

October 16, 2020

TRATON SE | Dachauer Strasse 641  
80995 Munich | Germany

Board of Directors  
Navistar International Corporation  
2701 Navistar Drive  
Lisle, IL 60532  
USA

Chairman of the  
supervisory board:  
Hans Dieter Pötsch

Attention: Troy A. Clarke  
Executive Chairman

Executive Board:  
Matthias Gründler  
(Chairman)  
A. Roberto Cortes  
Henrik Henriksson  
Christian Levin  
Christian Schulz  
Dr. Ing. h.c. Andreas  
Tostmann

**Subject: Confirmation of proposal**

Dear Troy


Thank you for your letter of this morning.

We are pleased to confirm that \$44.50 per share in cash for Navistar shares is an acceptable basis for finalization of definitive agreements. We will be making a public announcement confirming that our previously announced deadline is no longer in effect, and that we intend to work with Navistar towards prompt finalization of the transaction. We also appreciate your confirmation that your two major stockholders are supportive of this transaction.

For the sake of clarity, we note that the proposal in this letter is an expression of intent only, and shall not create any legally binding obligations. No such obligations shall arise unless and until completion of our necessary preparations for finalization of the deal (which includes certain due diligence matters) and execution and delivery of mutually acceptable definitive documentation by the parties thereto.

Very truly yours,

Best regards,

  
\_\_\_\_\_  
Matthias Gründler, CEO

  
\_\_\_\_\_  
Christian Schulz, CFO