MAN Truck & Bus SE will reimburse 80% of the remuneration to TRATON SE until March 31, 2023, and hence an amount of €337 thousand for fiscal year 2020.

#### **Executive Board remuneration in accordance with the Code**

The amounts shown as benefits received in the Executive Board remuneration tables in accordance with the Code correspond, in principle, to the amounts paid out for the fiscal year in question.

During the introductory phase of the performance share plan (2019 to 2020) at TRATON SE, the affected members of the Executive Board who were members of the Executive Board at the time the plan was introduced (as of January 17, 2019) receive advances on the target amount shown in the German Corporate Governance Code tables as benefits received for the fiscal year in which the performance share plan was awarded.

The amounts shown as benefits granted in the Executive Board remuneration tables in accordance with the Code are based on the fair value at the grant date for variable remuneration under the performance share plan and on 100% of the targets for any further variable remuneration.

**REMUNERATION OF THE MEMBERS OF THE EXECUTIVE BOARD  
(BENEFITS RECEIVED AND BENEFITS GRANTED)  
IN ACCORDANCE WITH THE GERMAN CORPORATE GOVERNANCE CODE**

€ thousand	Matthias Gründler					
	Chief Executive Officer of TRATON SE Joined 07/16/2020					
	Benefits received		Benefits granted			
	2020	2019	2019	2020	2020	2020
				(minimum)	(maximum)	
Fixed remuneration	621	-	-	621	621	621
Fringe benefits	44	-	-	44	44	44
<b>Total</b>	<b>665</b>	-	-	<b>665</b>	<b>665</b>	<b>665</b>
One-year variable remuneration	-	-	-	-	-	-
Multi-year variable remuneration						
Bonus (2 years)	194	-	-	623	-	1,122
LTI (performance share plan 2020-2022)	-	-	-	617	-	1,662
<b>Total<sup>1</sup></b>	<b>194</b>	-	-	<b>1,240</b>	-	<b>2,784</b>
Pension expense	247	-	-	247	247	247
<b>Total remuneration</b>	<b>1,106</b>	-	-	<b>2,152</b>	<b>912</b>	<b>3,696</b>

1 Information based on key figures currently available

€ thousand	Andreas Renschler					
	Chief Executive Officer of TRATON SE and member of the Board of Management of Volkswagen AG <sup>1,2</sup> Left 07/15/2020					
	Benefits received		Benefits granted			
	2020	2019	2019	2020	2020	2020
				(minimum)	(maximum)	
Fixed remuneration	585	1,080	1,080	585	585	585
Fringe benefits	57	210	210	57	57	57
<b>Total</b>	<b>642</b>	<b>1,290</b>	<b>1,290</b>	<b>642</b>	<b>642</b>	<b>642</b>
One-year variable remuneration	373	1,521	1,080	585	-	1,053
Multi-year variable remuneration						
LTI (performance share plan 2017-2019)	1,428	-	-	-	-	-
LTI (performance share plan 2018-2020)	-	-	-	-	-	-
LTI (performance share plan 2019-2021)	-	-	1,260	-	-	-
LTI (performance share plan 2020-2022)	-	-	-	730	-	1,560
<b>Total</b>	<b>1,801</b>	<b>1,521</b>	<b>2,340</b>	<b>1,315</b>	-	<b>2,613</b>
Pension expense	-	4,020	4,020	-	-	-
<b>Total remuneration</b>	<b>2,443</b>	<b>6,831</b>	<b>7,650</b>	<b>1,957</b>	<b>642</b>	<b>3,255</b>

