

TRATON

# INFORMATION

ANNUAL GENERAL MEETING  
2023



NAVISTAR



# Information on the Annual General Meeting of TRATON SE taking place on Thursday, June 1, 2023, at 10.00 a.m. (CEST) at the ICM – International Congress Center Messe München as an in-person event

---

## Convenience translation

This translation is a working translation only. Legally binding and relevant is solely the German version.

---

### Dear Shareholder,

Thank you for your interest in our Annual General Meeting. We are delighted to once again be able to welcome you in person on June 1, 2023. In addition to participating in the meeting in person, shareholders also have the opportunity to follow the entire Annual General Meeting live online. Participating in person or using our Shareholder Portal to exercise voting rights are subject to you registering for the Annual General Meeting. Duly registered shareholders will receive their entrance tickets by post. Among other things, the entrance ticket contains your individual registration data, which you or your authorized representatives can use to access our Shareholder Portal.

This leaflet includes important information regarding the organization of the event. To ensure that the Annual General Meeting runs smoothly and that votes are exercised properly, we ask that you take note of the information that follows.

## 1. Meeting venue

The meeting will be held at the ICM – International Congress Center Messe München, Am Messesee 6, 81829 Munich. It will begin at 10.00 a.m. (CEST).

Doors open at 9.00 a.m. (CEST). Please understand that the security measures taken are in your interest. Please refrain from bringing food and dangerous items with you as we will have to confiscate these and keep them for the duration of the Annual General Meeting.

## 2. Participation in person

In order to attend the Annual General Meeting and exercise meeting-related shareholder rights, an entrance ticket is required. Please request one from your custodian bank as early as possible.

### a) Entry checks

Please present the originals of all entrance tickets in your possession at the entry desk to be registered.

### b) Presence zone

The presence zone is considered to be all areas accessible to the shareholders after the entry checks. The meeting will be held in the conference room (room 13) within the presence zone.

### c) Discussion and requests to speak

The agenda is discussed in the form of a general debate. The Annual General Meeting will be conducted in German. Only duly registered shareholders or their authorized representatives are permitted to speak.

If you wish to speak about the agenda items during the Annual General Meeting, please register your request in good time at the desk foreseen for registering verbal contributions in the conference room. Registered speakers will be called upon by the chair of the meeting. Please understand that no confirmation for a specific speaking time or sequence of speakers can be made. To ensure that the Annual General Meeting runs properly and efficiently, speakers are requested to limit their comments and questions to a short time frame. The chair of the meeting reserves the right to limit the time spent speaking and posing questions.

## Information

While questions may also be asked in English, they will still be answered in German.

No statements or questions may be submitted prior to the meeting.

### **d) Voting**

The chair of the meeting will explain the voting procedure in detail before voting commences. Unless instructed otherwise by the chair of the meeting, we are planning to use the subtraction procedure to determine the results of the voting. This procedure only counts “No” votes and abstentions from voting. The votes of the shareholders attending the meeting who have neither voted “No” nor abstained from voting are counted as “Yes” votes.

All votes will be combined into one procedure, i.e., collected and analyzed in one go. Any deviations from this will be announced by the chair of the meeting. A notary will supervise the voting to ensure that it is conducted properly.

Shareholders will be given tablets to vote electronically. Once the chair of the meeting has opened the vote, we will ask you to raise your hand. Our voting assistants will come to you and collect your votes into an “electronic urn.” In order to be able to take part in the vote, please verify your identity by showing your entrance ticket to our voting assistants. If you have several entrance tickets in your possession and wish to vote for each of them, you will have to do this separately for each entrance ticket.

Ambiguous or unclear instructions for individual items on the agenda will always be treated as abstentions.

To ensure that the voting takes place under notary supervision, votes may only be cast in the conference room. Please ensure that you are there on time. The chair of the meeting will announce the time of the vote in due time.

Please also note any additional explanations by the chair concerning the Annual General Meeting procedure or votes during the Annual General Meeting.

In the event that any special votes are to be carried out, the chair of the meeting will announce a corresponding voting procedure.

The results of the voting will be published after the Annual General Meeting on our website at [www.traton.com/agm](http://www.traton.com/agm).

