



Navistar International Corporation
2701 Navistar Drive
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Troy A. Clarke
Executive Chairman

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October 16, 2020

Matthias Gründler
TRATON, SE
Dachauer Strasse 641
80995 Munich
Germany

Dear Matthias,

Walter and I enjoyed speaking with you yesterday. I have now had an opportunity to review our conversation with the Navistar Board. Consistent with our conversations and your separate conversations with our two largest shareholders, the Navistar Board has asked me to confirm to you that it would be prepared to move forward with a transaction in which TRATON would acquire Navistar for US\$44.50 per share in cash. Please confirm that a price of US\$44.50 per share in cash is a basis for finalization of the definitive agreements and that you will promptly make a public announcement of the extension of your previously announced expiration of your offer to acquire Navistar to a date and time mutually agreed upon in order to proceed with the finalization of the definitive agreements for a transaction at US\$44.50 per share in cash. An acquisition of Navistar by TRATON for US\$44.50 per share has the support of both Icahn and MHR in their capacity as shareholders of Navistar.

Nothing in this letter will be construed as a binding and enforceable commitment. A binding and enforceable commitment with respect to the acquisition of Navistar by TRATON will result only from the execution of a definitive written agreement approved by the Board of Navistar.

Sincerely,

Troy A. Clarke