

# TRATON

## TRATON SE Annual General Meeting 2024

### Convenience translation

This translation is a working translation only. In cases of discrepancies to the German version, the German version prevails.

### Additional information on agenda item 10 (Amendments to the Articles of Association)

## Synopsis of amendments to Art. 13 and 18 of the Articles of Association of TRATON SE proposed to the Annual General Meeting under agenda item 10

(green = addition; red = deletion)

Current version of the Articles of Association of TRATON SE	Proposed version of the Articles of Association of TRATON SE
<b>Article 13</b> <b>Rights and duties of the Supervisory Board</b>	<b>Article 13</b> <b>Rights and duties of the Supervisory Board</b>
(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, if explicitly provided for below, 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 round concept;	1. <i>unchanged</i>
as well as the following transactions and measures where these do not form part of the annual corporate planning as outlined in point 1:	<i>unchanged</i>

# TRATON

Current version of the Articles of Association of TRATON SE	Proposed version of the Articles of Association of TRATON SE
<p>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;</p>	<p>2. Establishment and discontinuation of branches of the Company or the Company's subsidiaries to the extent the relevant branch <b>or subsidiary</b> employs more than 500 employees or is expected to employ more than 500 employees in the next three years;</p>
<p>3. Establishment and relocation of production or research and development sites of the Company or the Company's subsidiaries;</p>	<p>3. <i>unchanged</i></p>
<p>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 people or is expected to employ more than 500 people in the next three years as well as the acquisition and disposal by the Company or the Company's subsidiaries of investments in other entities where the entity in question employs more than 500 people or the expenses associated with the acquisition exceed an amount of EUR 100 million;</p>	<p>4. <i>unchanged</i></p>
<p>5. Investment programs and investments of the Company and the subgroups that are outside the scope of these investment programs where each individual investment exceeds EUR 10 million;</p>	<p>5. <i>unchanged</i></p>
<p>6. Taking out of bonds or loans outside the ordinary course of business in excess of EUR 50 million in each individual case;</p>	<p>6. <i>unchanged</i></p>
<p>7. Assumption of sureties, guarantees, or similar liability as well as the granting of loans where the measures are outside the ordinary course of business and exceed EUR 50 million in each individual case;</p>	<p>7. <i>unchanged</i></p>
<p>8. Acquisition, disposal, and encumbrance of property and rights equivalent to property rights where the value of the individual transaction exceeds EUR 10 million;</p>	<p>8. <i>unchanged</i></p>

# TRATON

Current version of the Articles of Association of TRATON SE	Proposed version of the Articles of Association of TRATON SE
<p>9. Composition of the management boards of MAN Truck &amp; Bus SE, Volkswagen Truck &amp; Bus 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;</p>	<p>9. Composition of the management boards of MAN Truck &amp; Bus SE, Volkswagen Truck &amp; Bus Indústria e Comércio de Veículos Ltda., Scania AB, Scania CV AB, <del>and</del> Navistar International Corporation, TRATON AB and TRATON Financial Services AB <del>as well as</del> and <del>of</del> future subsidiaries of similar size and importance;</p>
<p>10. Conclusion of intercompany agreements (<i>Unternehmensverträge</i>) within the meaning of sections 291 ff. of the German Stock Corporation Act (<i>Aktiengesetz - AktG</i>);</p>	<p>10. <i>unchanged</i></p>
<p>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.</p>	<p>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 R&amp;D Areas and Area Heads <del>development—leads</del> within the TRATON GROUP.</p>
<p>(3) The Supervisory Board may stipulate additional matters that require its consent either in the Rules of Procedure for the Management Board/the Supervisory Board or by resolution. In general or in the event that individual matters meet certain requirements, it may grant its revocable consent to certain matters in advance.</p>	<p>(3) <i>unchanged</i></p>
<p>(4) The Supervisory Board is authorized to adopt resolutions to make amendments to the Articles of Association that affect only their wording.</p>	<p>(4) <i>unchanged</i></p>

# TRATON

Current version of the Articles of Association of TRATON SE	Proposed version of the Articles of Association of TRATON SE
<p><b>Article 18</b> <b>Conditions for participation</b></p>	<p><b>Article 18</b> <b>Conditions for participation</b></p>
<p>(1) Shareholders who registered in time and furnished proof of their shareholding are entitled to participate in the General Meeting and to exercise their voting rights. The registration must be received by the Company at the address specified in the convening notice for this purpose and within the statutory periods. A shorter period, which must be stated as a number of days, may be specified in the convening notice.</p>	<p>(1) <i>unchanged</i></p>
<p>(2) Registration must be made in text form as defined in section 126b of the German Civil Code (<i>Bürgerliches Gesetzbuch – BGB</i>) or by any other electronic means to be specified by the Company and must be in German or English.</p>	<p>(2) <i>unchanged</i></p>
<p>(3) Special proof of shareholding is required for the proof of share-holding pursuant to paragraph (1). Proof of shareholding in accordance with section 67c para. 3 of the German Stock Corporation Act (<i>Aktiengesetz – AktG</i>) shall be sufficient in any case. The proof of shareholding must refer to the beginning of the 21st day prior to the date of the General Meeting and must be received by the Company early enough to observe the legally stipulated period for receipt of the proof by the Company. A shorter period, which must be stated as a number of days, may be specified in the convening notice.</p>	<p>(3) Special proof of shareholding is required for the proof of shareholding pursuant to paragraph (1). Proof of shareholding in accordance with section 67c para. 3 of the German Stock Corporation Act (<i>Aktiengesetz – AktG</i>) shall be sufficient in any case. The proof of shareholding must refer to the <del>beginning of</del> close of business on the <del>21st</del> 22nd day prior to the date of the General Meeting and must be received by the Company early enough to observe the legally stipulated period for receipt of the proof by the Company. A shorter period, which must be stated as a number of days, may be specified in the convening notice.</p>