

REMUNERATION REPORT AND AUDITOR´S REPORT 2023



Remuneration report and auditor's report pursuant to section 162 of the *Aktiengesetz* (AktG — German Stock Corporation Act) for fiscal year 2023

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

Despite the ongoing war in Ukraine, market and sales trends changed for the better in fiscal year 2023 and supply chains also stabilized. As a result, the TRATON GROUP was able to achieve its targets in fiscal year 2023. In particular, the TRATON GROUP's unit sales increased by 11% year-on-year to 338,183 units, although market developments varied from region to region. The TRATON GROUP generated sales revenue of €46.9 billion in fiscal year 2023, 16% higher than in the previous year. The substantial increase in sales revenue was primarily the result of higher unit sales of new vehicles, a positive market and product mix, better unit price realization, and growth in the Vehicle Services business. Sales revenue also grew substantially year-on-year in the TRATON Financial Services segment.

Principles of Executive Board remuneration

The remuneration of the members of the Executive Board is based on the revised remuneration system ("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 remuneration system on June 9, 2022, with 97.98% of the votes cast. The 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).

The remuneration system applies to all members of the Executive Board with new or extended employment contracts from the date of the 2022 Annual General Meeting. 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. This applied to Mr. Levin and Mr. Cortes in fiscal year 2023. In fiscal year 2023, the Supervisory Board extended the appointment of Mr. Levin and Mr. Cortes, which was set to expire on January 17, 2024, for a further term of office in each case. As a result of this, a performance share plan with a four-year performance period also applies to Mr. Levin and Mr. Cortes with effect from fiscal year 2024.

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 2022 in the 2022 Remuneration Report. The Annual General Meeting approved the 2022 Remuneration Report on June 1, 2023, with 98.37% of the votes cast. Comments from investors were taken into consideration when preparing the Remuneration Report for fiscal year 2023. For example, an explanation of the composition of the peer group was added.

The following provides an overview of the remuneration system for the Executive Board that was applicable in fiscal year 2023 before discussing the remuneration components in the same reporting period.

Overview of the remuneration components

The following table provides an overview of the components of the remuneration system applicable to the members of the Executive Board for fiscal year 2023. 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.

2023 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 – Minimum payment amount: €0 – 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"> Financial subtargets: <ul style="list-style-type: none"> • Operating return on sales (50%) and return on investment (50%) <ul style="list-style-type: none"> ○ Operating return on sales is the ratio of operating result in the TRATON Operations business area (including Corporate Items) before tax and excluding adjustments to the corresponding sales revenue. ○ Return on investment is the ratio of operating result in the TRATON Operations business area (including Corporate Items) after tax (normalized tax rate of 30%) and excluding adjustments to the corresponding average invested capital. • 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 	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.

2023 Executive Board remuneration system

Component	Composition	Target
	<p>achievement of 50%, 100%, and 180%, respectively. Interim values are interpolated on a linear basis.</p> <ul style="list-style-type: none"> • 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% <p>ESG targets</p> <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) 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) <p>– Profit bonus payment amount = individual target amount x financial target achievement x ESG factor</p> <p>– Payout: generally in cash in the month following approval of the consolidated financial statements for the profit bonus fiscal year</p>	
<p>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.)</p>	<ul style="list-style-type: none"> – Plan type: performance share plan – Performance period: in principle, forward-looking four-year term – Minimum payment amount: €0 – 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: TRATON) 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 	<p>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.</p>

2023 Executive Board remuneration system

Component	Composition	Target
	<ul style="list-style-type: none"> 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. 	
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 base salary paid 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.

Remuneration of the Executive Board members appointed in fiscal year 2023

Members of the Executive Board in fiscal year 2023

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 2023, 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 Chief Executive Officer and 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 fringe benefits and occupational pension benefits solely from Volkswagen Truck & Bus.

Dr. Michael Jackstein: Dr. Jackstein has been a member of the Executive Board of TRATON SE since April 1, 2023.

Catharina Modahl Nilsson: Ms. Modahl Nilsson has been a member of the Executive Board of TRATON SE since April 1, 2023. Ms. Modahl Nilsson has also been the CTO of TRATON AB since April 1, 2023. Ms. Modahl Nilsson received 20% of her fixed and variable remuneration from TRATON SE and 80% from TRATON AB. Ms. Modahl Nilsson received fringe benefits and occupational pension benefits solely from TRATON AB.

Annette Danielski: Ms. Danielski was a member of the Executive Board since October 1, 2021. Ms. Danielski left the Executive Board effective March 31, 2023.

Bernd Osterloh: Mr. Osterloh was a member of the Executive Board since May 1, 2021. Mr. Osterloh left the Executive Board effective March 31, 2023.

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 2023 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 report

Remuneration granted and owed in fiscal year 2023

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.

Table overview

The following tables show the remuneration actually received by the members of the Executive Board in fiscal year 2023. The time of actual payment is not significant. Correspondingly, the remuneration granted in 2023 includes the base salary paid in fiscal year 2023, the fringe benefits, and the profit bonus for fiscal year 2023 paid in the month following approval of the Company's 2023 Consolidated Financial Statements. In fiscal year 2023, the LTI with the 2020–2022 performance period was also paid out and is reported as remuneration granted. As the companies were 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, irrespective of 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 year under review. 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.

In addition, the employment contracts of the Executive Board members contain a penalty and clawback provision in accordance with the approved remuneration system. TRATON SE did not make use of these regulations in fiscal year 2023.

To the extent that members of the Executive Board left during fiscal year 2023, only the portion of remuneration attributable to the period of their Executive Board appointment is shown in the following tables. If such Executive Board members receive remuneration for periods after the termination of their Executive Board appointment, e.g., in the case of an expiring employment contract, this is reported in the "Remuneration of former Executive Board members" section.

