

**INVITATION**

**VIRTUAL**  
**ANNUAL**  
**GENERAL**  
**MEETING**

**2020**

**TRATON**  
G R O U P

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# Invitation

## Invitation to the Annual General Meeting of the Company's shareholders at 10 a.m. on Wednesday, September 23, 2020, in Munich, Germany

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

### TRATON SE Munich, Germany

International Securities Identification Number (ISIN)  
DE000TRATON7

German Securities Identification Number (WKN): TRATON

The Act on Measures in Corporate, Co-operative, Association, Foundation and Home Ownership Law to Combat the Effects of the COVID-19 Pandemic (*Gesetz über Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins-, Stiftungs- und Wohnungseigentumsrecht zur Bekämpfung der Auswirkungen der COVID-19-Pandemie – C19-AuswBekG*), which entered into force on 28 March 2020, opens up the possibility of holding annual general meetings in 2020 without the physical presence of shareholders or their authorized representatives (virtual general meeting). In view of the COVID-19 pandemic that is set to last for an undetermined time, the rules of conduct adopted in this respect by the Bavarian State Ministry for Health and Care and the objective of avoiding health risks for shareholders, internal and external employees and the Company's board members,

the Executive Board of TRATON SE has decided, with the approval of the Supervisory Board, to make use of the possibility to hold a virtual general meeting.

### Invitation to the Annual General Meeting (virtual General Meeting)

#### Dear Shareholders,

We hereby invite you to the Annual General Meeting of TRATON SE at 10 a.m. (CEST) on Wednesday, September 23, 2020. The meeting will be held without the physical presence of shareholders and their appointed representatives at the Truck Forum, Dachauer Straße 570, 80995 Munich, Germany. Pursuant to section 1 (2) sentence 1 no. 1 C19-AuswBekG in conjunction with Article 19 (4) of the Articles of Association of the Company, the entire meeting is broadcast in audio and video online at [www.traton.com/agm](http://www.traton.com/agm) for duly registered shareholders via the Company's password-protected online portal (shareholder portal); such broadcasting does not enable participation in the shareholders' meeting as defined by section 118 (1) sentence 2 of the German Stock Corporation Act (*Aktiengesetz – AktG*)\* (see the more detailed notes following the agenda with the proposed resolutions).

\* The relevant provisions for stock corporations with their registered office in Germany, in particular the provisions of the AktG and German Commercial Code (*Handelsgesetzbuch*) apply to the Company due to the conflict of law rules set out in Art. 5, Art. 9 (1) lit. c) ii), Art. 53 as well as Art. 6) of Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European Company (SE) **SE Regulation** unless otherwise provided for by more specific provisions of the SE Regulation

# I. Agenda

ITEM 1

ITEM 2

ITEM 3

ITEM 4

ITEM 5

ITEM 6

## Agenda

and resolutions proposed for the Annual General Meeting of TRATON SE on Wednesday, September 23, 2020:

### **1. Presentation of the adopted annual financial statements of TRATON SE and the approved consolidated financial statements for the year ending December 31, 2019, in addition to the combined management report of TRATON SE and the TRATON GROUP for the 2019 fiscal year as well as the report of the Supervisory Board**

The documents mentioned under item 1 on the agenda also include the remuneration report, the explanatory report on information in accordance with sections 289a (1) and 315a (1) of the German Commercial Code (*Handels-gesetzbuch – HGB*), the report in accordance with section 289 (4) of the HGB and the statement on corporate governance pursuant to sections 289f and 315d HGB. The documents are available online at [www.traton.com/agm](http://www.traton.com/agm). These documents will be explained in more detail at the Annual General Meeting. No resolution is planned for item 1 on the agenda since the Supervisory Board approved the annual and the consolidated financial statements, prepared by the Executive Board, in accordance with statutory provisions on February 20, 2020.

