

EXPLANATORY NOTES TO THE RIGHTS OF SHAREHOLDERS AND FURTHER INFORMATION



ANNUAL GENERAL MEETING OF TRATON SE AS A VIRTUAL MEETING ON JUNE 13, 2024

Explanatory notes to the rights of shareholders and further information

(in accordance with Article 56 sentences 2 and 3 of the SE Council Regulation, section 50 (2) of the *SE-Ausführungsgesetz* (SEAG — German SE Implementation Act), sections 122 (2), 126 (1) and (4), 127, 130a, 131 (1), 118a (1) sentence 2 no. 8 in conjunction with section 245 of the *Aktiengesetz* (AktG — German Stock Corporation Act)¹)

The Executive Board of TRATON SE has exercised the authorization granted to it in Article 17a of the Articles of Association and decided to hold the Annual General Meeting of TRATON SE on June 13, 2024, as a virtual General Meeting pursuant to section 118a of the *Aktiengesetz* (AktG — German Stock Corporation Act) without the physical presence of the shareholders or their authorized representatives. This therefore rules out the shareholders and their authorized representatives (with the exception of the proxies appointed by the Company) attending the meeting on site in person.

I. EXPLANATORY NOTES TO THE RIGHTS OF SHAREHOLDERS IN ACCORDANCE WITH SECTION 121 (3) SENTENCE 3 NO. 3 OF THE AKTG

The convening notice of the Annual General Meeting already includes information on the rights of shareholders in accordance with Article 56 sentences 2 and 3 of the SE Council Regulation, section 50 (2) of the SEAG, section 122 (2) of the AktG, as well as section 126 (1) and (4), section 127, section 130a, section 131 (1) of the AktG, and section 118a (1) sentence 2 no. 8 in conjunction with section 245 of the AktG.

The information that follows serves to further explain these shareholder rights.

1. Motions to extend the agenda at the request of a minority in accordance with Article 56 sentences 2 and 3 of the SE Council Regulation, section 50 (2) of the SEAG, and section 122 (2) of the 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 €500,000 (this corresponds to 500,000 shares) may request that items be placed on the agenda and be announced. Under Article 56 sentence 2 of the SE Council Regulation in conjunction with section 122 (2) in conjunction with (1) sentence 1 of the AktG, each new item must be accompanied by a reason or a proposed resolution. Requests to extend the agenda must be received by the Company in writing at least 30 days before the Annual General Meeting — not including the day of receipt and the day of the Annual General Meeting — i.e., by the end (24:00 hours CEST) of May 13, 2024, at the latest (Article 56 sentence 2 of the SE Council Regulation in conjunction with section 122 (2) sentence 3 of the AktG). Extension requests received after this date will not be considered. Shareholders of the Company are not subject to the requirement applicable to a German stock corporation according to which shareholders must have held their shares for at least 90 days (Article 56 of the SE Council Regulation in conjunction with section 50 (2) of the SEAG). Shareholders are asked to send any such requests for additions to the agenda to the following address:

TRATON SE
Annual General Meeting/T-FL
Hanauer Straße 26
80992 Munich
Germany

Requests for additions to the agenda that have to be announced will be published in the Federal Gazette (*Bundesanzeiger*) without undue delay after they are received, unless they are published with the notice of the

¹ The provisions of the *Aktiengesetz* (AktG — German Stock Corporation Act) apply to the Company in accordance with point (c) (ii) of Article 9(1) and with Article 10 of the Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European Company (SE) (**SE Council Regulation**), unless more specific provisions of the SE Council Regulation, which are referred to separately, provide otherwise.

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 and communicated to the shareholders.

The rules of the SE Council Regulation, the SEAG, and the AktG underlying these shareholder rights are presented in the following extracts:

Article 56 of the SE Council Regulation [Additions to the agenda]

¹One or more shareholders who together hold at least 10 % of an SE's subscribed capital may request that one or more additional items be put on the agenda of any general meeting. ²The procedures and time limits applicable to such requests shall be laid down by the national law of the Member State in which the SE's registered office is situated or, failing that, by the SE's statutes. ³The above proportion may be reduced by the statutes or by the law of the Member State in which the SE's registered office is situated under the same conditions as are applicable to public limited-liability companies.