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

Christian Levin

Remuneration component		2023	
		€ thousand ¹	in %
Fixed remuneration components			
Base salary	TRATON SE	1,220	47
	Scania	630	
Fringe benefits	TRATON SE	-	1
	Scania	32	
Total	TRATON SE	1,220	48
	Scania	662	
	Total	1,882	
Variable remuneration components			
– Profit bonus 2023 – (target amount €1,350 thousand per annum)	TRATON SE	1,094	52
	Scania	957	
– LTI 2020–2022 (performance share plan, three-year term; target amount €930 thousand per annum; minus advance payment ²)	TRATON SE	0	0
	TRATON AB	0	
Subtotal — remuneration granted and owed without repayment/offsetting³	TRATON SE	2,314	100
	Scania	1,619	
	TRATON AB	0	
	Total	3,933	
– Repayment/offsetting of advance payment ⁴	TRATON SE	-121	-
	TRATON AB	-483	
Sum — remuneration granted and owed	TRATON SE	2,193	-
	Scania	1,619	
	TRATON AB	-483	
	Total	3,329	
Pension expenses	TRATON SE	-	-
	Scania	918	
Total remuneration including pension expenses	TRATON SE	2,193	
	Scania	2,537	
	TRATON AB	-483	
	Total	4,247	
Maximum remuneration	Total	5,500	

1 Contractually agreed exchange rate: SEK 10.78 = €1

2 Mr. Levin received an advance payment on the LTI 2020–2022 of €149 thousand (TRATON SE) and €595 thousand (TRATON AB) at the beginning of fiscal year 2021. The advance payment does not represent remuneration granted in fiscal year 2023 and is therefore not shown in the table. However, the payment amount of the performance share plan for the 2020–2022 performance period calculated after the end of the performance period fell short of the advance payments already made. No further payment amount from the performance share plan for the 2020–2022 performance period is therefore reported as remuneration granted in fiscal year 2023.

3 Subtotal without taking into account the repayment/offsetting of the advance payment, which results in a negative amount granted (see footnote 4). This subtotal is used solely to calculate the relative portions (as a percentage) of the remuneration actually granted to the members of the Executive Board in fiscal year 2023.

4 The LTI 2020–2022 had a target achievement that would have led to payment amounts of €28 thousand (TRATON SE) and €112 thousand (TRATON AB) and thus below the amounts of the advance payments already made to Mr. Levin in fiscal year 2021. Mr. Levin was therefore obliged to repay the differences of €121 thousand (TRATON SE) and €483 thousand (TRATON AB), which are shown here as negative amounts granted. In Mr. Levin's case, these amounts were offset against the profit bonus to be paid out for fiscal year 2022 in fiscal year 2023, the amount of which was reported in the 2022 Remuneration Report.

Remuneration report

Mathias Carlbaum

Remuneration component		2023	
		€ thousand	in %
Fixed remuneration components			
Base salary	TRATON SE	150	34
	Navistar	600	
Fringe benefits	TRATON SE	-	15
	Navistar ¹	321	
Total	TRATON SE	150	48
	Navistar	921	
	Total	1,071	
Variable remuneration components			
- Profit bonus 2023 (target amount €750 thousand per annum)	TRATON SE	228	52
	Navistar	911	
Sum — remuneration granted and owed	TRATON SE	378	100
	Navistar	1,832	
	Total	2,210	
Pension expenses	TRATON SE	-	-
	Navistar	336	
Total remuneration including pension expenses	TRATON SE	378	
	Navistar	2,168	
	Total	2,546	
Maximum remuneration	Total	4,000	

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

Remuneration report

Antonio Roberto Cortes

Remuneration component		2023	
		€ thousand ¹	in %
Fixed remuneration components			
Base salary	TRATON SE	126	52
	Volkswagen Truck & Bus	504	
Fringe benefits	TRATON SE	–	4
	Volkswagen Truck & Bus	49	
Total	TRATON SE	126	56
	Volkswagen Truck & Bus	553	
	Total	679	
Variable remuneration components			
– Profit bonus 2023 (target amount €350 thousand per annum)	TRATON SE	106	44
	Volkswagen Truck & Bus	425	
– LTI 2020–2022 (performance share plan, three-year term; target amount €310 thousand per annum; minus advance payment ²)	TRATON SE	0	0
	Volkswagen Truck & Bus	0	
Subtotal — remuneration granted and owed without repayment/offsetting³	TRATON SE	232	100
	Volkswagen Truck & Bus	978	
	Total	1,210	
– Repayment/offsetting of advance payment ⁴	TRATON SE	–40	–
	Volkswagen Truck & Bus	–161	
Sum — remuneration granted and owed	TRATON SE	192	–
	Volkswagen Truck & Bus	817	
	Total	1,009	
– Pension expenses	TRATON SE	–	–
	Volkswagen Truck & Bus	249	
Total remuneration including pension expenses	TRATON SE	192	
	Volkswagen Truck & Bus	1,066	
	Total	1,258	
Maximum remuneration	Total	1,750	

1 Contractually agreed exchange rate: BRL 5.33 = €1

2 Mr. Cortes received an advance payment on the LTI 2020–2022 of €50 thousand (TRATON SE) and €198 thousand (Volkswagen Truck & Bus) at the beginning of fiscal year 2021. The advance payment does not represent remuneration granted in fiscal year 2023 and is therefore not shown in the table. However, the payment amount of the performance share plan for the 2020–2022 performance period calculated after the end of the performance period fell short of the advance payments already made. No further payment amount from the performance share plan for the 2020–2022 performance period is therefore reported as remuneration granted in fiscal year 2023.

3 Subtotal without taking into account the repayment/offsetting of the advance payment, which results in a negative amount granted (see footnote 4). This subtotal is used solely to calculate the relative portions (as a percentage) of the remuneration actually granted to the members of the Executive Board in fiscal year 2023.