1 Volkswagen AG employment contract and remuneration structure; remuneration for the work at TRATON SE

2 Information based on key figures currently available

<b>Roberto Cortes</b>						
<b>Member of the Executive Board of TRATON SE; CEO of MAN Latin America Indústria e Comércio de Veículos Ltda.<sup>1</sup></b>						
€ thousand <sup>7</sup>	Benefits received		Benefits granted			
	2020	2019	2019	2020	2020 (minimum)	2020 (maximum)
Fixed remuneration <sup>2</sup>	620	617	617	620	620	620
Fringe benefits	44	50 <sup>8</sup>	50 <sup>8</sup>	44	44	44
<b>Total</b>	<b>664</b>	<b>667</b>	<b>667</b>	<b>664</b>	<b>664</b>	<b>664</b>
One-year variable remuneration (PPB) <sup>3</sup>	–	4	12	–	–	–
Multi-year variable remuneration						
CPB (2 years) <sup>3</sup>	–	13	12	–	–	–
LTI (4 years) <sup>3</sup>	–	20	12	–	–	–
Bonus (2 years) <sup>4</sup>	97	324	296	310	–	558
LTI (performance share plan 2019–2021) <sup>4,5</sup>	–	237	259	–	–	–
LTI (performance share plan 2020–2022) <sup>4,5</sup>	248	–	–	295	–	620
<b>Total<sup>6</sup></b>	<b>345</b>	<b>598</b>	<b>592</b>	<b>605</b>	<b>–</b>	<b>1,178</b>
Pension expense	185	358	358	185	185	185
<b>Total remuneration</b>	<b>1,194</b>	<b>1,624</b>	<b>1,617</b>	<b>1,455</b>	<b>850</b>	<b>2,028</b>

1 Employment contract with MAN Latin America Indústria e Comércio de Veículos Ltda. until January 16, 2019; as of January 17, 2019, with MAN Latin America Indústria e Comércio de Veículos Ltda. and TRATON SE

2 2020 figure before donation of €14 thousand to a charitable organization

3 MAN Latin America Indústria e Comércio de Veículos Ltda. remuneration structure

4 TRATON SE remuneration structure

5 Benefits received: advance during the introductory phase of the performance share plan

6 Information based on key figures currently available

7 Contractually agreed exchange rate: BRL 4.53 = €1

8 Adjustment after preparation of 2019 Annual Report

<b>Joachim Drees</b>						
<b>Member of the Executive Board of TRATON SE; CEO of MAN SE; CEO of MAN Truck &amp; Bus SE<sup>1</sup></b>						
<b>Left 07/15/2020</b>						
€ thousand	Benefits received		Benefits granted			
	2020	2019	2019	2020	2020 (minimum)	2020 (maximum)
Fixed remuneration <sup>2,3</sup>	378	734	734	378	378	378
Fringe benefits	51	79	79	51	51	51
<b>Total</b>	<b>429</b>	<b>813</b>	<b>813</b>	<b>429</b>	<b>429</b>	<b>429</b>
One-year variable remuneration (PPB) <sup>3</sup>	–	21	14	–	–	–
Multi-year variable remuneration						
CPB (2 years) <sup>4</sup>	–	14	14	–	–	–
LTI (4 years) <sup>4</sup>	–	23	14	–	–	–
Bonus (2 years) <sup>5</sup>	118	576	526	379	–	683
LTI (performance share plan 2019–2021) <sup>5,6</sup>	–	497	544	–	–	–
LTI (performance share plan 2020–2022) <sup>5,6</sup>	403	–	–	479	–	1,008
<b>Total<sup>7</sup></b>	<b>521</b>	<b>1,130</b>	<b>1,111</b>	<b>858</b>	<b>–</b>	<b>1,690</b>
Pension expense	145	532	532	145	145	145
<b>Total remuneration</b>	<b>1,095</b>	<b>2,475</b>	<b>2,455</b>	<b>1,432</b>	<b>574</b>	<b>2,264</b>

1 Employment contract with MAN Truck & Bus AG until January 16, 2019; as of January 17, 2019, with TRATON SE

2 Including a special bonus for fiscal year 2019 in the amount of €60 thousand

3 2020 figure does not include waiver of fixed remuneration in the amount of €18 thousand.