Section 50 of the SEAG Convocation and additions to the agenda at the request of a minority (extract)

(2) One or more shareholders who together hold 5 percent of an SE's subscribed capital or a notional interest of EUR 500,000 may request that one or more additional items be put on the agenda of any general meeting. [...]

Section 122 of the AktG Convening the general meeting upon a corresponding demand being made by a minority (extract)

(1) ¹The general meeting is to be convened wherever stockholders, whose shares of stock, in the aggregate, are at least equivalent to one twentieth of the share capital, demand that it be so convened, doing so in writing and citing the purpose and the reasons therefor; the demand is to be addressed to the management board. ²The by-laws may tie the right to demand that the general meeting be convened to a different form and to possession of a lesser portion of the share capital. ³The petitioners are to submit proof that they have been holders of the shares of stock since a minimum of 90 days prior to the date on which their demand is received, and that they will continue to so hold the shares until the management board takes a decision regarding their petition. ⁴Section 121 (7) applies accordingly.

(2) ¹In like manner, stockholders whose shares of stock, in the aggregate, are at least equivalent to one twentieth of the share capital or to a stake of 500 000 euros, may demand that items of business be set out in the agenda and that notice be given by publication. ²Each item of business to be newly added to the agenda must include the reasons therefor or a proposal for a resolution. ³The demand within the meaning of sentence 1 must be received by the company at the latest 24 days prior to the general meeting, in the case of listed companies at the latest 30 days prior to the general meeting; the date on which the demand is received is not to be included in calculating the period. [...]

Section 121 of the AktG General provisions (extract)

(7) ¹In the case of time limits and deadlines that are counted back from the date of the general meeting, the date of the general meeting itself is not to be counted. ²Rescheduling the general meeting from a Sunday, a Saturday or a holiday to a preceding or subsequent business day is not an available option. ³Sections 187 to 193 of the Civil Code do not apply accordingly. ⁴In the case of unlisted companies, the by-laws may provide for a different calculation of the time limit. [...]

Section 124 of the AktG Notice by publication of demands for supplementation; guidance regarding resolutions (extract)

(1) ¹Where the minority pursuant to section 122 (2) has demanded that items of business be set out in the agenda, notice of said items of business is to be given by publication either together with the invitation convening the general meeting or, if that is not the case, without undue delay after the demand has been received. ²Section 121 (4) applies accordingly; moreover, in the case of listed companies, section 121 (4a) applies accordingly. ³The notice is to be published and forwarded in the same way as the invitation convening the general meeting. [...]

2. Countermotions and nominations in accordance with section 126 (1) and (4), section 127 of the AktG

Shareholders may also propose countermotions to Executive Board and/or Supervisory Board proposals for specific items on the agenda as well as submit proposals for the election of auditors (agenda item 5) and the election of Supervisory Board members (agenda item 9). As shown in the legislative material pertaining to the Act Implementing the Second Shareholders' Rights Directive, no motions may be brought against the proposal of the Executive and Supervisory Boards for agenda item 6 (Approval of the remuneration report for fiscal year 2023).

Countermotions must be accompanied by a statement of reasons, whereas election proposals do not require a statement of reasons. Countermotions to the agenda and election proposals from shareholders that are to be made available in front of the Annual General Meeting are to be sent exclusively to the following address:

TRATON SE
Annual General Meeting/T-FL
Hanauer Straße 26
80992 Munich
Germany
E-mail: hv-antrag.traton@traton.com

Countermotions and/or election proposals otherwise addressed will not be considered.

The countermotions and election proposals from 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 hours CEST) of May 29, 2024, at the latest, will be published without delay on the website at www.traton.com/agm together with the name of the shareholder and, particularly in the case of countermotions, the statement of reasons as well as any comment by the management (section 126 (1) sentence 3, section 127 sentence 1 of the AktG).