## 2. Appropriation of distributable profit

Volkswagen AG as the dominating entity and TRATON SE as the dominated entity were parties to a domination and profit and loss transfer agreement until the end of December 31, 2019. TRATON SE was, therefore, required to transfer the annual net profit shown in TRATON SE's single-entity financial statements for fiscal year 2019 to Volkswagen AG. Nonetheless, as already stated in the Company's securities prospectus of June 14, 2019 under no. 8.3 ("*2019 Dividend*"), TRATON SE intends to distribute a dividend to its shareholders. For this reason, in fiscal year 2019, TRATON SE converted part of its capital reserves into distributable profits.

Therefore, the Executive Board and the Supervisory Board propose to use TRATON SE's distributable profit in the amount of EUR 600,000,000.00 for the completed fiscal year 2019 as follows:

Distribution of a dividend of EUR 1.00 for each no-par value share entitled to a dividend:	EUR 500,000,000.00
Transfer to retained earnings:	EUR 0.00
Profit carried forward:	EUR 100,000,000.00

In the case that the Company should hold treasury shares at the time of the Annual General Meeting, which are not entitled to a dividend pursuant to section 71b of the AktG, it is proposed to the Annual General Meeting that with an unchanged dividend of EUR 1.00 per no-par value share entitled to a dividend, the portion of the distributable profit attributable to no-par value shares not entitled to a dividend shall be carried forward to new account.

Pursuant to section 58 (4) sentence 2 of the AktG, the claim to payment of the dividend shall be due on the third business day following the Annual General Meeting, therefore on September 28, 2020.

### 3. Approval of the Executive Board's actions

The Executive Board and the Supervisory Board propose that the actions of the Executive Board members in office in fiscal year 2019 be approved for this period.

### 4. Approval of the Supervisory Board's actions

The Executive Board and the Supervisory Board propose that the actions of the Supervisory Board members in office in fiscal year 2019 be approved for this period.

### 5. Appointment of auditors

The Supervisory Board proposes that Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Munich, Germany,

- a) be appointed as auditors of the single-entity financial statements and the consolidated financial statements for fiscal year 2020, as well as as auditors for a potential review of additional interim financial information within the meaning of section 115 (7) of the German Securities Trading Act (*Wertpapierhandelsgesetz – WpHG*) in fiscal year 2020, and
- b) be appointed as auditors for a potential review of additional interim financial information within the meaning of section 115 (7) of the WpHG in fiscal year 2021 until the next Annual General Meeting.

The proposal for the auditors to be appointed is based on the Audit Committee's recommendation and preference. Based on a selection procedure conducted in accordance with Article 16 of Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC (the **Audit Regulation**), in which only one audit firm participated, the Audit Committee proposed Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Munich, Germany, as auditors to the Supervisory Board.

The Audit Committee stated that its recommendation is free from any improper influence by third parties and that it is not subject to any clause restricting the choice within the meaning of Article 16 (6) of the Audit Regulation.

It is intended to take separate votes on agenda item 5 lit. a) and 5 lit. b).

## 6. Amendment to the Articles of Association

The conditions for attending the Annual General Meeting and exercising voting rights were modified by the German Act for Implementing the Second Shareholder Rights Directive (*Gesetz zur Umsetzung der zweiten Aktionärsrichtlinie – ARUG II*). In the case of bearer shares of listed companies, the amended section 123 (4) sentence 1 AktG provides that the proof of the last intermediary in accordance with the newly introduced section 67c (3) AktG shall in future suffice for attending the Annual General Meeting or exercising voting rights. According to Article 18 (3) sentence 1 of the Company's Articles of Association, the currently applicable version of section 123 (4) sentence 1 AktG requires a special proof of shareholding issued by the custodian credit institution in text form in German or English as a condition for attending the Annual General Meeting and exercising voting rights.

The ARUG II entered into force on January 1, 2020. The amendments to section 123 (4) sentence 1 AktG and the newly provided section 67c AktG shall become applicable, in accordance with section 26j (4) of the Introductory Act to the German Stock Corporation Act (*Einführungsgesetz zum Aktiengesetz – EG AktG*), from September 3, 2020 and for the first time to annual general meetings that will be convened after September 3, 2020. They will thus become applicable already prior to the Company's Annual General Meeting in 2021.