4 The LTI 2020–2022 had a target achievement that would have led to payment amounts of €9 thousand (TRATON SE) and €37 thousand (Volkswagen Truck & Bus) and thus below the amounts of the advance payments already made to Mr. Cortes in fiscal year 2021. Mr. Cortes was therefore obliged to repay the differences of €40 thousand (TRATON SE) and €161 thousand (Volkswagen Truck & Bus), which are shown here as negative amounts granted. In Mr. Cortes's case, these amounts were offset against the profit bonus to be paid out for fiscal year 2022 in fiscal year 2023, the amount of which was reported in the 2022 Remuneration Report.

Remuneration report

Annette Danielski¹

Remuneration component	2023	
	€ thousand	in %
Fixed remuneration components		
Base salary	175	39
Fringe benefits	12	3
Total	187	41
Variable remuneration components		
– Profit bonus 2023 (target amount €700 thousand per annum)	266	59
Sum — remuneration granted and owed	453	100
Pension expenses	123	–
Total remuneration including pension expenses	576	
Maximum remuneration	925	

¹ Until March 31, 2023

Dr. Michael Jackstein¹

Remuneration component	2023	
	€ thousand	in %
Fixed remuneration components		
Base salary	525	38
Fringe benefits	62	4
Total	587	42
Variable remuneration components		
– Profit bonus 2023 (target amount €700 thousand per annum)	797	58
Sum — remuneration granted and owed	1,384	100
Pension expenses	210	–
Total remuneration including pension expenses	1,594	
Maximum remuneration	2,775	

¹ From April 1, 2023

Remuneration report

Catharina Modahl Nilsson¹

Remuneration component		2023	
		€ thousand ²	in %
Fixed remuneration components			
Base salary	TRATON SE	105	39
	TRATON AB	420	
Fringe benefits	TRATON SE	-	2
	TRATON AB	21	
Total	TRATON SE	105	41
	TRATON AB	441	
	Total	546	
Variable remuneration components			
- Profit bonus 2023 (target amount €700 thousand per annum)	TRATON SE	159	59
	TRATON AB	638	
Sum — remuneration granted and owed	TRATON SE	264	100
	TRATON AB	1,079	
	Total	1,343	
Pension expenses	TRATON SE	-	-
	TRATON AB	264	
Total remuneration including pension expenses	TRATON SE	264	
	TRATON AB	1,343	
	Total	1,607	
Maximum remuneration	Total	2,775	

1 From April 1, 2023

2 Contractually agreed exchange rate: SEK 10.78 = €1

Bernd Osterloh¹

Remuneration component		2023	
		€ thousand	in %
Fixed remuneration components			
Base salary		175	37
		29	6
Total		204	43
Variable remuneration components			
- Profit bonus 2023 (target amount €700 thousand per annum)		266	57
Sum — remuneration granted and owed		470	100
Pension expenses		93	-
Total remuneration including pension expenses		563	
Maximum remuneration		925	

1 Until March 31, 2023

Alexander Vlaskamp

Remuneration component	2023	
	€ thousand	in %
Fixed remuneration components		
Base salary	700	38
Fringe benefits	72	4
Total	772	42
Variable remuneration components		
– Profit bonus 2023 (target amount €700 thousand per annum)	1,063	58
Sum — remuneration granted and owed	1,835	100
Pension expenses	289	–
Total remuneration including pension expenses	2,124	
Maximum remuneration	3,700	

Explanation**Additional contractual agreements with the members of the Executive Board**

The Company pays the costs of a tax advisor for **Mr. Vlaskamp**.

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

Until the end of her appointment, i.e., until March 31, 2023, **Ms. Danielski** received reimbursement of the costs of weekly family trips home and of accommodation at her regular place of work. These benefits largely ended when she left the Executive Board. For more information, refer to the “Benefits and defined benefits in connection with termination” section.

Until the end of his appointment, i.e., until March 31, 2023, **Mr. Osterloh** received reimbursement of the costs of weekly family trips home and of accommodation at his regular place of work. These benefits largely ended when he left the Executive Board. In addition, TRATON SE agreed to reimburse Mr. Osterloh for the costs of obtaining a class C/CE driver’s license, including the associated follow-up costs and travel expenses to and from driving lessons in Munich, until June 30, 2023. For more information, refer to the “Benefits and defined benefits in connection with termination” section.

For the duration of his appointment, **Dr. Jackstein** will be reimbursed for the costs of accommodation at his regular place of work and for weekly family trips home.

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

Performance criteria for variable remuneration**Profit 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 2023, and the actual values or target achievement in percent.

Remuneration report

Operating return on sales	2023
Maximum value	10.8%
100% target level	6.0%
Threshold value	4.0%
Actual	8.0%
Target achievement (in %)	132%
Return on investment	
Maximum value	13.8%
100% target level	7.7%
Threshold value	3.8%
Actual	13.6%
Target achievement (in %)	177%
Overall target achievement	155%

The indicator relevant for calculating operating return on sales and return on investment is operating result in the TRATON Operations business area, including Corporate Items. Operating return on sales for the TRATON Operations business area including Corporate Items is the ratio of operating result in the TRATON Operations business area including Corporate Items to sales revenue. Both variables are calculated as the sum of the values presented in the annual report for the TRATON Operations business area and Corporate Items. The return on investment (ROI) for the TRATON Operations business area including Corporate Items is calculated as the ratio of operating result in the TRATON Operations business area including Corporate Items after tax to the annual average invested capital in the TRATON Operations business area including Corporate Items. The return on investment is based on an average tax rate of 30% and average invested capital of €18,543 million.

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 2023, and the actual values or target achievement in percent in fiscal year 2023.