The Company may refrain from disclosing a countermotion and its reason or an election proposal if one of the circumstances for exclusion pursuant to section 126 (2) of the AktG applies. The circumstances for exclusion within the meaning of section 126 (2) of the AktG relate to countermotions that are, for example, contrary to the law or the articles of association or that abuse legal rights, and apply mutatis mutandis to election proposals (section 127 sentence 1, section 126 (2) of the AktG). Under section 124 (3) sentence 4 of the AktG, election proposals will also only be published if they include the candidate's name, occupation held, and place of residence or, in case of auditor elections, the candidate's company name and registered office, and, in the case of proposals for elections to the Supervisory Board, additional information on their membership of other statutory supervisory bodies (section 127 sentence 3, section 125 (1) sentence 5 of the AktG). Information on the candidates' membership of comparable supervisory bodies of commercial enterprises in Germany and abroad should be included.

Pursuant to section 126 (4) of the AktG, motions or election proposals from shareholders that are to be made available in accordance with section 126 (1) through (3) of the AktG and/or section 127 of the AktG are considered to have been put forward when they are published. Duly registered shareholders can exercise their voting rights with respect to these motions. If the shareholder making the motion or submitting the election proposal is not duly legitimized or has not duly registered for the Annual General Meeting, the meeting does not need to consider the countermotion or election proposal. Pursuant to section 130a (5) sentence 3 of the AktG, countermotions and election proposals as well as other motions may form part of a verbal contribution during the Annual General

Meeting. In the event that voting rights are exercised with respect to countermotions or election proposals, the voting items in the Shareholder Portal will be updated accordingly.

The rules of the AktG underlying these shareholder rights are presented in the following extracts:

Section 126 of the AktG Motions by stockholders

(1) ¹Motions by stockholders are to be made accessible to the beneficiaries set out in section 125 (1) to (3), subject to the pre-requisites listed therein, including the name of the stockholder, the reasons for which the motions are being made, and a statement, if any has been made, by the management regarding its position, provided that the stockholder has sent, at the latest 14 days prior to the date of the general meeting, a counter-motion opposing a proposal or guidance by the management board and the supervisory board regarding a certain item of business set out in the agenda, specifying the reasons therefor, to the address set out for this purpose in the invitation convening the general meeting. ²The date on which the counter-motion is received is not to be included in calculating the period. ³In the case of listed companies, the counter-motion is to be made accessible via the company's website. ⁴Section 125 (3) applies accordingly.

(2) ¹A counter-motion and the reasons for which it is being made need not be made accessible:

1. inasmuch as the management board would be liable to punishment under law, were it to make such proposal accessible,
2. if the counter-motion were to result in the general meeting adopting a resolution that is in violation of the law or of the by-laws,
3. if the reasons make manifestly false or misleading statements regarding key aspects or if they are insulting,
4. if a counter-motion made by the stockholder based on the same facts and circumstances has already been made accessible pursuant to section 125 for a general meeting of the company,
5. if the same counter-motion of the stockholder, citing substantially the same reasons, has been made accessible pursuant to section 125 in the past five years to at least two general meetings of the company, and if less than one twentieth of the share capital represented voted for this counter-motion at the general meeting,
6. if the stockholder indicates that they will not participate in the general meeting and will not have a proxy represent them,
7. if, in the past two years at two general meetings, the stockholder has failed to propose or to have proposed a counter-motion regarding which they have informed the company.

²The reasons need not be made accessible if they amount to more than 5,000 characters in total.

(3) Where several stockholders propose counter-motions regarding one and the same business to be resolved upon, the management board may combine the counter-motions and the reasons specified for them.

(4) ¹In the case of the virtual general meeting, motions that are to be made accessible in accordance with subsections (1) to (3) are considered as having been proposed at the time at which they are made accessible.

²The company is to enable the voting right to be exercised regarding such motions as soon as the stockholders are able to provide proof that the pre-requisites for exercising the voting right as stipulated by the law or as specified in the by-laws have been met. ³If the stockholder who has proposed the motion is not properly legitimised and, insofar as registration is required, has not duly registered for the general meeting, the motion need not be addressed at the general meeting.