A corresponding adjustment of the Articles of Association shall already be resolved upon now in order to avoid any inconsistency between the provisions on such proof for attending the Company's Annual General Meeting or for exercising voting rights in the Articles of Association and the law.

Therefore, the Executive Board and the Supervisory Board propose to resolve as follows:

Article 18 (3) of the Articles of Association shall be amended to read as follows:

“Special proof of shareholding is required for the proof of shareholding pursuant to paragraph (1). Proof of shareholding in accordance with section 67c (3) AktG shall be sufficient in any case. The proof of shareholding must relate to the beginning of the 21st day prior to the date of the Annual General Meeting and must be received by the Company at a sufficiently early time to ensure that the statutory deadline for receipt of proof by the Company be observed. The notice of the Annual General Meeting may provide for a shorter period, to be specified in days.”

## II. Further Information

### **Company's website and documents and information available there as well as publications in other media**

This invitation to the Annual General Meeting, the documents to be made available to the Annual General Meeting, together with the information required pursuant to section 124a AktG, shareholder motions, and detailed explanations of the rights of the shareholders in accordance with Article 56 sentences 2 and 3 of the SE Regulation, section 50 (2) of the German SE Implementation Act (*SE-Ausführungsgesetz – SEAG*), and sections 122 (2), 126 (1), 127, and 131 (1) AktG will be accessible on the Company's website at [www.traton.com/agm](http://www.traton.com/agm) following convening of the Annual General Meeting.

The convening of the Annual General Meeting is published in the German Federal Gazette (*Bundesanzeiger*) of August 12, 2020, and was passed on for publication to media that can be expected to disseminate the information throughout the entire European Union.

The data protection information required in accordance with the General Data Protection Regulation is provided in the Annex to this convening notice.

### **Total number of shares and voting rights at the time of convening the Annual General Meeting**

At the time of convening the Annual General Meeting, the Company's registered share capital amounts to EUR 500,000,000 and is divided into 500,000,000 no-par value bearer shares. Each no-par value share carries one vote. The Company has no treasury shares. Thus, at the time of convening the Annual General Meeting, the total number of shares and voting rights each amounts to 500,000,000.

### **Conducting the Annual General Meeting as a virtual General Meeting without physical presence of the shareholders and their appointed representatives, audio and video broadcast**

In view of the ongoing COVID-19 pandemic, the Annual General Meeting on September 23, 2020 will be held on the basis of the C19-AuswBekG as a virtual General Meeting without the physical presence of shareholders and their appointed representatives, with the possibility of following the virtual General Meeting and exercising voting rights by means of electronic connection (**Connection**). Participation within the meaning of section 118 (1) sentence 2 AktG is not provided for.

Shareholders and their authorized representatives (with exception of the proxies of the Company) can therefore not physically participate in the Annual General Meeting. However, duly registered shareholders can follow the entire Annual General Meeting on September 23, 2020 from 10.00 a.m. (CEST) in full length live by video and audio transmission online at [www.traton.com/agm](http://www.traton.com/agm) via the password-protected online portal of the Company (**Shareholder Portal**). Instead of the conventional admission ticket, duly registered shareholders will be sent an access card. Among other things, the access card contains the individual access data enabling the shareholders to use the password-protected Shareholder Portal accessible online at [www.traton.com/agm](http://www.traton.com/agm).

The opening by the chairman of the meeting as well as the speech of the Executive Board can also be followed live online at [www.traton.com/agm](http://www.traton.com/agm) by other interested parties. A recording of the opening by the chairman of the meeting as well as the speech of the Executive Board, but not of the entire Annual General Meeting, is available at the same Internet address after the Annual General Meeting.