### **e) List of participants**

The shareholders and shareholder representatives who attend the Annual General Meeting will be recorded in a list of participants together with all information required by law, including their name, place of residence, and the number of shares that they are each representing. The list of participants is updated on a regular basis until the end of the Annual General Meeting and has to be made accessible to all participants once the meeting begins.

Shareholders and shareholder representatives will only be able to consult the list of participants on site using the terminals provided for this purpose once the chair of the meeting has announced how much of the share capital is represented at the Annual General Meeting. Shareholders and shareholder representatives will only be able to access the list if they verify their identity with an accredited entrance ticket.

### **f) Miscellaneous**

The use of any recording devices (audio or video) is not permitted. Please put your cellphones on silent.

Wireless headsets for simultaneous interpreting of verbal contributions are available at the counter next to the list of participants. The signal for this service can only be received in the conference room. Please return the headsets there or to our assistants at the entry/exit desks after use.

We have set up an outdoor smoking area for our shareholders inside the presence zone. Please note that smoking is only permitted in this area.

Cloakrooms are located in front of the security checkpoints.

Please do not take any food or drink into the conference room.

### 3. Information on accessing and using the Shareholder Portal

The Company offers shareholders that have duly registered for the Annual General Meeting the option to use a Shareholder Portal. This Shareholder Portal will be available to use from May 11, 2023. The link to the Shareholder Portal can be found online at [www.traton.com/agm](http://www.traton.com/agm).

The entrance ticket contains your individual registration data (entrance ticket number and password) enabling you to do so. If you have received several entrance tickets and wish to exercise your voting rights for each of them using the Shareholder Portal, please restart the Shareholder Portal for each ticket.

After they have agreed to the terms of use, shareholders can use this registration data to follow the Annual General Meeting live in full from 10.00 a.m. (CEST) on June 1, 2023, via video and audio transmission using the Shareholder Portal.

Shareholders can also use the Shareholder Portal to authorize a third party or confer authority upon and issue instructions to the proxies of the Company, as well as to revoke or change authorization that has already been conferred or instructions that have already been issued, until the commencement of voting on the day of the Annual General Meeting.

Shareholders can also submit their votes by means of (electronic) absentee voting using the Shareholder Portal until the commencement of voting on the day of the Annual General Meeting. Shareholders have the option to revoke or change any votes previously cast via the Shareholder Portal until the commencement of voting on the day of the Annual General Meeting.

Shareholders will be able to download a confirmation of counted votes from the Shareholder Portal for one month after the Annual General Meeting.

If you close or exit an Internet dialog early before saving the data, the authorization issued to the proxies will be automatically revoked and the information you have entered or changes you have made will not be saved.

### 4. Exercising voting rights by means of (electronic) absentee voting

If they do not participate in the Annual General Meeting in person, duly registered shareholders can also cast their votes in text form as defined by section 126b of the *Bürgerliches Gesetzbuch* (BGB — German Civil Code) or by means of electronic communication (absentee voting).

The Shareholder Portal or the absentee voting form included on the entrance ticket can be used to cast votes by means of absentee voting. The corresponding form is also available to download from the Company's website at [www.traton.com/agm](http://www.traton.com/agm).

In the event that the Company receives, within the legally prescribed period, any motions from shareholders that are required to be made public or any election proposals from shareholders, these will be published on the Company's website at [www.traton.com/agm](http://www.traton.com/agm). Where said motions have been put to the vote, you also have the possibility to exercise your voting rights with respect to these motions by means of absentee voting using the Shareholder Portal during the Annual General Meeting until the commencement of voting.

Please note that only one vote may be cast for each resolution item. Where you do not provide an indication of your vote on the individual agenda items within the framework of exercising your voting rights by means of absentee voting, or do not do so clearly, your votes on these agenda items cannot be considered valid and will be treated as abstentions.

For organizational reasons, votes submitted by means of the absentee voting form must be received by the Company at the following address by 24.00 hours (CEST) (date of receipt) on May 31, 2023, at the latest:

TRATON SE  
c/o Computershare Deutschland GmbH & Co. KG  
Computershare Operations Center  
80249 Munich, Germany

Please bear in mind that mail delivery times are out of our control, so we recommend you to use the Shareholder Portal.

