

### FAQS | ADDITIONAL INFORMATION ON THE 2020 VIRTUAL ANNUAL GENERAL MEETING OF TRATON SE

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

The *Gesetz über Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins-, Stiftungs- und Wohnungseigentumsrecht zur Bekämpfung der Auswirkungen der COVID-19-Pandemie* (C19-AuswBekG — German Act on Measures in Corporate, Co-operative, Association, Foundation and Home Ownership Law to Combat the Effects of the COVID-19 Pandemic), which entered into force on March 28, 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 period of 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.

**We have summarized what this means for you specifically as a shareholder in the questions and answers below.**

#### **What is a virtual General Meeting?**

The term "virtual General Meeting" refers to an annual general meeting held without the shareholders and their authorized representatives being physically present at the venue. This option was made possible by law (C19-AuswBekG) at the end of March 2020.

#### **How can shareholders follow a virtual General Meeting?**

Registered shareholders can follow the entire Annual General Meeting live via video and audio transmission using the Shareholder Portal.

Additionally, speeches by the chair of the meeting and the Executive Board will be broadcast to the general public on the meeting homepage ([www.traton.com/agm](http://www.traton.com/agm)). The part of the meeting that follows can only be accessed by registered shareholders.

Please note that video and audio recordings are not permitted.

#### **What do I need to do in order to be able to use the online service (Shareholder Portal)?**

The use of online services in our Shareholder Portal is subject to shareholders registering for the Annual General Meeting in advance by the required deadline. You normally receive the registration documents from your custodian credit institution together with the notice of the Annual General Meeting (invitation).

You will only receive an access card with your access data once you have registered for the Annual General Meeting by the required deadline.

#### **When do I need to register by?**

The invitation was published on August 12, 2020. The record date for taking part in the Annual General Meeting is September 2, 2020. You will receive an access card if you have registered with your custodian credit institution by no later than September 16, 2020.

#### **How do I receive an invitation containing the agenda details and further information?**

You can view the invitation on our website and in the *Bundesanzeiger* (the German Federal Gazette) after it has been published. Since TRATON SE shares are bearer shares and not registered shares, we can only contact you and send you the invitation via your custodian bank. If you have any questions, please contact your bank.

#### **What online services are available in the Shareholder Portal?**

The Shareholder Portal is available for the following services from September 2, 2020.

Up to 2 days before the Annual General Meeting:

- Filing of questions

Until the commencement of voting on September 23, 2020:

- Casting votes by means of (electronic) absentee voting
- Casting votes by conferring authority and issuing instructions to proxies appointed by TRATON SE
- Authorizing a third party

With the beginning of the Annual General Meeting at 10 a.m. on September 23, 2020:

- Live broadcast of the Annual General Meeting in full
- Possibility to register objections to the resolutions of the Annual General Meeting (only valid in conjunction with a vote)

### **What other options do I have for exercising my voting rights?**

If you do not wish to use the Shareholder Portal to cast your vote, you may choose to vote using absentee voting or issue instructions in writing to the proxies appointed by the Company using the authorization form printed on the front page of your access card. To do so, please return the access card using the postage-paid envelope you have received or send the front page of the access card via fax or as a scanned file to the address printed on the access card by September 22, 2020 (date of receipt) at the latest.

Please ensure you make a note of the access data for the Shareholder Portal before you send the form by post, especially if you want to follow the entire Annual General Meeting.

### **What is the difference between exercising my voting rights by means of absentee voting and via proxies?**

The proxies are present on site during the virtual Annual General Meeting as sole shareholder representatives. The names of the persons conferring authority, i.e., the shareholders who authorized the proxies and issued them with instructions, are entered in the list of participants and together form the meeting "presence". The proxies only receive instructions for voting on the proposed resolutions on the agenda items.

Together with the votes cast by the proxies, the votes submitted by means of (electronic) absentee voting make up the total number of votes that participated in the voting. Shareholders choosing to vote by means of absentee voting do so in their own name but are not considered to be "present" at the Annual General Meeting, which is why they are not included in the list of participants. Should special votes be required in the course of the Annual General Meeting, shareholders voting by means of absentee voting have the opportunity to take part in these via the Shareholder Portal, unlike the proxies.

### **How can shareholders authorize the proxies appointed by the Company?**

The proxies must be authorized and issued with instructions in order to exercise the voting rights. The proxies are under an obligation to vote as instructed. If they have not been issued instructions on certain agenda items, they shall not vote on those items. The proxies of the Company are only appointed to cast votes; they cannot be authorized to exercise any other shareholder rights.

Shareholders who wish to have their voting rights exercised by the proxies of the Company can use the Shareholder Portal to do so. It is possible to confer authority and issue instructions or revoke or change authority and instructions to the proxies of the Company via the Shareholder Portal until the commencement of voting during the Annual General Meeting on September 23, 2020.

Shareholders can also use the form printed on their access card to confer authority and issue instructions to the Company's proxies. It is also possible to use the authorization form, which can be found on the TRATON SE website at [www.traton.com/agm](http://www.traton.com/agm).

Please complete the form and return it to the address provided on the form to confer authority and issue instructions to the Company's proxies (date of receipt no later than September 22, 2020).

### **How does absentee voting work?**

Registered shareholders and their authorized representatives can cast their votes electronically or in writing without "participating" in the meeting (absentee voting). These individuals are not included in the list of participants.

The Shareholder Portal is available for electronic absentee voting. The Portal can also be used to submit, change, or revoke absentee votes during the Annual General Meeting on September 23, 2020, until the commencement of voting.

Alternatively, shareholders can use the form they received with their access card to cast their absentee votes in writing. Votes submitted by means of absentee voting must be received by the Company at the following address by the end (24.00 hrs.) of September 22, 2020, at the latest:

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)

### **Where and how can I ask my questions?**

Registered shareholders have the option to submit questions via the Shareholder Portal prior to the Annual General Meeting until midnight (24.00 hrs.) on September 20, 2020, at the latest. Pursuant to section 1 (2) sentence 2 of the C19-AuswBekG, the Executive Board will answer these questions in the virtual Annual General Meeting at its own discretion, exercising all due care and diligence. Questions can only be submitted via the Shareholder Portal.

When answering a question, the Executive Board names the shareholder that asked it. If shareholders do not wish to be named, they must clearly indicate this when submitting the question(s).

### **What language will the Annual General Meeting be held in?**

The Annual General Meeting will be held in German. We offer simultaneous interpreting into English. This is an additional service only; always check against delivery.

### **Can I, as shareholder, also take part in the virtual Annual General Meeting on site?**

Unfortunately, it is not possible to physically take part in the Annual General Meeting on site this year.

### **Why is the Annual General Meeting not being held as a face-to-face meeting at a later date?**

We examined this option thoroughly. However, we are currently unable to predict when it will be safe to hold an Annual General Meeting with shareholders present on site again.

### **Is an Annual General Meeting required to distribute a dividend?**

Yes. The *Aktiengesetz* (AktG — German Stock Corporation Act) stipulates that the distribution of a dividend is contingent upon the Annual General Meeting adopting a resolution on the appropriation of distributable profit. Without this resolution on the appropriation of profit, TRATON SE is unable to distribute any dividend.

### **How is my personal information that I make available for the virtual Annual General Meeting of TRATON SE and in the Shareholder Portal protected?**

Protecting our shareholders' data is very important to us. Data protection information for TRATON SE shareholders in connection with the 2020 virtual Annual General Meeting can be found in the invitation or on our website at [www.traton.com/agm](http://www.traton.com/agm).