Section 127 of the AktG Nominations by stockholders (extract)

¹Section 126 applies accordingly to nominations by stockholders of candidates for the supervisory board or as statutory auditors. ²No reasons need be specified for the nomination. ³The management board need not make accessible the nomination also in those cases in which the nomination does not include the information pursuant to section 124 (3) sentence 4 and section 125 (1) sentence 5. [...]

Section 124 of the AktG Notice by publication of demands for supplementation; guidance regarding resolutions (extract)

(3) ⁴[...] *The nominations of candidates for the supervisory board or as auditors are to state their names, the profession exercised, and their places of residence.*

Section 125 of the AktG Notifications for the stockholders and to members of the supervisory board (extract)

(1) ⁵[...] *In the case of listed companies, information on the candidates' membership in other supervisory boards mandated by law as a rule is to be attached to any nomination of candidates for the supervisory board; information on their membership in comparable supervisory committees of business enterprises within Germany and abroad as a rule is to be attached.*

Section 130a of the AktG Right to make statements and right to speak at virtual general meetings (extract)

(5) ³[...] *The spoken contribution may consist of motions and nominations under section 118a (1) sentence 2 no. 3, the demand for information under section 131 (1), follow-up questions under section 131 (1d) as well as of further questions under section 131 (1e).*

Section 118a of the AktG Virtual general meeting (extract)

(1) ²[...] *Where a virtual general meeting is held, the following pre-requisites are to be met: [...]*

3. the stockholders participating in the meeting by electronic means are granted the right to propose motions and to make nominations by way of video communication technology at the meeting, [...]

3. Right to submit statements pursuant to section 130a (1) through (4) of the AktG

Duly registered shareholders or their authorized representatives can submit statements on items on the agenda by means of electronic communication prior to the Annual General Meeting. These statements can only be made to the Company in text form as defined by section 126b of the *Bürgerliches Gesetzbuch* (BGB — German Civil Code) electronically using the Shareholder Portal available online at www.traton.com/agm and must be received by the Company by June 7, 2024, 24:00 hours (CEST) at the latest. The statement may not be longer than 10,000 characters (with spaces). Only statements expressing opinion of the shareholder/authorized representative themselves are permitted. When the statement is published, the name of the shareholder or the authorized representative will be disclosed in the Shareholder Portal, which is available online at www.traton.com/agm.

Statements to be made available will be published for duly registered shareholders or their authorized representatives in the Shareholder Portal available online at www.traton.com/agm by June 8, 2024, 24:00 hours (CEST), at the latest. Any statements by management will also be published in the aforementioned Shareholder Portal. Statements will not be made available if the Executive Board would render itself liable to prosecution by disclosing these, the key points of the statement include information that is obviously incorrect or misleading or it contains defamatory comments, or if the shareholders submitting it indicated that they will not participate in the Annual General Meeting and will not have anyone representing them.

In accordance with section 131 (1a) of the AktG, the possibility to submit statements does not justify any possibility to submit questions in advance. Any questions included in the statement will therefore not be answered in the virtual General Meeting unless they are asked during the meeting by means of video communication. Any motions, election proposals, and objections to the resolutions of the Annual General Meeting included in the statements will also not be considered. These must be submitted, made, or declared only by means described separately in this convening notice.

The rules of the AktG underlying these shareholder rights are presented in the following extracts:

Section 118a of the AktG Virtual general meeting (extract)

- (1) ¹The by-laws may provide, or may grant authority to the management board to provide, that the meeting is held without the stockholders or their authorised representatives being physically present at the place at which it is being held (virtual general meeting). ²Where a virtual general meeting is held, the following pre-requisites are to be met: [...]
6. the stockholders are granted the right to submit statements in accordance with section 130a (1) to (4) by way of electronic communication, [...]