4 MAN Truck & Bus AG remuneration structure

5 TRATON SE remuneration structure

6 Benefits received: advance during the introductory phase of the performance share plan

7 Information based on key figures currently available

€ thousand <sup>7</sup>	Henrik Henriksson					
	Member of the Executive Board of TRATON SE; CEO of Scania CV AB <sup>1</sup>					
	Benefits received		Benefits granted			
	2020	2019	2019	2020	2020 (minimum)	2020 (maximum)
Fixed remuneration <sup>2</sup>	750	750	750	750	750	750
Fringe benefits	46	30	30	46	46	46
<b>Total</b>	<b>796</b>	<b>779</b>	<b>779</b>	<b>796</b>	<b>796</b>	<b>796</b>
One-year variable remuneration <sup>3</sup>	-	-	-	-	-	-
Multi-year variable remuneration						
CPB (2 years) <sup>3</sup>	-	46	25	-	-	-
LTI (4 years) <sup>3</sup>	-	21	12	-	-	-
Bonus (2 years) <sup>4</sup>	233	785	717	750	-	1,350
LTI (performance share plan 2019–2021) <sup>4,5</sup>	-	762	833	-	-	-
LTI (performance share plan 2020–2022) <sup>4,5</sup>	797	-	-	947	-	1,992
<b>Total<sup>6</sup></b>	<b>1,030</b>	<b>1,614</b>	<b>1,587</b>	<b>1,697</b>	-	<b>3,342</b>
Pension expense	394	315	315	394	394	394
<b>Total remuneration</b>	<b>2,220</b>	<b>2,708</b>	<b>2,682</b>	<b>2,886</b>	<b>1,189</b>	<b>4,531</b>

1 Employment contract with Scania CV AB until January 16, 2019; as of January 17, 2019, with Scania CV AB and TRATON SE

2 2020 figure does not include waiver of fixed remuneration in the amount of €15 thousand.

3 Scania CV AB remuneration structure

4 TRATON SE remuneration structure

5 Benefits received: advance during the introductory phase of the performance share plan

6 Information based on key figures currently available

7 Exchange rate: SEK 10.30 = €1

€ thousand	Professor Carsten Intra					
	Member of the Executive Board & <i>Arbeitsdirektor</i> (Executive Board member responsible for employee relations) of TRATON SE; Chief Human Resources Officer & <i>Arbeitsdirektor</i> of MAN SE; Chief Human Resources Officer & <i>Arbeitsdirektor</i> of MAN Truck & Bus SE Left 07/15/2020					
	Benefits received		Benefits granted			
	2020	2019	2019	2020	2020 (minimum)	2020 (maximum)
Fixed remuneration <sup>1</sup>	378	647	647	378	378	378
Fringe benefits	20	38	38	20	20	20
<b>Total</b>	<b>398</b>	<b>686</b>	<b>686</b>	<b>398</b>	<b>398</b>	<b>398</b>
One-year variable remuneration	-	-	-	-	-	-
Multi-year variable remuneration						
Bonus (2 years) <sup>2</sup>	118	576	526	379	-	683
LTI (performance share plan 2019–2021) <sup>2,3</sup>	-	497	544	-	-	-
LTI (performance share plan 2020–2022) <sup>2,3</sup>	403	-	-	479	-	1,008
<b>Total<sup>4</sup></b>	<b>521</b>	<b>1,073</b>	<b>1,070</b>	<b>858</b>	-	<b>1,690</b>
Pension expense	156	248	248	156	156	156
<b>Total remuneration</b>	<b>1,075</b>	<b>2,006</b>	<b>2,003</b>	<b>1,412</b>	<b>554</b>	<b>2,244</b>

1 2020 figure does not include waiver of fixed remuneration in the amount of €18 thousand.