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. 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 evaluates 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 %	2023
Maximum value	1.46
100% target level	0.97
Minimum value	0.49
Actual	0.58
Subtarget achievement	0.75
Social (opinion index)	
Points	2023
Maximum value	79
100% target level	75
Minimum value	71
Actual	77.8
Subtarget achievement	1.21

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For fiscal year 2023, 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).

The ESG factor for fiscal year 2023 is therefore 0.98, taking into account the achievement of the Environmental subtarget, the Social subtarget, and the Governance factor

LTI performance criteria

LTI introductory phase

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. By contrast, Mr. Henriksson waived any advance payment for the 2020–2022 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 2020–2022 tranche were paid out at the start of fiscal year 2021 and reported as remuneration received in the 2020 Remuneration Report. These advances were deducted when calculating the payment amounts from the 2020–2022 tranche.

EPS target values

The following overviews show the minimum, target, and maximum values defined by the Supervisory Board at the beginning of the relevant 2020–2022, 2021–2023, 2021–2024, 2022–2024, 2022–2025, 2023–2025, and 2023–2026 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 2021–2023, 2021–2024, 2022–2024, 2022–2025, 2023–2025, and 2023–2026 performance periods were not yet due and were not paid out in fiscal year 2023. They therefore do not represent remuneration granted or owed in fiscal year 2023.

The performance share plan due for payment in fiscal year 2023 for the 2020–2022 performance period is based on the target achievement of the EPS of TRATON shares.

2020–2022 performance period

EPS TRATON shares

€	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	0	0

The total target achievement of the EPS in the 2020–2022 performance period is therefore 22.46%. The previous EPS target achievement for the past fiscal years of a performance period of performance share plans that were not yet due in fiscal year 2023 and were therefore not yet paid out can be seen in the following overview:

2021–2023 performance period

EPS TRATON shares

€	2023	2022	2021
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	4.90	2.28	0.91
Target achievement (in %)	150.00	67.37	0

2021–2024 performance period

EPS TRATON shares

€	2023	2022	2021
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	4.90	2.28	0.91
Target achievement (in %)	150.00	67.37	0

2022–2024 performance period

EPS TRATON shares

€	2023	2022
Maximum value	4.32	4.32
100% target level	2.90	2.90
Minimum value	1.95	1.95
Actual	4.90	2.28
Target achievement (in %)	150.00	67.37

2022–2025 performance period

EPS TRATON shares

€	2023	2022
Maximum value	4.32	4.32
100% target level	2.90	2.90
Minimum value	1.95	1.95
Actual	4.90	2.28
Target achievement (in %)	150.00	67.37

2023–2025 performance period

EPS TRATON shares

€	2023
Maximum value	4.32
100% target level	2.90
Minimum value	1.95
Actual	4.90
Target achievement (in %)	150.00

2023–2026 performance period

EPS TRATON shares

€	2023
Maximum value	4.32
100% target level	2.90
Minimum value	1.95
Actual	4.90
Target achievement (in %)	150.00

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Reference prices/dividend equivalent for the performance period

The initial reference price, closing reference price, and dividend equivalent for TRATON shares for the 2020–2022 performance period are shown in the following overview.

€	2020–2022
Initial reference price	24.58
Closing reference price	14.69
Dividend equivalent	
2020	1.00
2021	0.25
2022	0.50

The reference prices and dividend equivalents for TRATON shares for the performance periods of the performance share plans not yet due and not yet paid out in fiscal year 2023 are shown in the following overview.

€	2023–2026	2023–2025	2022–2025	2022–2024	2021–2024	2021–2023
Initial reference price	14.69	14.69	21.70	21.70	22.40	22.40
Closing reference price ¹	–	–	–	–	–	20.42
Dividend equivalent						
2021	–	–	–	–	0.25	0.25
2022	–	–	0.50	0.50	0.50	0.50
2023	0.70	0.70	0.70	0.70	0.70	0.70

¹ Determined at the end of the performance period

Repayment/offsetting of advance payments

As described in the “LTI introductory phase” section, TRATON SE already made advance payments to Executive Board members Mr. Levin and Mr. Cortes and former Executive Board members Mr. Drees, Professor Intra, and Mr. Schulz for the performance share plan for the 2020–2022 performance period in fiscal year 2021, which will be offset against the actual payment amount of this tranche of the performance share plan after the end of the performance period. The payment amount calculated after the end of the performance period for the performance share plan for the 2020–2022 performance period fell short of the advance payments already made. For this reason, no further payment amount for this tranche of the performance share plan is shown in the 2023 Remuneration Report as remuneration granted for the Executive Board members with whom advance payments for the performance share plan for the 2020–2022 performance period were agreed. TRATON SE and its subsidiaries claimed back the difference between the advance payment made and the calculated payment amount from the performance share plan for the 2020–2022 performance period from the members of the Executive Board who received advance payments for the performance share plan for the 2020–2022 performance period. In the first step, TRATON SE and its subsidiaries deducted the relevant amount from the amount paid out under the profit bonus for 2022, which was paid out in fiscal year 2023 and reported in the 2022 Remuneration Report, and — if the amount paid out under the profit bonus for 2022 was not sufficient to meet the amount to be claimed back — asked the members of the Executive Board to repay the difference in the second step or offset the amount against further claims of the relevant member of the Executive Board against the Company in the second.

Alignment with the remuneration system

The remuneration granted and owed to the members of the Executive Board in fiscal year 2023 complies with the requirements of the Executive Board remuneration system. There was no deviation from the valid remuneration system in fiscal year 2023. The profit bonus payments and the payments under the performance share plan for the 2020–2022 performance period were not reduced because the caps of 180% on the profit 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 2023 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 twelve 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 twice the annual gross income. As a rule, the annual gross income used as the basis for calculating the severance payment consists of the base salary 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 Dr. Jackstein and Mr. Vlaskamp, as well as the former Executive Board members Ms. Danielski and Mr. Osterloh, who left in fiscal year 2023. The occupational pension plans for the other members of the Executive Board are maintained by Scania CV AB (Mr. Levin and Mr. Carlbaum), TRATON AB (Mr. Levin and Ms. Modahl Nilsson), 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, 2023, as well as the pension expenses incurred in fiscal year 2023, 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 pension expenses are incurred in the year under review.