## Password-protected Shareholder Portal

The Company has established a password-protected Shareholder Portal at [www.traton.com/agm](http://www.traton.com/agm) which will be accessible from September 2, 2020. Via the Shareholder Portal, duly registered shareholders (and their appointed representatives, if applicable) can, among other things, follow the Annual General Meeting in audio and video, exercise their voting rights by absentee voting or by issuing authorization and voting instructions to the proxies of the Company, grant authorizations, submit questions and register objections to the minutes. To be able to use the Shareholder Portal, you must log in with the individual access data that you receive with your access card.

Shareholders will receive further details regarding the Shareholder Portal and the registration and usage conditions with their access card or online at [www.traton.com/agm](http://www.traton.com/agm). Please also note the technical information at the end of this invitation notice.

## Requirements for connection to the Annual General Meeting and the exercise of shareholder rights, in particular voting rights

Shareholders who have registered with the Company by the end of September 16, 2020 (24.00 hrs. CEST), at the latest and provided the Company with evidence of their shareholding (***Duly Registered Shareholders***) can exercise their rights, in particular their voting rights, and follow the entire Annual General Meeting via the Shareholder Portal.

Proof of shareholding, which is generally issued by the custodian credit institution, must indicate that shares were in possession by the beginning (0.00 hrs. CEST) of September 2, 2020 (record date). The only persons who will be treated as shareholders in relation to the Company and may therefore connect to the Annual General Meeting and

exercise shareholder rights, particularly the voting right, are those persons who have provided the proof of shareholding in time. This means that shareholders who have acquired their shares after the record date cannot attend the Annual General Meeting or exercise their shareholder rights, in particular their voting rights. The record date does not affect the disposability of shares. The Company still allows shareholders who dispose their shares after the record date to access the Annual General Meeting and to exercise shareholder rights, provided that they have registered and presented proof of shareholding by the deadline.

Registration and proof of shareholding must be made in text form (as defined by section 126b of the German Civil Code (*Bürgerliches Gesetzbuch – BGB*)) in either German or English and must be received by the Company in good time. Both registration and proof of shareholding must have been received by the following address by the end (24.00 hrs. CEST) of September 16, 2020:

TRATON SE  
c/o Computershare Deutschland GmbH & Co. KG  
Computershare Operations Center  
80249 Munich, Germany  
Fax: +49 89 30903-74675  
E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

Upon receipt of proof of their shareholding and registration with the Company at the above address, shareholders will be sent access cards for exercising their rights in relation to the Annual General Meeting, including individual access data for the Shareholder Portal for the purpose of connecting to the Annual General Meeting and exercising the voting right. In order to ensure that the access cards are received in time, shareholders are asked to contact their custodian credit institution and request their access card as early as possible. In such cases, registration and proof of shareholding will be sent to the Company by the respective custodian

credit institution. Shareholders who have requested an access card from their custodian credit institution in good time do not need to take any further steps.

### **Exercising voting rights by (electronic) absentee voting**

Duly Registered Shareholders may cast their votes in text form or by means of electronic communication (absentee voting).

Before the Annual General Meeting, the absentee voting form sent with the access card can be used for this purpose. The relevant form can be requested by post from the following address TRATON SE, c/o Computershare Deutschland GmbH & Co. KG, Computershare Operations Center, 80249 Munich, Germany, via Fax: +49 89 30903-74675 or via e-mail to [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de) and is also available for download on the Company's website at [www.traton.com/agm](http://www.traton.com/agm).

The casting of votes in advance of the Annual General Meeting by means of the absentee voting form must be received by the Company by September 22, 2020 (24.00 hrs. (CEST)) (date of receipt). The casting of votes by means of the absentee voting form shall be sent exclusively to the following address:

TRATON SE  
c/o Computershare Deutschland GmbH & Co. KG  
Computershare Operations Center  
80249 Munich, Germany  
Fax: +49 89 30903-74675  
E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

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

Before and during the Annual General Meeting, the password-protected Shareholder Portal of the Company, which can be accessed online at [www.traton.com/agm](http://www.traton.com/agm), is also available for exercising voting rights by means of electronic absentee voting. Electronic absentee voting via the Shareholder Portal will be possible from September 2, 2020 until the commencement of voting on the day of the Annual General Meeting. Via the Shareholder Portal, you can also change or revoke any votes previously cast by means of absentee voting during the Annual General Meeting until the commencement of voting. This also applies to votes cast using the absentee voting form.