2 TRATON SE remuneration structure

3 Benefits received: advance during the introductory phase of the performance share plan

4 Information based on key figures currently available



€ thousand <sup>6</sup>	Christian Levin					
	Member of the Executive Board of TRATON SE; Member of the Executive Board of TRATON AB <sup>1</sup> Joined 01/17/2019					
	Benefits received		Benefits granted			
	2020	2019	2019	2020	2020 (minimum)	2020 (maximum)
Fixed remuneration <sup>2</sup>	700	647	647	700	700	700
Fringe benefits	32	26	26	32	32	32
<b>Total</b>	<b>732</b>	<b>673</b>	<b>673</b>	<b>732</b>	<b>732</b>	<b>732</b>
One-year variable remuneration	-	-	-	-	-	-
Multi-year variable remuneration						
Bonus (2 years) <sup>3</sup>	218	576	526	700	-	1,260
LTI (performance share plan 2019–2021) <sup>3,4</sup>	-	497	544	-	-	-
LTI (performance share plan 2020–2022) <sup>3,4</sup>	744	-	-	884	-	1,860
<b>Total<sup>5</sup></b>	<b>962</b>	<b>1,073</b>	<b>1,070</b>	<b>1,584</b>	<b>-</b>	<b>3,120</b>
Pension expense	375	345	345	375	375	375
<b>Total remuneration</b>	<b>2,069</b>	<b>2,091</b>	<b>2,088</b>	<b>2,691</b>	<b>1,107</b>	<b>4,227</b>

1 Employment contract with TRATON AB and TRATON SE

2 2020 figure does not include waiver of fixed remuneration in the amount of €14 thousand.

3 TRATON SE remuneration structure

4 Benefits received: advance during the introductory phase of the performance share plan

5 Information based on key figures currently available

6 Contractually agreed exchange rate: SEK 10.30 = €1

€ thousand	Christian Schulz					
	Member of the Executive Board of TRATON SE, CFO <sup>1</sup> Joined 06/26/2018					
	Benefits received		Benefits granted			
	2020	2019	2019	2020	2020 (minimum)	2020 (maximum)
Fixed remuneration <sup>2,3</sup>	700	727	727	700	700	700
Fringe benefits	76	59	59	76	76	76
<b>Total</b>	<b>776</b>	<b>786</b>	<b>786</b>	<b>776</b>	<b>776</b>	<b>776</b>
One-year variable remuneration (PPB) <sup>4</sup>	-	16	8	-	-	-
Multi-year variable remuneration						
CPB (2 years) <sup>4</sup>	-	11	8	-	-	-
LTI (4 years) <sup>4</sup>	-	13	8	-	-	-
Bonus (2 years) <sup>5</sup>	218	576	526	700	-	1,260
LTI (performance share plan 2019–2021) <sup>5,6</sup>	-	497	544	-	-	-
LTI (performance share plan 2020–2022) <sup>5,6</sup>	744	-	-	884	-	1,860
<b>Total<sup>7</sup></b>	<b>962</b>	<b>1,113</b>	<b>1,093</b>	<b>1,584</b>	<b>-</b>	<b>3,120</b>
Pension expense	290	382	382	290	290	290
<b>Total remuneration</b>	<b>2,028</b>	<b>2,281</b>	<b>2,261</b>	<b>2,650</b>	<b>1,067</b>	<b>4,187</b>

1 Employment contract with TRATON AG until January 16, 2019; as of January 17, 2019, with TRATON SE

2 2019 figure includes compensation of €59 thousand for benefits forfeited as a result of the change of employment.

3 2020 figure does not include waiver of fixed remuneration in the amount of €53 thousand.

