



Declaration

by the Executive Board and Supervisory Board of MAN SE

on the Recommendations of the

Government Commission on the German Corporate Governance Code

in accordance with section 161 of the

Aktiengesetz (AktG — German Stock Corporation Act)

MAN SE complied with the recommendations of the Government Commission on the German Corporate Governance Code in accordance with its Declarations of Conformity of February 2010 and December 2009 respectively and will comply with the recommendations of the German Corporate Governance Code (the Code) as amended on May 26, 2010 with the restriction that follows.

The recommendation under section 5.4.5 of the Code as amended on May 26, 2010 will not be followed without restriction for the period from when it takes effect on July 2, 2010 until the end of ThyssenKrupp AG's Annual General Meeting on January 21, 2011.

The temporary departure from the recommendation under section 5.4.5 is due to Dr.-Ing. Ekkehard D. Schulz, Chairman of the Executive Board of ThyssenKrupp AG, serving on the supervisory board of three other listed companies (MAN SE, Bayer AG und RWE AG) as well as one non-listed company with comparable requirements (AXA Konzern AG).

However, Dr. Schulz will be leaving the Executive Board of ThyssenKrupp AG at the end of ThyssenKrupp AG's Annual General Meeting on January 21, 2011.

In view of the many years that Dr. Schulz has spent as a member of MAN SE's Supervisory Board as well as the end of his service on ThyssenKrupp AG's Executive Board in the very near future, a temporary departure from the Code recommendation under section 5.4.5 seems appropriate.

Munich, December 2010

For the Supervisory Board

For the Executive Board

Hon.-Prof. Dr. techn. h.c. Dipl.-Ing. ETH
Ferdinand K. Piëch
- Chairman of the Supervisory Board -

Dr. Georg Pachta-Reyhofen
- Chief Executive Officer -