If, in respect of the same shareholding, the Company receives several votes by absentee voting or if it receives several votes in different ways of transmission, then the absentee voting most recently received in due form is considered as binding. If differing declarations are received through different ways of transmission and it cannot be determined which of them was issued most recently, such declarations will be taken into consideration in the following order: 1. via the Shareholder Portal, 2. by e-mail, 3. by telefax, and 4. in paper format. If votes cast by way of absentee voting are not cast in due form, the votes cast by absentee voting will be invalid.

Duly Registered Shareholders will receive further instructions on absentee voting together with their access card. Corresponding information and a more detailed description of electronic absentee voting via the Shareholder Portal can also be viewed online at [www.traton.com/agm](http://www.traton.com/agm).

## **Exercising voting rights by issuing authorization and voting instructions to the proxies of the Company**

We offer our shareholders as a service the possibility of granting an authorization to the proxies appointed by the Company and bound by the shareholder's instructions to exercise their voting right in the Annual General Meeting. Also, in this case, registration and proof of shareholding in good time are required. Insofar as proxies appointed by the Company are authorized to exercise the voting right, they must in any case be given instructions on the individual agenda items for the exercise of voting rights. Proxy holders are obliged to vote according to these voting instructions. Proxy holders will not exercise the voting right without having received such explicit instructions.

The authorization of such proxies, the issuing of voting instructions and any amendments of such as well as the revocation of the authorization to the proxies must be effected in text form (section 126b BGB); they may be made by the following methods only:

Prior to the Annual General Meeting, an authorization with instructions to the proxies can be granted by means of the authorization and voting instructions form received by shareholders together with their access card for the Annual General Meeting. The relevant form can be requested by post from TRATON SE, c/o Computershare Deutschland GmbH & Co. KG, Computershare Operations Center, 80249 Munich, Germany, via Fax: +49 89 30903-74675 or via e-mail to [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de) and is also available for download on the Company's website at [www.traton.com/agm](http://www.traton.com/agm).

For organizational reasons, the authorization of the proxies and the issuing of instructions to them in advance of the Annual General Meeting by means of the authorization and

instruction form must be received by the Company by September 22, 2020 (24.00 hrs. (CEST)) (date of receipt). The authorization and instructions issued to the proxies appointed by the Company by means of the authorization and instruction form shall be sent exclusively to the following address:

TRATON SE  
c/o Computershare Deutschland GmbH & Co. KG  
Computershare Operations Center  
80249 Munich, Germany  
Fax: +49 89 30903-74675  
E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

Authorization and instructions to the proxies appointed by the Company can also be issued, changed or revoked electronically via the Shareholder Portal of the Company until the commencement of voting on the day of the Annual General Meeting. Shareholders can obtain further details on the Company's Shareholder Portal online at [www.traton.com/agm](http://www.traton.com/agm).

If, in respect of the same shareholding, the proxies appointed by the Company receive several authorizations and instructions or if they receive them in different ways of transmission, then the authorization most recently received in due form is considered as binding with its relevant instructions. If differing declarations are received through different ways of transmission and it cannot be determined which of them was issued most recently, such declarations will be taken into consideration in the following order: 1. via the Shareholder Portal, 2. by e-mail, 3. by telefax, and 4. in paper format. If authorizations are not granted in due form, the proxies will not represent the votes in the Annual General Meeting. If, in respect of the same shareholding, the Company has received absentee voting in addition to an authorization having been granted and instructions having been issued to the proxy, the

absentee voting will always be considered to have priority; accordingly, the proxies will not make use of the authorization granted to them in this regard and will not represent the relevant shares.

Duly Registered Shareholders will receive further instructions on granting authorization and issuing instructions to the proxies appointed by the Company together with their access card. Corresponding information may also be viewed online at [www.traton.com/agm](http://www.traton.com/agm).