4 TRATON AG remuneration structure

5 TRATON SE remuneration structure

6 Benefits received: advance during the introductory phase of the performance share plan

7 Information based on key figures currently available

<b>Dr. Ing. h.c. Andreas Tostmann</b>						
<b>Member of the Executive Board of TRATON SE; CEO of MAN SE; CEO of MAN Truck &amp; Bus SE Joined 07/16/2020</b>						
<b>€ thousand</b>	<b>Benefits received</b>			<b>Benefits granted</b>		
	<b>2020</b>	<b>2019</b>	<b>2019</b>	<b>2020</b>	<b>2020 (minimum)</b>	<b>2020 (maximum)</b>
Fixed remuneration	322	-	-	322	322	322
Fringe benefits	26	-	-	26	26	26
<b>Total</b>	<b>348</b>	<b>-</b>	<b>-</b>	<b>348</b>	<b>348</b>	<b>348</b>
One-year variable remuneration	-	-	-	-	-	-
Multi-year variable remuneration						
Bonus (2 years)	101	-	-	323	-	582
LTI (performance share plan 2020-2022)	-	-	-	319	-	859
Special commitment <sup>1</sup>	418	-	-	195	519	-
<b>Total</b>	<b>519</b>	<b>-</b>	<b>-</b>	<b>837</b>	<b>519</b>	<b>1,441</b>
Pension expense	128	-	-	128	128	128
<b>Total remuneration</b>	<b>995</b>	<b>-</b>	<b>-</b>	<b>1,313</b>	<b>995</b>	<b>1,917</b>

<sup>1</sup> Reimbursed to TRATON SE by Volkswagen AG: grandfathered

### Regular termination benefits

In the event of regular termination of their service on the Executive Board, the members of the Executive Board are generally entitled to retirement, disability, and surviving dependents' benefits, as well as the use of a company car under certain circumstances. The agreed pension benefits are generally paid or made available when the Executive Board member reaches the age of 65. TRATON SE maintains occupational pension plans for Mr. Drees, Mr. Gründler, Professor Intra, Mr. Schulz, and Dr. Ing. h.c. Tostmann. The occupational pension plans for the other members of the Executive Board are maintained by Volkswagen AG (Mr. Renschler), Scania CV AB (Mr. Henriksson), TRATON AB (Mr. Levin), and MAN Latin America Indústria e Comércio de Veículos Ltda. (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. For Mr. Drees, Mr. Gründler, Professor Intra, Mr. Schulz, and Dr. Ing. h.c. Tostmann, TRATON SE pays an annual contribution amounting to 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 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, 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.

Pension obligations in accordance with IAS 19 for active members of the Executive Board amounted to €1,762 thousand (previous year: €4,555 thousand) as of December 31, 2020. €1,072 thousand (previous year: €1,238 thousand) was added to the provision in accordance with IAS 19 in the year under review. Other benefits such as surviving dependents' pensions and the use of company cars are also factored into the measurement of pension obligations. An additional amount of €848 thousand (previous year: €942 thousand) was spent on defined contribution plans that are not included in total benefits. Pension obligations measured under German GAAP for the members of the Executive Board whose pension entitlements are recognized by TRATON SE amounted to €1,017 thousand (previous year: €3,910 thousand) as of December 31, 2020. Under German GAAP, TRATON SE added €985 thousand (previous year: €1,536 thousand) to the provision in the year under review. An additional amount of €85 thousand (previous year: €28 thousand) was spent on defined contribution plans that are not included in total benefits.

Total provisions of €5,023 thousand (previous year: -) were recognized for pension obligations to former members of the Executive Board and their surviving dependents as of December 31, 2020.

### Early termination benefits

If the appointment to the Executive Board is terminated for cause through no fault of the Executive Board member, the severance claims are limited to a maximum of two years' remuneration, in accordance with recommendation G. 13 sentence 1 of the Code (severance payment cap).

No severance payment is made if the appointment to the Executive Board is terminated for cause for which the Executive Board member is responsible.

The agreements with Mr. Drees and Mr. Renschler relating to the early termination of their appointment were described in greater detail above. As there is no legal clarity as to whether G. 13 sentence 1 of the Code only applies to severance payments or also applies to payments attributable to a continued employment contract, the Executive Board and Supervisory Board declared, as a precautionary measure, a departure from G. 13 sentence 1 of the Code with regard to the agreement to annul the employment contract entered into with Mr. Drees.