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€ thousand	Cash value	Pension expenses in fiscal year 2023
Christian Levin (Scania)	555	918
Mathias Carlbaum (Scania)	277	336
Antonio Roberto Cortes (Volkswagen Truck & Bus)	–	249
Annette Danielski (TRATON SE)	1,319	490
Dr. Michael Jackstein (TRATON SE)	210	210
Catharina Modahl Nilsson (TRATON AB)	–	264
Bernd Osterloh (TRATON SE)	851	373
Alexander Vlaskamp (TRATON SE)	602	289

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. In connection with the termination of the appointment of Mr. Osterloh effective March 31, 2023, it was therefore clarified that Mr. Osterloh is also entitled to receive a company car from TRATON after his retirement.

No other changes were made to the commitments explained in this section in fiscal year 2023.

Benefits and defined benefits to members of the Executive Board who stepped down in fiscal year 2023

Ms. Danielski and Mr. Osterloh left the Executive Board in fiscal year 2023.

Ms. Danielski was originally appointed as a member of the Executive Board of TRATON SE until the end of September 30, 2024. TRATON SE and Ms. Danielski mutually agreed to terminate her appointment to the Executive Board early effective the end of March 31, 2023. TRATON SE entered into a termination agreement with Ms. Danielski in connection with the termination. Among other things, the subject of this termination agreement is the continuation of the employment contract until the end of the regular termination date, i.e., until the end of September 30, 2024. TRATON SE agreed to continue paying Ms. Danielski her monthly base salary until the termination date of her employment contract. For fiscal year 2023, Ms. Danielski receives a profit bonus without any ratable reduction of the target amount and participates in the performance share plan for the 2023–2026 performance period without any ratable reduction of the target amount. In fiscal year 2024, the target amount of the profit bonus and the performance share plan for the 2024–2027 performance period will each be reduced ratably to 9/12. Calculation and payment of variable remuneration are based on the arrangements laid down in the employment contract in conjunction with the conditions for the profit bonus and the conditions for the performance share plan. The penalty and clawback provisions are applied to the remuneration paid up to the date of termination of the employment contract. Ms. Danielski will continue to have her company cars at her disposal for private use until the termination of her employment contract and is generally entitled to fringe benefits until the termination date of her employment contract. Notwithstanding this, TRATON SE only paid the costs for accommodation at the regular place of work until the end of the notice period of a rental agreement, but not beyond June 30, 2023. TRATON SE will pay pension contributions for Ms. Danielski until the termination date of her employment contract.

Mr. Osterloh was originally appointed as a member of the Executive Board of TRATON SE until the end of April 30, 2024. TRATON SE and Mr. Osterloh mutually agreed to terminate his appointment to the Executive Board early effective the end of March 31, 2023. TRATON SE entered into a termination agreement with Mr. Osterloh in connection with the termination. Among other things, the subject of this termination agreement is the continuation of the employment contract until the end of the regular termination date, i.e., until the end of April 30, 2024. TRATON SE agreed to continue paying Mr. Osterloh his monthly base salary until the termination date of his employment contract. For fiscal year 2023, Mr. Osterloh receives a profit bonus without any ratable reduction of the target amount and participates in the performance share plan for the 2023–2026 performance period without any ratable reduction of the target amount. In fiscal year 2024, the target amount of the profit bonus and the performance share plan for the 2024–2027 performance period will each be reduced ratably to 4/12. Calculation and payment of variable remuneration are based on the arrangements laid down in the employment contract in conjunction with the conditions for the profit bonus and the conditions for the performance share plan. The penalty and clawback provisions are applied to the remuneration paid up to the date of termination of the employment contract. Mr. Osterloh will continue to have his company cars at his

Remuneration report

disposal for private use until the termination of his employment contract and is generally entitled to fringe benefits until the termination date of his employment contract. It was also clarified that Mr. Osterloh is entitled to a company car after his retirement. Notwithstanding the agreements in the employment contract, TRATON SE only paid the costs for accommodation at the regular place of work until the end of the notice period of a rental agreement, but not beyond June 30, 2023. The reimbursement of the costs of obtaining a class C/CE driver's license, including the associated follow-up costs and travel expenses to and from driving lessons in Munich, ceased as a result of Mr. Osterloh's departure from the Executive Board effective June 30, 2023. TRATON SE will pay pension contributions for Mr. Osterloh until the termination date of his employment contract.

No clawback in fiscal year 2023

TRATON SE did not claw back any variable remuneration components in fiscal year 2023 on the basis of the penalty and clawback conditions agreed with the members of the Executive Board. None of the circumstances justifying such a clawback existed.

To the extent that Executive Board members were obliged to repay the advance payment under the performance share plan for the 2020–2022 performance period, these obligations were not based on breaches of the agreed penalty and clawback conditions, but instead on the provisions of the employment contracts agreed when the advance payments were granted in the event that the payment amount under the performance share plan exceeds the advance payment already made.

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 2023 (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 2023 to former members of the Executive Board who stepped down after fiscal year 2013. The profit bonuses for fiscal year 2023 paid out at the start of 2024 as well as the performance share plan with the 2020–2022 tranche paid out in fiscal year 2023 are included in the remuneration granted in fiscal year 2023 for both active and former members of the Executive Board.

