

TRATON SE Annual General Meeting 2023

ADDITIONAL INFORMATION ON AGENDA ITEM 8 (AMENDMENTS TO THE ARTICLES OF ASSOCIATION)

Synopsis of Art. 13, 17a, 19 of the Articles of Association of TRATON SE with the amendments proposed to the General Meeting

(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 13 Rights and duties of the Supervisory Board	Article 13 Rights and duties of the Supervisory Board
(1) The Supervisory Board has all duties and rights assigned to it by law and the Articles of Association.	(1) <i>unchanged</i>
(2) The following matters and measures of the Company and, to the extent explicitly provided for herein, the Company's subsidiaries require the prior consent of the Supervisory Board:	(2) <i>unchanged</i>
1. Annual corporate planning in the context of a planning sessions concept;	1. <i>unchanged</i>
as well as the following transactions and measures to the extent they do not form part of the annual corporate planning pursuant to no. 1:	<i>unchanged</i>
2. Establishment and discontinuation of branches of the Company or the Company's subsidiaries to the extent the relevant branch employs more than 500 employees or is expected to employ more than 500 employees in the next three years;	2. <i>unchanged</i>
3. Establishment and relocation of production or research and development sites of the Company or the Company's subsidiaries;	3. <i>unchanged</i>
4. Formation and dissolution of other entities by the Company or the Company's subsidiaries to the extent the relevant entity employs more than 500 employees or is expected to employ more than 500 employees in the next three years as well as the acquisition and disposition by the Company or the Company's subsidiaries of participations in other entities to the extent the relevant entity employs more than 500 employees or the expenses associated with the acquisition exceed an amount of €100 million;	4. <i>unchanged</i>
5. Capital expenditure programmes and capital expenditure of the Company and the sub-groups in addition to these capital expenditure programmes to the extent they exceed an amount of €10 million in each individual case;	5. <i>unchanged</i>
6. Taking out of bonds or loans outside the ordinary course of business and exceeding an amount of €50 million in each individual case;	6. <i>unchanged</i>
7. Assumption of sureties, guarantees or similar liability as well as the granting of loans to the extent these measures are outside the ordinary course of business and exceed an amount of €50 million in each individual case;	7. <i>unchanged</i>
8. Acquisition and disposition of, and creating of encumbrances on, real property and rights equivalent to real property rights to the extent the transaction value of the individual transaction exceeds an amount of €10 million in each individual case;	8. <i>unchanged</i>
9. Composition of the management boards of MAN SE, MAN Truck & Bus SE, MAN Latin America Indústria e Comércio de Veículos Ltda., Scania AB and Scania CV AB as well as of future subsidiaries of similar size and importance;	9. Composition of the management boards of MAN SE , MAN Truck & Bus SE, Volkswagen Truck & Bus MAN Latin America Indústria e Comércio de Veículos Ltda., Scania AB, and Scania CV AB, and Navistar International Corporation as well as of future subsidiaries of similar size and importance;
10. Conclusion of enterprise agreements within the meaning of sections 291 et seq. of the German Stock Corporation Act (<i>Aktiengesetz</i>);	10. <i>unchanged</i>

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11. Implementation of synergy projects which affect more than one subgroup and which have, or are expected to have within the next three years, an impact on the employment of more than 250 employees as well as the re-allocation of existing and the allocation of new development leads within the TRATON group.	11. <i>unchanged</i>
(3) The Supervisory Board may stipulate in the Management Board's or the Supervisory Board's Rules of Procedure or by resolution that further matters require its consent. In general or in the event that individual matters meet certain requirements, it may give its revocable consent to certain matters in advance.	(3) <i>unchanged</i>
(4) The Supervisory Board is entitled to pass resolutions to make amendments to the Articles of Association that exclusively concern the phrasing.	(4) <i>unchanged</i>
[-]	Article 17a Virtual General Meeting
[-]	The Management Board is authorized to provide for the General Meeting to be held without shareholders or their authorized representatives being physically present at the General Meeting venue (virtual General Meeting). This authorization is granted for a limited time and applies to General Meetings held no later than May 31, 2028. The authorization may be extended or renewed (also more than once) by a corresponding resolution of the General Meeting.
Article 19 Chair of the General Meeting, video and audio transmission	Article 19 Chair of the General Meeting, video and audio transmission
(1) The General Meeting will be chaired by the Chairman of the Supervisory Board or any other Supervisory Board member determined by the Chairman of the Supervisory Board (Chairman of the meeting). In the event that neither the Chairman of the Supervisory Board nor any Supervisory Board member determined by the Chairman of the Supervisory Board chairs the meeting, the Supervisory Board will elect the Chairman of the meeting. If the Supervisory Board does not exercise this right, the Chairman of the meeting will be elected by the General Meeting.	(1) <i>unchanged</i>
(2) The Chairman of the meeting will conduct the negotiations and determine the course of the General Meeting. He will determine the order in which the speakers will have the floor and the order in which the items on the agenda will be discussed as well as the method, the procedure and further details of voting and he may, if permitted by law, decide that factually related subjects on which a resolution is to be passed may be dealt with in one single voting item.	(2) <i>unchanged</i>
(3) The Chairman of the meeting is entitled to reasonably limit the shareholders' right to speak and ask questions in time. In this context, the Chairman of the General Meeting will aim at the General Meeting being concluded within an appropriate and reasonable time.	(3) <i>unchanged</i>
(4) The Chairman of the meeting may permit audio and video recording and transmission of the General Meeting in whole or in part by electronic and other media. The General Meeting may also be transmitted in a form that provides unlimited access to the public.	(4) <i>unchanged</i>
[-]	(5) Supervisory Board members will be able to participate in the General Meeting by way of video and audio transmission in exceptional cases and in agreement with the Chairman of the Supervisory Board in the event that business-related reasons prevent them from attending the General Meeting in person or that traveling to the General Meeting venue would take a substantial amount of time or cost a substantial amount of money.
[-]	(6) With the exception of the Chairman of the General Meeting (Chairman of the meeting) and his/her deputy, where said deputy has been appointed/elected, Supervisory Board members will be permitted to participate in the virtual General Meeting pursuant to Article 17a of the Articles of Association by means of video and audio transmission even if no circumstances outlined in Article 19 (5) above apply.