### PENSIONS OF THE MEMBERS OF THE EXECUTIVE BOARD IN 2020 (PRIOR-YEAR FIGURES IN BRACKETS)

€ thousand	Pension expense	Present value as of 12/31 <sup>1</sup>
Matthias Gründler (since 07/16/2020) <sup>2</sup>	247	247
	(-)	(-)
Andreas Tostmann (since 07/16/2020) <sup>3</sup>	128	134
	(-)	(-)
Andreas Renschler (until 07/15/2020)	-	-
	(-)	(-)
Antonio Roberto Cortes	185	-
	(358)	(-)
Joachim Drees (until 07/15/2020) <sup>4</sup>	145	-
	(532)	(1,493)
Henrik Henriksson <sup>5</sup>	394	373
	(315)	(318)
Carsten Intra (until 07/15/2020) <sup>6</sup>	156	-
	(248)	(2,074)
Christian Levin <sup>7</sup>	375	316
	(345)	(287)
Christian Schulz <sup>8</sup>	290	692
	(382)	(382)
<b>Total</b>	<b>1,920</b>	<b>1,762</b>
	<b>(2,180)</b>	<b>(4,555)</b>

1 The amount is included in the total for pension obligations and other post-employment benefits reported in the balance sheet (see Note "32. Provisions for pensions and other post-employment benefits" to the Consolidated Financial Statements).

2 Post-employment benefits attributable to TRATON SE under German GAAP: €247 thousand (previous year: -); pension provisions attributable to TRATON SE under German GAAP: €247 thousand (previous year: -)

3 Post-employment benefits attributable to TRATON SE under German GAAP: €128 thousand (previous year: -); pension provisions attributable to TRATON SE under German GAAP: €128 thousand (previous year: -)

4 Post-employment benefits attributable to TRATON SE under German GAAP: €143 thousand (previous year: €686 thousand); pension provisions attributable to TRATON SE under German GAAP in the previous year: €1,493 thousand

5 The post-employment benefits also include employer social security contributions attributable to pension insurance (defined contribution plans). Post-employment benefits for these types of social security contributions attributable to TRATON SE under German GAAP: €48 thousand (previous year: €15 thousand)

6 Post-employment benefits attributable to TRATON SE under German GAAP: €181 thousand (previous year: €503 thousand); pension provisions attributable to TRATON SE under German GAAP in the previous year: €2,070 thousand

7 The post-employment benefits also include employer social security contributions attributable to pension insurance (defined contribution plans). Post-employment benefits for these types of social security contributions attributable to TRATON SE under German GAAP: €37 thousand (previous year: €13 thousand)

8 Post-employment benefits attributable to TRATON SE under German GAAP: €286 thousand (previous year: €347 thousand); pension provisions attributable to TRATON SE under German GAAP: €642 thousand (previous year: €347 thousand)

### SUPERVISORY BOARD REMUNERATION

The remuneration of the members of the Supervisory Board of TRATON SE is comprised entirely of non-performance-related remuneration components.

Members of the Supervisory Board receive fixed remuneration of €75 thousand per fiscal year.

The Chairman of the Supervisory Board receives fixed remuneration of €225 thousand, while the Deputy Chairman receives remuneration of €150 thousand.

For their work in the Supervisory Board committees, the members of the Supervisory Board also receive additional fixed remuneration of €40 thousand per committee per fiscal year provided the committee met at least once per year for the performance of its duties. Memberships of the Nomination and Mediation Committees established in accordance with section 27 (3) of the *Mitbestimmungsgesetz* (MitbestG — German Codetermination Act) are not taken into account.

Committee chairpersons receive double this amount, while deputy chairpersons receive one-and-a-half times the committee remuneration listed above.

Membership of no more than two committees is taken into account, whereby the two functions with the highest remuneration are counted if this maximum number is exceeded.

Supervisory Board members who belonged to the Supervisory Board or one of its committees for only part of the fiscal year receive proportionate remuneration.

Supervisory Board members receive an attendance fee of €1 thousand for attending a meeting of the Supervisory Board or one of its committees; if several meetings are held on one day, the attendance fee is paid only once.

The 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.