Annette Danielski

Member of the Executive Board of TRATON SE, CFO Left March 31, 2023	2023	
	€ thousand	in %
Pension payments	–	–
Base salary	525	39
Fringe benefits	32	2
Profit bonus 2023	797	59
Severance payments	–	–
Sum — remuneration granted and owed	1,354	100
Pension expenses	368	–

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Joachim Drees

Member of the Executive Board of TRATON SE; CEO of MAN SE and MAN Truck & Bus SE Left July 15, 2020	2023	
	€ thousand	in %
Pension payments	-	-
Base salary	700	39
Fringe benefits	55	3
Profit bonus 2023	1,063	58
LTI 2020–2022 (performance share plan, three-year term; target amount €930 thousand per annum; minus advance payment ¹)	0	0
Severance payments	-	-
Subtotal — remuneration granted and owed without repayment/offsetting²	1,818	100
Repayment/offsetting of advance payment ³	-604	-
Sum — remuneration granted and owed	1,214	-
Pension expenses	-	-

1 Mr. Drees received an advance payment on the LTI 2020–2022 of €744 thousand at the beginning of fiscal year 2021. The advance payment does not represent remuneration granted in fiscal year 2023 and is therefore not shown in the table. However, the payment amount of the performance share plan for the 2020–2022 performance period calculated after the end of the performance period fell short of the advance payments already made. No further payment amount from the performance share plan for the 2020–2022 performance period is therefore reported as remuneration granted in fiscal year 2023.

2 Subtotal without taking into account the repayment/offsetting of the advance payment, which results in a negative amount granted (see footnote 4). This subtotal is used solely to calculate the relative portions (as a percentage) of the remuneration actually granted to the members of the Executive Board in fiscal year 2023.

3 The LTI 2020–2022 had a target achievement that would have led to a payment amount of €140 thousand and thus below the amount of the advance payment already made to Mr. Drees in fiscal year 2021. Mr. Drees was therefore obliged to repay the difference of €604 thousand, which is shown here as a negative amount granted. In Mr. Drees's case, this amount was offset against the profit bonus to be paid out for fiscal year 2022 in fiscal year 2023, the amount of which was reported in the 2022 Remuneration Report. The remaining difference of €49 thousand was offset against the base salary disclosed in full in the table.

Matthias Gründler

Chief Executive Officer of TRATON SE Left September 30, 2021	2023	
	€ thousand	in %
Pension payments	-	-
Base salary	729	37
Fringe benefits	17	1
Profit bonus 2023	1,101	56
LTI 2020–2022 (performance share plan, three-year term; target amount €1,800 thousand per annum)	125	6
Severance payments	-	-
Sum — remuneration granted and owed	1,972	100
Pension expenses	-	-

Henrik Henriksson

Member of the Executive Board of TRATON SE; CEO of Scania CV AB and Scania AB Left April 30, 2021		2023	
		€ thousand ¹	in %
Pension payments		-	-
Base salary		-	-
Fringe benefits		-	-
Profit bonus 2023		-	-
LTI 2020–2022 (performance share plan, three-year term; target amount €996 thousand per annum)	TRATON SE	30	100
	Scania	120	
Severance payments		-	-
Sum — remuneration granted and owed	TRATON SE	30	100
	Scania	120	
	Total	150	
Pension expenses		3	-

1 Contractually agreed exchange rate: SEK 10.30 = €1

Professor Carsten Intra

Member of the Executive Board & Arbeitsdirektor of TRATON SE; Chief Human Resources Officer & Arbeitsdirektor of MAN SE and MAN Truck & Bus SE Left July 15, 2020		2023	
		€ thousand	in %
Pension payments		-	-
Base salary		-	-
Fringe benefits		-	-
Profit bonus 2023		-	-
LTI 2020–2022 (performance share plan, three-year term; target amount €930 thousand per annum; minus advance payment ¹)		0	0
Repayment of advance payment ²		-327	-
Severance payments		-	-
Sum — remuneration granted and owed		-327	-
Pension expenses		-	-

1 Professor Intra received an advance payment on the LTI 2020–2022 of €403 thousand at the beginning of fiscal year 2021. The advance payment does not represent remuneration granted in fiscal year 2023 and is therefore not shown in the table. However, the payment amount of the performance share plan for the 2020–2022 performance period calculated after the end of the performance period fell short of the advance payments already made. No further payment amount from the performance share plan for the 2020–2022 performance period is therefore reported as remuneration granted in fiscal year 2023.

2 The LTI 2020–2022 had a target achievement that would have led to a payment amount of €76 thousand and thus below the amount of the advance payment already made to Professor Intra in fiscal year 2021. Professor Intra was therefore obliged to repay the difference of €327 thousand, which is shown here as a negative amount granted. Professor Intra repaid this amount.

Bernd Osterloh

Member of the Executive Board of TRATON SE Left March 31, 2023		2023	
		€ thousand	in %
Pension payments		-	-
Base salary		525	38
Fringe benefits		50	4
Profit bonus 2023		797	58
Severance payments		-	-
Sum — remuneration granted and owed		1,372	100
Pension expenses		280	-

Christian Schulz

Member of the Executive Board of TRATON SE, CFO Left September 30, 2021	2023	
	€ thousand	in %
Pension payments	-	-
Base salary	-	-
Fringe benefits	-	-
Profit bonus 2023	-	-
LTI 2020–2022 (performance share plan, three-year term; target amount €930 thousand per annum; minus advance payment ¹)	0	0
Repayment/offsetting of advance payment ²	-604	-
Severance payments	-	-
Sum — remuneration granted and owed	-604	-
Pension expenses	-	-

- 1 Mr. Schulz received an advance payment on the LTI 2020–2022 of €744 thousand at the beginning of fiscal year 2021. The advance payment does not represent remuneration granted in fiscal year 2023 and is therefore not shown in the table. However, the payment amount of the performance share plan for the 2020–2022 performance period calculated after the end of the performance period fell short of the advance payments already made. No further payment amount from the performance share plan for the 2020–2022 performance period is therefore reported as remuneration granted in fiscal year 2023.
- 2 The LTI 2020–2022 had a target achievement that would have led to a payment amount of €140 thousand and thus below the amount of the advance payment already made to Mr. Schulz in fiscal year 2021. Mr. Schulz was therefore obliged to repay the difference of €604 thousand, which is shown here as a negative amount granted. In Mr. Schulz's case, this amount was offset against the profit bonus to be paid out for fiscal year 2022 in fiscal year 2023, the amount of which was reported in the 2022 Remuneration Report. The remaining difference of €49 thousand was offset against the remuneration payable due to the post-contractual restraint on competition.