Section 130a of the AktG Right to make statements and right to speak at virtual general meetings (extract)

- (1) ¹In the case of the virtual general meeting, stockholders are entitled to submit statements prior to the meeting regarding the items of business set out in the agenda, doing so by way of electronic communication using the address provided for this purpose in the invitation convening the general meeting. ²This right may be restricted to stockholders who have duly registered for the general meeting. ³The scope of the statements reasonably may be restricted in the invitation convening the general meeting.
- (2) Statements are to be submitted by no later than five days prior to the meeting.
- (3) ¹The statements submitted are to be made accessible to all stockholders by no later than four days prior to the meeting. ²The ability to access the statements may be restricted to stockholders duly registered for the meeting. ³In the case of listed companies, the statements are to be made accessible via the company's website; in the case governed by sentence 2, accessibility may be effected via a third-party website. ⁴Section 126 (2) sentence 1 nos. 1, 3 and 6 applies accordingly.
- (4) Section 121 (7) applies to the calculation of the time periods set out in subsections (2) and (3) sentence 1. [...]

Section 126 of the AktG Motions by stockholders (extract)

- (2) ¹A counter-motion and the reasons for which it is being made need not be made accessible:
1. inasmuch as the management board would be liable to punishment under law, were it to make such proposal accessible, [...]
 3. if the reasons make manifestly false or misleading statements regarding key aspects or if they are insulting, [...]
 6. if the stockholder indicates that they will not participate in the general meeting and will not have a proxy represent them, [...]

4. Right to information, right to make motions and speak pursuant to section 130a (5) and (5), section 131 (1) of the AktG

Duly registered shareholders or their authorized representatives who dial into the meeting electronically are entitled to request information from the Executive Board by electronic means on the company affairs, legal and business relations with affiliated companies, and on the position of the Group and the companies included in the consolidated financial statements, to the extent that it is required to make an informed judgment on any given agenda item. It is intended for the meeting chair to stipulate during the meeting that the aforementioned right to information in accordance with section 131 (1) of the AktG may only be exercised during the meeting by means of video communication, i.e., by means of verbal contributions. The meeting chair will provide further information on this in the course of the meeting. There will not be any options to submit questions by any other means, be it electronically or otherwise, before or during the Annual General Meeting.

In addition to this, duly registered shareholders or their authorized representatives who have dialed into the meeting electronically have the right to speak during the Annual General Meeting by means of video communication using the Shareholder Portal. Verbal contributions can also be registered using the Shareholder

Portal, which can be accessed online at www.traton.com/agm, from 9:30 a.m. on the day of the Annual General Meeting. The meeting chair will explain the procedure for requesting to speak and giving the floor to the speaker during the Annual General Meeting. The verbal contributions may include motions and election proposals in accordance with section 118a (1) sentence 2 no. 3 of the AktG as well as requests for information in accordance with section 131 (1) of the AktG.

Exercising the right to information, to submit motions, and to speak using video communication requires an Internet-enabled end device (e.g., PC, laptop, tablet, smartphone) with a camera, speaker or headphones, and microphone as well as a stable Internet connection. The Company reserves the right to inspect the means of video communication between shareholders or their authorized representatives and the Company during the meeting and prior to the verbal contribution being made to make sure it is in working order and reject it if it cannot be guaranteed to function reliably. Further information on technical requirements and a step-by-step explanation on how to make verbal contributions can be found on the Shareholder Portal available online at www.traton.com/agm.

In accordance with Article 19 (3) of the Company's Articles of Association, the meeting chair can limit the shareholders' right to pose questions and speak as appropriate. The Executive Board is also authorized to refuse information in specific cases regulated by section 131 (3) of the AktG.

The regulations of the SE Council Regulation, the AktG, and the Company's Articles of Association underlying these shareholder rights are presented in the following extracts:

Section 118a of the AktG Virtual general meeting (extract)

- (1) ¹The by-laws may provide, or may grant authority to the management board to provide, that the meeting is held without the stockholders or their authorised representatives being physically present at the place at which it is being held (virtual general meeting). ²Where a virtual general meeting is held, the following pre-requisites are to be met: [...]
3. the stockholders participating in the meeting by electronic means are granted the right to propose motions and to make nominations by way of video communication technology at the meeting,
4. the stockholders are granted a right to seek information in accordance with section 131 by way of electronic communication, [...]
7. the stockholders participating in the meeting by electronic means are granted a right to speak at the general meeting by means of video communication technology in accordance with section 130a (5) and (6), [...]