For fiscal year 2020, the members of the Supervisory Board received total remuneration of €2,088 thousand (previous year: €2,390 thousand). Of this figure, €1,125

thousand (previous year: €1,125 thousand) related to the work on the Supervisory Board and €400 thousand (previous year: €400 thousand) to the work in the committees.

#### REMUNERATION OF THE MEMBERS OF THE SUPERVISORY BOARD

€ thousand	Fixed remuneration	Work in the committees	Attendance fees	Group appointments	Total 2020	Total 2019
Pötsch, Hans Dieter	225	80	6	–	311	310
Stimoniariis, Athanasios <sup>4</sup>	150	60	1	100	311	375
Bechstädt, Torsten <sup>4</sup>	75	60	12	–	147	143
Carlquist, Mari <sup>1,3</sup>	–	–	–	–	–	–
Döss, Dr. Manfred <sup>1</sup>	–	–	–	–	–	–
Kerner, Jürgen <sup>4</sup>	75	–	8	114	197	275
Kilian, Gunnar <sup>1</sup>	–	–	–	–	–	–
Kirchmann, Dr. Albert X.	75	–	8	3	86	78
Kuhn-Piëch, Dr. Julia	75	40	9	57	181	244
Lorentzon, Lisa <sup>1,3</sup>	–	–	–	–	–	–
Luthin, Bo <sup>2,3</sup>	–	–	–	–	–	3
Lyngsie, Michael <sup>2,3</sup>	–	–	–	–	–	3
Macpherson, Nina	75	40	12	67	194	189
Osterloh, Bernd <sup>4</sup>	75	40	5	–	120	117
Porsche, Dr. Dr. Christian	75	40	8	5	128	120
Schmid, Dr. Wolf-Michael	75	–	8	–	83	80
Schnur, Karina <sup>4</sup>	75	40	11	80	206	264
Werner, Hiltrud <sup>1</sup>	–	–	–	–	–	–
Witter, Frank <sup>1</sup>	–	–	–	–	–	–
Zieger, Steffen <sup>4</sup>	75	–	7	42	124	184
<b>Total</b>	<b>1,125</b>	<b>400</b>	<b>95</b>	<b>468</b>	<b>2,088</b>	<b>2,390</b>

1 Remuneration for fiscal years 2019 and 2020 was waived in full.

2 Remuneration for fiscal year 2019 was waived except for the attendance fees for the first three meetings. Remuneration for fiscal year 2020 was waived in full.

3 In view of the waivers, the Executive Board of TRATON SE decided to make a contribution of €415 thousand (previous year: €276 thousand) to "Scania Personalstiftelse 1996" after the 2021 Annual General Meeting.

4 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).

The employee representatives on the Supervisory Board who are employed by TRATON SE or other TRATON GROUP companies also receive their regular salaries as specified in their employment contracts.

## 2. Corporate Governance Statement<sup>1</sup>

Corporate governance at TRATON forms the framework for the management and supervision of the Company and the Group. Good corporate governance lays the foundations for responsible leadership and control of our Company and for successful business performance in the long term. At the same time, good corporate governance fosters the confidence that the financial markets, our investors, customers, business partners, and employees have in our Company, the Group, and in the work we do.

Our system of corporate governance is determined by applicable laws, our Articles of Association, internal regulations and guidelines, as well as by national and international standards of good corporate governance. The German Corporate Governance Code (the Code) represents the statutory provisions for the governance of German stock corporations that apply to TRATON and provides recommendations and suggestions for responsible and transparent corporate governance at TRATON in accordance with recognized standards.

### I. CORPORATE GOVERNANCE AT TRATON

Both TRATON's Executive Board and its Supervisory Board have addressed the corporate governance system and compliance with the recommendations and suggestions contained in the Code in detail. They are aware that good and transparent corporate governance that complies with both national and international standards is of central importance for ensuring responsible management with a long-term focus.

<sup>1</sup> The Corporate Governance Statement in accordance with section 289f of the HGB and section 315d of the HGB forms part of the Combined Management Report and is not included in the audit.