

TRATON

TRATON SE

Annual General Meeting 2024

Convenience translation

This translation is a working translation only. In cases of discrepancies to the German version, the German version prevails.

Additional information on agenda item 8 (Amending the remuneration and the remuneration system for the Supervisory Board members and corresponding amendment to the Articles of Association)

Synopsis of amendments to Art. 16 of the Articles of Association of TRATON SE proposed to the Annual General Meeting under agenda item 8

(green = addition; red = deletion)

Current version of the Articles of Association of TRATON SE	Proposed version of the Articles of Association of TRATON SE
Article 16 Remuneration, insurance	Article 16 Remuneration, insurance
(1) Supervisory Board members receive fixed annual remuneration of EUR 75,000. The Chairman of the Supervisory Board receives three times, and the Deputy Chairman twice, the remuneration of a full member.	(1) The Supervisory Board members receive fixed annual remuneration of EUR 75,000 100,000 . The Chairman of the Supervisory Board receives three times, and the Deputy Chairman twice, the remuneration of a full member.
(2) In addition, Supervisory Board members receive additional fixed annual remuneration of EUR 40,000 per committee for their work on Supervisory Board committees, provided that the relevant committee met at least once per year to perform its tasks. Membership of the Nomination Committee and the Mediation Committee pursuant to section 27 para. 3 of the German Codetermination Act (Mitbestimmungsgesetz – MitbestG), where such a committee has been established, shall not be taken into account. The Chairmen of the committees receive twice, and the Deputy Chairmen one and a half times, the committee	(2) In addition, the Supervisory Board members receive additional fixed annual remuneration of EUR 40,000 50,000 per committee for their work on Supervisory Board committees, provided that the relevant committee met at least once per year to perform its tasks. Membership of the Nomination Committee and the Mediation Committee pursuant to section 27 para. 3 of the German Codetermination Act (Mitbestimmungsgesetz – MitbestG), where such a committee has been established, shall not be taken into account. The Chairmen of the committees receive twice, and the Deputy Chairmen one and a half times, the committee

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<p>remuneration specified above. Committee activities are taken into account for a maximum of two committees; the two functions with the highest remuneration shall be taken into account in the event that this maximum is exceeded.</p>	<p>remuneration specified above. Committee activities are taken into account for a maximum of two committees; the two functions with the highest remuneration shall be taken into account in the event that this maximum is exceeded.</p>
<p>(3) Members of the Supervisory Board that are Supervisory Board members or hold office as Chairman or Deputy Chairman of the Supervisory Board for part of a fiscal year only receive the relevant proportionate remuneration. This applies <i>mutatis mutandis</i> to the remuneration as member or Chairman of a committee.</p>	<p>(3) Members of the Supervisory Board that are Supervisory Board members or hold office as Chairman or Deputy Chairman of the Supervisory Board for part of a fiscal year only receive the relevant proportionate remuneration. This will apply <i>mutatis mutandis</i> to the remuneration as member or Chairman of a committee.</p>
<p>(4) The member in question receives an attendance fee of EUR 1,000 for attending a meeting of the Supervisory Board or a committee; if several meetings are held on the same day, the attendance fee is only paid once.</p>	<p>(4) The member in question receives an attendance fee of EUR 1,000 for attending a meeting of the Supervisory Board or a committee; if several meetings are held on the same day, the attendance fee is only paid once.</p>
<p>(5) The Company shall take care to ensure that third-party liability insurance with a deductible has been taken out for the benefit of the Supervisory Board members. In addition to the remuneration pursuant to paragraphs above, the Company shall reimburse the Supervisory Board members for the reasonable expenses incurred by them in connection with exercising their Supervisory Board role as well as for any VAT payable on their remuneration and expenses.</p>	<p>(5) The Company shall take care to ensure that third-party liability insurance with a deductible has been taken out for the benefit of the Supervisory Board members. In addition to the remuneration pursuant to the paragraphs above, the Company shall reimburse the Supervisory Board members for the reasonable expenses incurred by them in connection with exercising their Supervisory Board role as well as for any VAT payable on their remuneration and expenses.</p>
<p>(6) The remuneration pursuant to paragraphs (1) and (2) is 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 is paid.</p>	<p>(6) The remuneration pursuant to paragraphs (1) and (2) as well as the attendance fee pursuant to paragraph (4) is are payable after the end of the Annual 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 is are paid.</p>