Section 130a of the AktG Right to make statements and right to speak at virtual general meetings (extract)

- (5) ¹[...] The stockholders participating in the meeting by electronic means are to be granted a right to speak at the meeting by means of video communication technology. ²The form of video communication offered by the company is to be used for the spoken contributions. ³The spoken contribution may consist of motions and nominations under section 118a (1) sentence 2 no. 3, the demand for information under section 131 (1), follow-up questions under section 131 (1d) as well as of further questions under section 131 (1e). ⁴Section 131 (2) sentence 2 applies accordingly.
- (6) The company may reserve the right, in the invitation convening the general meeting, to test the functionality of the video communication between the stockholder and the company at the meeting and prior to the spoken contribution and to refuse to admit the spoken contribution if said functionality is not assured.

Section 131 of the AktG Stockholder's right to seek information (extract)

(1) ¹The management board is to inform each stockholder at the general meeting, upon a corresponding demand being made, concerning matters pertaining to the company insofar as this is required in order to appropriately adjudge the item of business set out in the agenda. ²The duty to provide information also extends to include the legal and business relations of the company with an affiliated enterprise. ³Where a company avails itself of the eased requirements pursuant to section 266 (1) sentence 3, section 276 or section 288 of the Commercial Code, each stockholder may request that, at the general meeting deliberating on the annual financial statements, the annual financial statements be made available to them in the form that they would be in without these eased requirements. ⁴The duty of the management board of a parent undertaking to provide information (section 290 (1) and (2) of the Commercial Code) at the general meeting to which the consolidated financial statements and the consolidated management report are submitted also extends to cover the situation of the group and the enterprises included in the consolidated financial statements.

[...]

(1f) The person chairing the meeting may establish that the right to seek information under subsection (1), the right to ask follow-up questions under subsection (1d) and the right to ask questions under subsection (1e) may be exercised at the general meeting exclusively by means of video communication technology.

(2) ¹The information provided is to comply with the principles of conscientious and faithful accounting. ²The by-laws or the rules of procedure pursuant to section 129 may grant authority to the person chairing the meeting to impose reasonable time limits on the stockholder's right to ask questions and to speak, and may also allow them to make further determinations concerning the details in this regard.

(3) ¹The management board may refuse to provide information:

1. inasmuch as the provision of the information, when assessed applying prudent business judgment, is suited to cause a greater than insignificant disadvantage to the company or an affiliated enterprise;
2. inasmuch as it refers to carrying values for tax purposes or the amount of individual taxes;
3. regarding the difference between the value at which objects were stated in the annual balance sheet and a higher value of such objects, unless the general meeting approves and establishes the annual financial statements;
4. regarding the accounting and valuation methods insofar as it suffices to cite these methods in the notes in order to accurately represent the company's assets, financial position and revenue situation in keeping with its actual circumstances within the meaning of section 264 (2) of the Commercial Code; this does not apply if the general meeting approves and establishes the annual financial statements;
5. inasmuch as the management board would be liable to punishment under law were it to provide the information;
6. inasmuch as, in the case of a credit institution, a financial services provider or a securities institution, no information need be provided regarding the accounting and valuation methods applied, nor regarding the netting performed in the annual financial statements, management report, consolidated financial statements or consolidated management report;
7. inasmuch as such information is continuously accessible on the company's website for a minimum of seven days prior to commencement of the general meeting, and also in its course.

²Any refusal to provide information for other than the grounds set out above is not permissible.

