

MOTIONS FROM SHAREHOLDERS

Convenience translation. This translation is a working translation only. Legally binding and relevant is solely the German version. Countermotions received in a language other than German must be accompanied by a German translation.

Last updated: September 8, 2020, 12:00 a.m.

Below you can find all shareholder motions within the meaning of sections 126, 127 (motions and countermotions) of the *Aktengesetz* (AktG — German Stock Corporation Act) on the items on the agenda for the Annual General Meeting of TRATON SE on September 23, 2020, which are to be made available, as well as comment by the management on these motions.

Mr. Michael Schmidt has announced a countermotion to item 5 "Appointment of auditors":

Convenience translation:

From: Michael Schmidt [REDACTED]
Sent: Thursday, September 3, 2020 3:32 PM
To: HV Antrag <hv-antrag.TRATON@traton.com>
Subject: Countermotion to item 5 "Appointment of auditors"

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

As a shareholder, I hereby propose that another reputable audit firm (such as KPMG) be appointed as auditors of the Company instead of Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Munich, as originally proposed.

Reasoning:

In its role as auditors of WIRECARD AG, Aschheim bei München, for many years, Ernst & Young has demonstrated a lack of requisite professional diligence and thoroughness, thereby contributing to the losses incurred by the investors and creditors of this bankrupt company. Given this loss of credibility, appointing Ernst & Young as our Company's auditors cannot be justified until further notice.

Michael Schmidt
[REDACTED] Worms

Mr. Klaus Wagner has announced a countermotion to item 5 "Appointment of auditors":

Convenience translation:

Fax sent by: [REDACTED] WAGNER 07/09/20 15:42 P: 1/2

KLAUS WAGNER
Degree in Industrial Engineering

[REDACTED] FÜRSTENFELDBRUCK
[REDACTED]
[REDACTED]

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

Fax.: 08936098572

7.9.2020

Annual General Meeting on September 23, 2020, nomination for item 5

Ladies and Gentlemen,

With reference to section 126ff. of the *Aktengesetz* (AktG — German Stock Corporation Act), I hereby nominate the following company as auditors:

Deloitte Deutschland GmbH, Rosenheimer Platz 4, 81669 Munich, Germany

Reasoning:

The company nominated as auditors by the Supervisory Board, Ernst & Young GmbH, spent many years issuing false audit certificates on the financial statements of Wirecard AG, thus gambling away the trust of the investors to such an extent that we no longer consider it to be eligible for appointment.

Deloitte Deutschland GmbH, the audit firm we propose to appoint instead, has an international standing similar to that of EY, putting it in a position to perform qualified audits of all TRATON SE subsidiaries.

I have enclosed proof of our shareholding as of today's date in the form of a custody account overview from our bank as we have not yet received the access card we had requested from Sparkasse for the Annual General Meeting.

Yours faithfully,

Wagner

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Comment by the management on the countermotion:

The management has commented as follows on the countermotions that have been received:

We consider the countermotions to be unjustified. The proposed resolution of the Supervisory Board is therefore upheld and it is proposed to vote against the published countermotions in the event of a vote.

Munich, September 2020

TRATON SE