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	2023	
	€ thousand	in %
Pension payments	-	-
Base salary	378	37
Fringe benefits	17	2
Profit bonus 2023	571	55
LTI 2020–2022 (performance share plan, three-year term; target amount €930 thousand per annum)	64	6
Severance payments	-	-
Sum — remuneration granted and owed	1,030	100
Pension expenses	-	-

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

Explanation

Ms. Danielski was a member of the Executive Board of TRATON SE until the end of March 31, 2023. Ms. Danielski's employment contract with TRATON SE runs until the end of its regular termination effective the end of September 30, 2024. The portion of the remuneration granted and owed for fiscal year 2023 that is attributable to the period after the end of Ms. Danielski's appointment is disclosed in the table in this section.

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. The difference between the advance payment for the performance share plan for the 2020–2022 performance period and the calculated payment amount was offset against the payment amount of the profit bonus payable for fiscal year 2022 in fiscal year 2023 and against the base salary payable in fiscal year 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. The performance share plan for the 2020–2022 performance period would

Remuneration report

have been paid out in fiscal year 2023. Because the calculated payment amount was below the advance payment already made for the 2020–2022 performance share plan, the remuneration granted and owed to Professor Intra is disclosed at €0. TRATON SE has claimed back the difference between the advance payment for the performance share plan for the 2020–2022 performance period and the calculated payment amount from 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. The performance share plan for the 2020–2022 performance period would have been paid out in fiscal year 2023. Because the calculated payment amount was below the advance payment already made for the 2020–2022 performance share plan, the remuneration granted and owed to Mr. Schulz is disclosed at €0. The difference between the advance payment for the performance share plan for the 2020–2022 performance period and the calculated payment amount was offset against the payment amount of the profit bonus payable for fiscal year 2022 in fiscal year 2023 and against the remuneration payable in fiscal year 2023 due to the post-contractual restraint on competition.

Mr. Osterloh was a member of the Executive Board of TRATON SE until the end of March 31, 2023. Mr. Osterloh's employment contract with TRATON SE runs until the end of its regular termination effective the end of April 30, 2024. The portion of the remuneration granted and owed for fiscal year 2023 that is attributable to the period after the end of Mr. Osterloh's appointment is disclosed in the table in this section.

Mr. Gründler was 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 expired at the end of its regular term 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 expired at the end of its regular term 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 a full-time equivalent (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 report: the earnings after tax of TRATON SE in accordance with German GAAP. The TRATON GROUP's operating return on sales corresponds to the ratio of the TRATON GROUP's operating result to the TRATON GROUP's sales revenue, as reported in TRATON SE's annual report.

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 (309.4 employees) on FTE basis as of December 31, 2023, 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 107,697 in accordance with internal reporting, i.e., including performance-related wage-earners, salaried staff, and vocational trainees) (employees of the TRATON GROUP).

Remuneration report

Annual change in %	2023 compared with 2022 ²	2022 compared with 2021 ²	2021 compared with 2020 ²
Executive Board remuneration¹			
Carlbaum, Mathias ³	28.8%	431.3%	-
Cortes, Antonio Roberto	-11.1%	27.3%	-10.6%
Danielski, Annette ³	38.5%	597.2%	-
Drees, Joachim	-32.4%	19.5%	3.8%
Gründler, Matthias	-19.5%	68.8%	69.0%
Henriksson, Henrik	-79.7%	176.3%	-85.0%
Intra, Professor Carsten	-168.1%	19.4%	-59.5%
Jackstein, Dr. Michael ⁴	-	-	-
Levin, Christian	-3.2%	96.1%	25.1%
Modahl Nilsson, Catharina ⁴	-	-	-
Osterloh, Bernd ³	34.5%	152.2%	-
Schulz, Christian	-134.1%	16.2%	6.1%
Tostmann, Dr. Andreas	-22.1%	-22.5%	96.9%
Vlaskamp, Alexander ³	37.9%	1,542.7%	-
Earnings performance			
Earnings after tax of TRATON SE in accordance with German GAAP ⁵	316.6%	-	-
Operating return on sales of the TRATON GROUP	+2.0 pp	+2.6 pp	+0.9 pp
Development of employee remuneration⁶			
Employees of TRATON SE	21.7%	-7.0%	7.5%
Employees of the TRATON GROUP	6.6%	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 Joined in the course of fiscal year 2021

4 Joined as of April 1, 2023

5 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.

6 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.

The companies in the peer group were selected on the basis of their size, sector, and regional distribution, and reflect TRATON SE's strategic business areas and most relevant competitors. To adequately reflect TRATON SE's business model, competitors from the manufacturing industry and the mechanical and plant engineering sectors were selected in addition to companies from the automotive sector. The peer group comprises an appropriate mix of listed companies from Europe, America, and Asia. In the opinion of the Supervisory Board, this peer group represents the specific competitive environment of TRATON SE on the sales market as well as on the recruitment market for top executives.