Votes cast by means of absentee voting that cannot be assigned to a proper registration without any doubt will not be considered.

## Information

Absentee votes may also be cast via the Shareholder Portal until the commencement of voting on the day of the Annual General Meeting. Any votes previously cast by means of absentee voting can also be revoked or changed until this point in time via the Shareholder Portal. This also applies to votes cast using the absentee voting form.

Authorized representatives can also make use of absentee voting. This does not affect the regulations on conferring, revoking, and evidencing authorization.

### 5. Representation by proxies appointed by TRATON SE

If you do not participate in person, have not authorized a third party to participate in person, and do not wish to submit your votes by means of absentee voting, you also have the option to have your voting rights exercised in the Annual General Meeting in accordance with your instructions by the proxies appointed by the Company for this purpose. We have named two individuals (Mr. Lars Korinth and Mr. Michael Winkler), both employees of TRATON SE, to act as proxies, each of whom has the authority to delegate their authority to another person. Insofar as you authorize the proxies appointed by the Company to exercise your voting right, you must in any case give them instructions on the individual agenda items for the exercise of voting rights. The Company's proxies are obliged to vote according to these voting instructions. The Company's proxies will abstain from voting if they have not received such explicit instructions. Missing or ambiguous instructions for individual agenda items will be treated as abstentions.

In the event that the Company receives, within the legally prescribed period, any motions from shareholders that are required to be made public or any election proposals from shareholders, these will be published on the Company's website at [www.traton.com/agm](http://www.traton.com/agm). Where said motions have been put to the vote, you can also issue instructions on the exercise of voting rights with respect to these motions to the proxies appointed by the Company using the Shareholder Portal during the Annual General Meeting until the commencement of voting.

Proxies cannot be authorized to pose questions or bring motions in the Annual General Meeting or to register objections to the minutes.

It is possible to confer authority with instructions for the proxies prior to the Annual General Meeting using the authorization and instruction form printed on the back of the entrance ticket. This form is also available to download from the Company's website at [www.traton.com/agm](http://www.traton.com/agm).

For organizational reasons, authorization and voting instructions issued to the Company's proxies in advance of the Annual General Meeting by means of the authorization and instruction form must be received by the Company by 24.00 hours (CEST) on May 31, 2023 (date of receipt) and shall be sent exclusively to the following address:

TRATON SE  
c/o Computershare Deutschland GmbH & Co. KG  
Computershare Operations Center  
80249 Munich, Germany

Please bear in mind that mail delivery times are out of our control, so we recommend you to use the Shareholder Portal.

Authorization and instructions to the proxies appointed by the Company can also be issued, amended, or revoked electronically via the Company's Shareholder Portal until the commencement of voting on the day of the Annual General Meeting. This also applies to amending or revoking votes cast using the authorization and instruction form.

Your entrance ticket entitles you to participate in the Annual General Meeting in person even after you have issued authorization to the proxies. Personal registration by the shareholder or an authorized third party at the entry/exit desks is always considered revocation of the authority and instructions previously issued. This does not apply to authorization and instructions issued to the proxies at the Annual General Meeting. If you register in person and then decide to leave the Annual General Meeting without having issued any authorization or instructions at the Annual General Meeting, you will no longer be able to do so after you leave.

In the event that you have issued authorization and instructions to the proxies both in writing and electronically using the Shareholder Portal, we will consider the instructions issued via the Shareholder Portal as binding, regardless of the date of receipt, and prioritize them over instructions we receive via e-mail and instructions we receive by post.

The proxies cannot represent you if you have not issued instructions for any item on the agenda, even if you have conferred authority upon them. Missing or ambiguous instructions for individual agenda items will be considered as abstentions.

## Information

If a motion concerning the approval of individual Executive Board or Supervisory Board members' actions is successfully brought, the proxies will vote on all individual persons as a whole in accordance with your instructions for this agenda item.