### **Authorization of third parties to exercise voting and other rights**

Shareholders can have their voting rights and other rights exercised by an appointed representative, for example by a credit institution, a shareholders' association, a proxy advisor or any other authorized third party, after granting the appropriate authorization. In these cases as well, each shareholder is required to register in good time and furnish proof of shareholding as of the record date. Authorized third parties may in turn exercise the voting right by absentee voting or by authorization and instructions to the proxies of the Company (see above). Should the shareholder grant authorization to more than one person, the Company may refuse one or more of these pursuant to section 134 (3) sentence 2 AktG.

Granting, amendment and revocation of authorization, and proof of such authorization to the Company must be made in text form (as defined by section 126b of the BGB) unless authority is conferred under section 135 AktG.

Distinctions generally need to be observed when authorizing persons to exercise voting rights under section 135 AktG (authorization granted to intermediaries, proxy advisors, shareholders' associations or other professional agents). Shareholders intending to authorize a proxy 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.

The authorization may be granted by declaration to the authorized representative or to the Company. If the authorization is granted by declaration to the Company, separate proof of authorization to the Company is not required. If, on the other hand, the authorization is granted by declaration to the authorized representative, proof of the authorization (e.g. the original or a copy of the authorization) must be provided to the Company, unless otherwise stated in section 135 of the AktG. 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  
Fax: +49 89 30903-74675  
E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

The amendment or revocation of an authorization that has been granted may be also declared directly to the Company using the aforementioned transmission channels.

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 September 22, 2020, 24.00 hrs. (CEST) (date of receipt). Transmission to the Company by e-mail or fax is also still possible until the commencement of voting on the day of the Annual General Meeting.

Shareholders wishing to appoint an authorized representative are requested to use the form of authorization provided

by the Company for granting such authorization. It will be sent to Duly Registered Shareholders together with the access card and can be requested by post at the address TRATON SE, c/o Computershare Deutschland GmbH & Co. KG, Computershare Operations Center, 80249 Munich, Germany, by fax: +49 89 30903-74675 or by e-mail to [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de). In addition to this, an authorization form can also be downloaded from the Company's website at [www.traton.com/agm](http://www.traton.com/agm).

In addition to the above-mentioned methods of transmission, authorization can also be granted, amended or revoked electronically via the password-protected Shareholder Portal of the Company until the commencement of voting on the day of the Annual General Meeting. Shareholders can obtain further details on the Company's Shareholder Portal online at [www.traton.com/agm](http://www.traton.com/agm).

The exercise of rights by an authorized representative and the connection via the Shareholder Portal requires that the authorized representative receive the individual access data sent with the access card from the person granting the authorization. Proof of authorization to the Company is required in this case as well. Proof of authorization must be submitted to the Company in the manner described above.

Credit institutions, shareholders' associations, proxy advisors and other intermediaries or equivalent persons pursuant to section 135 AktG who represent a majority of shareholders are recommended to contact the above-mentioned address in advance of the Annual General Meeting with regard to exercising their voting rights.

Duly Registered Shareholders will receive further instructions on granting authorization to third parties together with their access card. Corresponding information and a more detailed description of how to grant authorization to third parties via the Shareholder Portal can also be viewed online at [www.traton.com/agm](http://www.traton.com/agm).

**Motions to extend the agenda at the request of a minority in accordance with Article 56 sentences 2 and 3 of the SE Regulation, section 50 (2) SEAG, and section 122 (2) AktG**

Shareholders whose shares separately or collectively amount to one twentieth (5%) of the share capital or separately or collectively amount to a notional interest of EUR 500,000 (this corresponds to 500,000 shares) may request that items be placed on the agenda and be announced. Each new item must be accompanied by a statement of reasons or a resolution proposal. Requests to extend the agenda must be addressed in writing to the Executive Board and received by the Company at least 30 days before the Annual General Meeting – not including the day of receipt and the day of the Annual General Meeting itself – by the end (24.00 hrs. CEST) of August 23, 2020, at the latest. Any requests to add items to the agenda which are received after such date will not be taken into account. Shareholders are asked to send any corresponding extension requests to the following address:

TRATON SE  
Executive Board  
Annual General Meeting/FL  
Dachauer Straße 641  
80995 Munich, Germany

Fax: +49 89 36098-572

Requests to add items to the agenda that have to be announced will be published in the German Federal Gazette (*Bundesanzeiger*) without delay after they are received – unless they are published with the notice of the meeting – and passed on for publication to media that can be expected to disseminate the information throughout the entire European Union. They will also be published on the website at [www.traton.com/agm](http://www.traton.com/agm) and communicated to shareholders.

## **Countermotions and proposals for election in accordance with sections 126 (1) and 127 of the AktG**

Shareholders may also propose countermotions to proposals by the Executive Board and/or Supervisory Board for specific items on the agenda to the Company as well as submit proposals for the appointment of auditors (agenda item 5). Counter motions must be accompanied by a statement of reasons, whereas election proposals do not require a statement of reasons. In each case, counter motions to the agenda and election proposals by shareholders for the Annual General Meeting are to be sent exclusively to the following address:

TRATON SE  
Executive Board  
Annual General Meeting/FL  
Dachauer Straße 641  
80995 Munich, Germany

Fax: +49 89 36098-572  
E-mail: hv-antrag.traton@traton.com

Counter motions and/or nominations otherwise addressed will not be considered.

The counter motions and nominations of shareholders that must be received by the Company at the aforementioned address at least 14 days before the Annual General Meeting – not including the day of receipt and the day of the Annual General Meeting itself – i.e., by the end (24.00 hrs. CEST) of September 8, 2020, at the latest, will be published without delay on the website at [www.traton.com/agm](http://www.traton.com/agm) together with the name of the shareholder and, particularly in the case of counter motions, the statement of reasons as well as any comment by the management (sections 126 (1) sentence 3 and 127 sentence 1 AktG).

The Company may refrain from disclosing a counter motion and its reason or a nomination if circumstances for exclusion pursuant to section 126 (2) AktG apply. The circumstances for exclusion are presented on the Company website at [www.traton.com/agm](http://www.traton.com/agm). Nominations will also only be published if they include the candidate's name, occupation held, and place of residence and, in the case of nominations for election to the Supervisory Board, additional information on their membership of other statutory supervisory bodies.

The Company will treat counter motions and nomination proposals of Duly Registered Shareholders to be made accessible in accordance with sections 126, 127 AktG in the context of the virtual General Meeting as if they had been submitted at the General Meeting. This also applies to counter motions to agenda items that have been added to the agenda at the request of a minority of shareholders in accordance with section 122 (2) AktG on the basis of admissible extension requests to the agenda that were submitted in good time.

## **Possibility to ask questions by means of electronic communication pursuant to section 1 (2) sentence 1 no. 3 C19-AuswBekG**

In a virtual General Meeting, the shareholders may only ask questions by way of electronic communication (section 1 (2) sentence 1 no. 3 C19-AuswBekG). The Executive Board may stipulate that questions must be submitted at least two days before the Annual General Meeting. The Executive Board of TRATON SE has made use of this option with the approval of the Supervisory Board. In accordance with section 1 (2) sentence 2 C19-AuswBekG the Executive Board decides on the answering of the questions at its due and proper discretion.

Duly Registered Shareholders can submit questions via the Company's Shareholder Portal accessible online at

www.traton.com/agm by no later than two days prior to the Annual General Meeting, i.e. by the end of September 20, 2020, 24.00 hrs. (CEST). It is not possible to submit questions by other means. Questions can no longer be submitted after expiry of the aforementioned deadline.

### **Lodging objections**

Duly Registered Shareholders who have exercised their voting right by way of electronic communication or by granting authorization may electronically lodge their objections to any resolutions of the Annual General Meeting to the notary's minutes via the Company's Shareholder Portal, accessible at [www.traton.com/agm](http://www.traton.com/agm) from the beginning of the Annual General Meeting until its closing by the chairman of the meeting.