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

Remuneration report

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 resolved on 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 fixed annual 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 fixed annual remuneration per committee provided the committee has met at least once per year for the performance of its duties. The fixed annual 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

Both the structure and the amount of the remuneration received by the members of the Supervisory Board consider 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 for 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 2023

Remuneration granted and owed to the Supervisory Board members in office in fiscal year 2023

The following table shows the members of the Supervisory Board of TRATON SE in office in fiscal year 2023 and the remuneration granted and owed to the individual members of the Supervisory Board in fiscal year 2023. 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 2023, i.e., the remuneration paid to the members of the Supervisory Board for their roles on the Supervisory Board in fiscal year 2023, 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
	2023		2023		2023		2023	2023
	€ thousand	in %	€ thousand	in %	€ thousand	in %	€ thousand	€ thousand
Pötsch, Hans Dieter	225	71	80	25	12	4	317	-
Lyngsie, Michael ^{2,3}	-	-	-	-	-	-	-	-
Andersson, Ödgård ⁶	56	95	-	-	3	5	59	-
Bechstädt, Torsten ¹	75	52	60	41	10	7	145	-
Carlquist, Mari ^{2,3}	-	-	-	-	-	-	-	-
Cavallo, Daniela ^{1,5}	75	84	9	10	6	7	90	-
Döss, Dr. Manfred ²	-	-	-	-	-	-	-	-
Kerner, Jürgen ¹	75	60	40	32	10	8	125	21
Kilian, Gunnar ²	-	-	-	-	-	-	-	-
Kirchmann, Dr. Albert X.	75	91	-	-	7	9	82	21
Kuhn-Pjèch, Dr. Julia	75	61	40	33	8	7	123	72
Lorentzon, Lisa ^{2,3}	-	-	-	-	-	-	-	-
Luthin, Bo ^{2,3}	-	-	-	-	-	-	-	-
Macpherson, Nina	75	60	40	32	10	8	125	65
Porsche, Dr. Dr. Christian	75	60	40	32	10	8	125	72
Schmid, Dr. Wolf-Michael	75	91	-	-	7	9	82	-
Schnur, Karina ^{1,4}	75	47	71	45	13	8	159	21
Sedlmaier, Josef ¹	75	93	-	-	6	7	81	-
Wansch, Markus ¹	75	91	-	-	7	9	82	21
Witter, Frank	75	45	80	48	10	6	165	-

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 2023 was waived in full.

3 In view of the waivers, the Executive Board of TRATON SE decided that it will make a contribution of €512 thousand to "Scanias Personalstiftelse 1996" after the 2024 Annual General Meeting.

4 Member of the Presiding Committee of TRATON SE since March 21, 2023

5 Member of the Presiding Committee of TRATON SE until March 20, 2023

6 Member of the Supervisory Board of TRATON SE since April 4, 2023

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 report: the earnings after tax of TRATON SE in accordance with German GAAP. The TRATON GROUP's operating return on sales corresponds to the ratio of the TRATON GROUP's operating result to the TRATON GROUP's sales revenue, as reported in TRATON SE's annual report.

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 (309.4 employees) on FTE basis as of December 31, 2023, excluding the members of the Group's Executive Board (employees of TRATON SE). Second, the personnel

Remuneration report

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 107,697 in accordance with internal reporting, i.e., including performance-related wage-earners, salaried staff, and vocational trainees) (employees of the TRATON GROUP).

Annual change in %	2023 compared with 2022 ²	2022 compared with 2021 ²	2021 compared with 2020
Supervisory Board remuneration¹			
Pötsch, Hans Dieter	1.6%	0.0%	0.3%
Lyngsie, Michael	0.0%	0.0%	0.0%
Andersson, Ödgård ⁶	-	-	-
Bechstädt, Torsten	-0.7%	0.7%	-1.4%
Carlquist, Mari	0.0%	0.0%	0.0%
Cavallo, Daniela ³	-25.3%	73.9%	-
Döss, Dr. Manfred	0.0%	0.0%	0.0%
Kerner, Jürgen	2.0%	-10.6%	-18.8%
Kilian, Gunnar	0.0%	0.0%	0.0%
Kirchmann, Dr. Albert X.	-0.1%	4.0%	15.1%
Kuhn-Piëch, Dr. Julia	1.5%	27.2%	-16.6%
Lorentzon, Lisa	0.0%	0.0%	0.0%
Luthin, Bo	0.0%	0.0%	0.0%
Macpherson, Nina	-0.6%	0.0%	-1.5%
Porsche, Dr. Dr. Christian	4.6%	25.3%	17.2%
Schmid, Dr. Wolf-Michael	0.0%	0.0%	-1.2%
Schnur, Karina	24.3%	-16.2%	-16.0%
Sedlmaier, Josef ³	-	-	-
Wansch, Markus ³	0.9%	43.7%	-
Witter, Frank	0.0%	103.7%	-
Earnings performance			
Earnings after tax of TRATON SE in accordance with German GAAP ⁴	316.6%	-	-
Operating return on sales of the TRATON GROUP	+2.0 pp	+2.6 pp	+0.9 pp
Development of employee remuneration⁵			
Employees of TRATON SE	21.5%	-7.0%	7.5%
Employees of the TRATON GROUP	6.6%	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 EGActG, 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 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

6 Joined in fiscal year 2023

Auditor's Report

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 ["Aktengesetz": German Stock Corporation Act] for the fiscal year from January 1, 2023 to December 31, 2023 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 (i.e., fraudulent financial reporting and misappropriation of assets) 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, whether due to fraud or error.

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 January 1, 2023 to December 31, 2023 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.

Auditor's Report

Limitation of liability

The "General Engagement Terms for Wirtschaftsprüfer and Wirtschaftsprüfungsgesellschaften [German Public Auditors and Public Audit Firms]" as issued by the IDW on 1 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 21, 2024

EY GmbH & Co. KG

Wirtschaftsprüfungsgesellschaft

Meyer

Hummel

[German Public Auditor]

[German Public Auditor]

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