If you are represented by a proxy, you will not be able to vote in writing on motions regarding the Annual General Meeting procedure or on any other motions or election proposals put forward to the meeting and put to the vote. The proxies only accept instructions on the agenda items printed on the entrance ticket concerning the desired voting requests. Any individual instructions or instructions that differ from this or other motions of any kind will not be accepted.

### 6. Representation by an authorized third party

If you do not participate in the Annual General Meeting in person, you can also have your meeting-related shareholder rights and/or your voting right exercised by other authorized representatives, e.g., a bank, a shareholders' association, a proxy advisor, or any other authorized third party. In these cases as well, each shareholder is required to register by the deadline and furnish proof of shareholding as of the record date. Authorized third parties may in turn exercise the voting rights by absentee voting or by issuing authorization and instructions to the proxies of the Company (see above).

Granting, amendment, and revocation of authorization, and proof of such authorization to TRATON SE must be made in text form as defined by section 126b of the BGB unless authority is conferred under section 135 of the *Aktiengesetz* (AktG — German Stock Corporation Act).

Distinctions generally need to be observed when authorizing persons to exercise voting rights under section 135 of the AktG (authorization granted to intermediaries, proxy advisors, shareholders' associations, or other professional agents). Shareholders intending to grant an authorization for the exercise of voting rights in accordance with section 135 of the AktG are asked to obtain information on any distinctions in conferment of authority from the party to be authorized in the respective case and to coordinate with such party.

If more than one person is authorized, the Company may disallow one or more of them pursuant to section 134 (3) sentence 2 of the AktG.

Without prejudice to other legally permissible forms of conferring authority, any other third party may be authorized in the following ways, in particular:

#### a) Ordering an entrance ticket for the representative

As a rule, shareholders can also have an entrance ticket issued directly in the representative's name using an order form available from their custodian bank.

#### b) Granting authorization via the Shareholder Portal

Authorization can be granted, amended, or revoked electronically using the Company's password-protected Shareholder Portal until the commencement of voting on the day of the Annual General Meeting on June 1, 2023. Please also read the information in section 3. in this respect.

#### c) Granting authorization via the authorization form on the entrance ticket

You can also use the authorization form that we provide on the entrance ticket.

Please also consult your representative to check whether he/she is actually prepared to represent you.

The authorization vis-à-vis the Company or proof of authorization issued to the Company must be sent to the Company at the following address:

TRATON SE  
c/o Computershare Deutschland GmbH & Co. KG  
Computershare Operations Center  
80249 Munich, Germany  
E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

## Information

If the granting or proof of an authorization or its amendment or revocation by means of a declaration to the Company is made by post, for organizational reasons it must be received by the Company by 24.00 hours (CEST) on May 31, 2023 (date of receipt). Please bear in mind that mail delivery times are out of our control. Transmission to the Company by e-mail is also still possible until the commencement of voting on the day of the Annual General Meeting on June 1, 2023.

Attendance by the shareholder at the Annual General Meeting in person is automatically considered revocation of third-party authority conferred in writing or electronically. Attendance by a third party authorized in writing at the Annual General Meeting is automatically considered revocation of third-party authority conferred electronically.

### 7. Leaving the Annual General Meeting before it ends

If you or a third party that you have authorized leave the Annual General Meeting before it finishes after personally registering, you will no longer be able to issue authorization electronically via e-mail or provide proof of such authorization.

Before leaving the Annual General Meeting permanently, you may transfer your meeting-related shareholder rights and/or voting rights to another meeting participant or request that one of the proxies appointed by our Company represent your voting rights.

#### a) Authorizing another meeting participant

If you wish to appoint another meeting participant to represent your shareholder rights, please fill in the relevant authorization form you can find on your entrance ticket and hand it in at one of the entry/exit desks.

#### b) Authorizing a proxy appointed by the Company

Authority and instructions can be issued to the proxies appointed by our Company at the entry/exit desks until the chair of the meeting announces the end of the general debate.

### 8. Broadcast of the Annual General Meeting

The speeches by the chair of the meeting and the Chief Executive Officer will be broadcast to the general public. A recording of these will be available at [www.traton.com/agm](http://www.traton.com/agm) after the Annual General Meeting.