### **Technical instructions for the virtual General Meeting**

To follow the virtual General Meeting and to use the Shareholder Portal and exercise shareholder rights, you need an Internet connection as well as an Internet-capable device with a current browser version suitable for video and audio transmission. In order to be able to render the video and audio broadcast of the Annual General Meeting optimally, a stable Internet connection with a sufficient transmission speed is recommended.

To access the Company's password-protected Shareholder Portal, you need your individual access data, which you will receive together with your access card.

In order to avoid the risk of restrictions in the exercise of shareholder rights due to technical problems during the virtual General Meeting, it is recommended that shareholder rights (in particular voting rights) be exercised before the commencement of the Annual General Meeting wherever possible.

Shareholders will receive further details regarding the Shareholder Portal and the registration and usage conditions with the access card or online at [www.traton.com/agm](http://www.traton.com/agm).

### **Information on availability of video and audio broadcast**

The Duly Registered Shareholders can follow the virtual General Meeting on September 23, 2020, in full length live in audio and video from 10.00 a.m. (CEST) via the Shareholder Portal. The video and audio broadcast of the virtual General Meeting and the availability of the Shareholder Portal may be subject to fluctuations in accordance with the current state of the art due to restrictions on the availability of the telecommunications network and limitations on third-party internet services, on which the Company has no influence. The Company can therefore not assume any guarantees or liability for the functionality and constant availability of the internet services used, the third-party network elements used, the video and audio broadcast or access to the Shareholder Portal and its general availability. The Company also does not assume any responsibility for errors and defects in the hardware and software used for the online service, including such of the service providers used, unless caused intentionally. For this reason, the Company recommends that the above-mentioned options for exercising rights, in particular voting rights, be exercised at an early stage. The chairman of the meeting must reserve the right to interrupt or completely discontinue the virtual General Meeting if this is mandatorily required for data protection or security considerations.

Munich, Germany, August 2020

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

## III. Annexes

### **Annex – Data protection information for shareholders and shareholder representatives**

When registering for the virtual General Meeting, granting an authorization, using the Shareholder Portal and connecting to the virtual General Meeting, TRATON SE, Dachauer Str. 641, 80995 Munich, Germany, as the controller within the meaning of Article 4 No. 7 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 and number of the access card) and, if applicable, personal data of the shareholder representatives in order to enable shareholders or shareholder representatives to connect to and exercise their rights in connection with the virtual General Meeting. The processing of the personal data is necessary for the connection to the virtual General Meeting of TRATON SE. The legal basis of the processing is Article 6 (1) sentence 1 lit. c) GDPR in conjunction with sections 118 et seqq. AktG. As a rule, TRATON SE receives the shareholders' personal data either from the shareholders themselves or, via the registration office (*Anmeldestelle*) from the credit institution that the shareholders have commissioned to hold their shares for safe-keeping (so-called custodian bank).

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

TRATON SE shall erase the shareholders' and the 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, the 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. In the event that personal data is processed on the basis of Article 6 (1) sentence 1 lit. f) GDPR, the data subjects also have a right to object to the processing of their data. In particular, the following e-mail address is available to data subjects for asserting these rights: [dataprotection@traton.com](mailto:dataprotection@traton.com).

Further information on the treatment of your personal data in connection with the virtual General Meeting and on your rights under the GDPR can be accessed at any time at the Company's website at [www.traton.com/agm](http://www.traton.com/agm) or be requested from the following address: TRATON SE, Dachauer Str. 641, 80995 Munich, Germany, e-mail: [dataprotection@traton.com](mailto:dataprotection@traton.com).

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, Dachauer Str. 641, 80995 Munich, Germany.

**TRATON SE**

Dachauer Straße 641

80995 Munich

Germany

[www.traton.com/agm](http://www.traton.com/agm)

**TRATON**

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