(4) ¹Where information has been provided to a stockholder because of their capacity as such, and this was done outside of the general meeting, it is to be provided to every other stockholder making a corresponding demand at the general meeting, even if such information is not required in order to appropriately adjudge the item of business set out in the agenda. ³The management board may not refuse to provide the information in accordance with subsection (3) sentence 1 nos. 1 to 4. ⁴Sentences 1 to 3 do not apply if a subsidiary undertaking (section 290 (1) and (2) of the Commercial Code), a joint venture (section 310 (1) of the Commercial Code) or an associated enterprise (section 311 (1) of the Commercial Code) issues the information to a parent undertaking (section 290 (1) and (2) of the Commercial Code) for purposes of including the

company in the consolidated financial statements of the parent undertaking and the information is required for this purpose.

- (5) ¹Where a stockholder is denied the information sought, the stockholder may demand that their question and the grounds for refusing to provide the information be included in the minutes of the meeting.

Furthermore, the chair of the meeting is entitled to take various chairing and order measures in Annual General Meeting. This includes restriction of the right to speak and pose questions. The underlying rules of the Articles of Association of the Company are as follows:

Article 19 of the Articles of Association of TRATON SE Chairman of the General Meeting, video and audio transmission (extract)

- (3) *The meeting Chairman is authorized to limit the shareholders' rights to pose questions and to speak to a reasonable period of time. In this context, the Chairman of the General Meeting shall aim for the General Meeting to finish within an appropriate and reasonable time.*

5. Lodging objections to the notary's minutes in accordance with section 118a (1) sentence 2 no. 8 in conjunction with section 245 of the AktG

Duly registered shareholders or their authorized representatives who have dialed into the Annual General Meeting electronically may, from the beginning of the Annual General Meeting until its closing by the chair of the meeting, lodge their objections to any resolutions of the Annual General Meeting to the notary's minutes electronically using the Shareholder Portal, which is available online at www.traton.com/agm.

The rules of the AktG underlying these shareholder rights are presented in the following extracts:

Section 118a of the AktG Virtual general meeting (extract)

- (1) ¹The by-laws may provide, or may grant authority to the management board to provide, that the meeting is held without the stockholders or their authorised representatives being physically present at the place at which it is being held (virtual general meeting). ²Where a virtual general meeting is held, the following prerequisites are to be met: [...]
8. *the stockholders participating in the meeting by electronic means are granted a right to lodge an objection against a resolution adopted by the general meeting by way of electronic communication.*

Section 245 of the AktG Authority to bring an action for avoidance (extract)

¹The following have authority to bring an action for avoidance:

1. *any stockholder present in person at the general meeting, provided they have purchased the shares of stock already prior to notice of the agenda having been given by publication and provided they raised an objection concerning the resolution and had it recorded in the minutes; [...]*

²*In the case of a virtual General Meeting, all shareholders who dial into the meeting electronically are deemed to be present at the meeting within the meaning of point 1. of sentence 1.*

II. EXPLANATORY NOTE TO ITEM 1 ON THE AGENDA IN ACCORDANCE WITH SECTION 124A SENTENCE 1 NO. 2 OF THE AKTG

No resolution is adopted by the Annual General Meeting for item 1 on the agenda (presentation of the adopted annual financial statements of TRATON SE and the approved consolidated financial statements for the year ending December 31, 2023, in addition to the combined management report of TRATON SE and the TRATON GROUP for the 2023 fiscal year as well as the report of the Supervisory Board) since the Supervisory Board approved the annual and consolidated financial statements, prepared by the Executive Board, on February 21, 2024. The annual financial statements are thus adopted in line with section 172 sentence 1 of the AktG. No resolution of the Annual General Meeting as defined in section 173 (1) of the AktG on the adoption of the annual financial statements or the approval

of the consolidated financial statements is therefore required. Equally, no resolution is provided for by law on any other documents to be made available to the Annual General Meeting under agenda item 1.

III. TOTAL NUMBER OF SHARES AND VOTING RIGHTS AT THE TIME OF CONVENING OF THE ANNUAL GENERAL MEETING, SECTION 124A SENTENCE 1 NO. 4 OF THE AKTG

At the time of convening of the Annual General Meeting, the Company has a share capital of €500,000,000 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 of the Annual General Meeting, the total number of shares and voting rights each amounts to 500,000,000.

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