Duly registered shareholders or their authorized representatives will be able to follow the entire Annual General Meeting live via video and audio transmission using the Shareholder Portal.

### 9. Additional information

#### a) Countermotions and election proposals from shareholders

Motions from shareholders that have to be made public (countermotions) for our Annual General Meeting's agenda and election proposals that have been received by us within the stipulated period can be consulted on our website at [www.traton.com/agm](http://www.traton.com/agm). Regardless of whether they were disclosed beforehand, countermotions and election proposals are only effective if they are made verbally during the Annual General Meeting.

#### b) Documents to be made available

Documents that are to be made available in connection with the Annual General Meeting will be published on our website at [www.traton.com/agm](http://www.traton.com/agm) and can be consulted on site electronically using the terminals provided for this purpose.

### 10. Data protection

When registering for the Annual General Meeting, granting a voting rights authorization, exercising shareholder rights, and using the Shareholder Portal, TRATON SE, Hanauer Str. 26, 80992 Munich, Germany, as the controller within the meaning of Article 4 no. 7 of the General Data Protection Regulation (GDPR), processes shareholders' personal data (e.g., surname and first name, address, e-mail address, number of shares, class of shares, type of ownership of the shares, entrance ticket number, and individual access data for the Shareholder Portal) and, if applicable, personal data of their authorized representatives in order to enable shareholders or shareholder representatives to participate in and exercise their rights in connection with the Annual General Meeting. The processing of the personal data is necessary to participate in the Annual General Meeting of TRATON SE. As a rule, TRATON SE receives the shareholders' personal data either from the shareholders themselves or via the

## Information

registration office (*Anmeldestelle*) from the credit institution that the shareholders have commissioned to hold their shares for safekeeping (so-called custodian bank). TRATON SE receives the personal data of shareholder representatives from the shareholder who granted authorization and from the shareholder representatives themselves, insofar as their conduct during the Annual General Meeting or their use of the Shareholder Portal is concerned.

The service providers commissioned by TRATON SE to organize the Annual General Meeting process shareholders' and shareholder representatives' personal data only on instructions from TRATON SE and to the extent that this is required in order for the commissioned services to be rendered. Data processing agreements have been concluded with these service providers in accordance with Article 28 of the GDPR. All TRATON SE employees and any employees of the commissioned service providers that have access to and/or process shareholders' and shareholder representatives' personal data are obliged to treat said data as confidential.

TRATON SE shall erase shareholders' and shareholder representatives' personal data in compliance with statutory regulations, especially if the personal data in question is no longer required for the purpose for which it was originally collected or processed or no longer required in connection with any administrative or court proceedings, and if no statutory retention periods apply.

Subject to statutory requirements, as data subjects shareholders and shareholder representatives have a right to access their personal data that is processed, to request the correction or erasure of their personal data, or to restrict its processing as well as to request that data be transferred to themselves or to a third party designated by them. The data subjects shall also be entitled to file a complaint with the supervisory authorities. If personal data is processed on the basis of point (f) of sentence 1 of Article 6(1) of the GDPR, the data subjects also have a right to object to the processing of their data. The contact form that can be accessed in the information on data protection on the Company's website at [www.traton.com/en/data-protection.html](http://www.traton.com/en/data-protection.html) has been created especially for data subjects to exercise these rights.

Further information on the processing of your personal data in connection with the Annual General Meeting and on your rights under the GDPR can be accessed at any time on the Company's website at [www.traton.com/agm](http://www.traton.com/agm) or requested from the following address: TRATON SE, Hanauer Str. 26, 80992 Munich, Germany.

Should shareholders and shareholder representatives have general comments or questions about the processing of personal data, they can contact the data protection officer of TRATON SE at: TRATON SE – Datenschutzbeauftragter, Hanauer Str. 26, 80992 Munich, Germany, or use the contact form accessible in the information on data protection on the Company's website at [www.traton.com/en/data-protection.html](http://www.traton.com/en/data-protection.html).

Sincerely,

**TRATON SE**  
***The Executive Board***



[WWW.TRATON.COM/AGM](http://WWW.TRATON.COM/AGM)