

Results of voting

Of the total 147,040,000 company shares issued, only the 140,974,350 common shares were voting shares when this Annual General Meeting was convened. 64.82% of the stockholders were present.

Item 1 Presentation of the adopted annual financial statements of MAN SE and the approved consolidated financial statements for the year ending December 31, 2010 in addition to the management report of MAN SE and the MAN Group management report for the 2010 fiscal year as well as the explanatory report on disclosures in accordance with sections 289 (4) and 315 (4) of the Handelsgesetzbuch (HGB — German Commercial Code) and the report of the Supervisory Board - **No resolution necessary**

Item 2 Appropriation of MAN SE's net retained profits - **accepted**

	Votes		Percent
Presence	91,378,777		
Abstention	1,699,954		
Number of valid votes	89,678,823	This corresponds to 63.61% of the voting share capital	
Against	170,895	=	0.19%
For	89,507,928	=	99.81%

Item 3 Approval of the actions of part of the Executive Board - **accepted**

	Votes		Percent
Presence	91,378,777		
Abstention	15,099,244		
Voting exclusion	4,156		
Number of valid votes	76,275,377	This corresponds to 54.11% of the voting share capital	
Against	795,636	=	1.04%
For	75,479,741	=	98.96%

Item 4 Approval of the Supervisory Board's actions - **accepted**

	Votes		Percent
Presence	91,378,777		
Abstention	10,616,690		
Number of valid votes	80,762,087	This corresponds to 57.29% of the voting share capital	
Against	5,918,595	=	7.33%
For	74,843,492	=	92.67%

Item 5 Remuneration system for Executive Board members - **accepted**

	Votes		Percent
Presence	91,378,777		
Abstention	2,244,151		
Number of valid votes	89,134,626	This corresponds to 63.23% of the voting share capital	
Against	13,264,164	=	14.88%
For	75,870,462	=	85.12%

Results of voting

Item 6 Elections to the Supervisory Board - Behrendt - **accepted**

	Votes	Percent
Presence	91,378,777	
Abstention	7,636,846	
Number of valid votes	83,741,931	This corresponds to 59.40% of the voting share capital
Against	1,231,942 =	1.47%
For	82,509,989 =	98.53%

Item 6 Elections to the Supervisory Board - Piëch - **accepted**

	Votes	Percent
Presence	91,378,777	
Abstention	4,253,123	
Number of valid votes	87,125,654	This corresponds to 61.80% of the voting share capital
Against	22,601,186 =	25.94%
For	64,524,468 =	74.06%

Item 6 Elections to the Supervisory Board - Pohlenz - **accepted**

	Votes	Percent
Presence	91,378,777	
Abstention	3,802,716	
Number of valid votes	87,576,061	This corresponds to 62.12% of the voting share capital
Against	499,698 =	0.57%
For	87,076,363 =	99.43%

Item 6 Elections to the Supervisory Board - Schulz - **accepted**

	Votes	Percent
Presence	91,378,777	
Abstention	4,114,116	
Number of valid votes	87,264,661	This corresponds to 61.90% of the voting share capital
Against	950,052 =	1.09%
For	86,314,609 =	98.91%

Item 6 Elections to the Supervisory Board - Stadler - **accepted**

	Votes	Percent
Presence	91,378,777	
Abstention	4,158,655	
Number of valid votes	87,220,122	This corresponds to 61.87% of the voting share capital
Against	17,580,958 =	20.16%
For	69,639,164 =	79.84%

Results of voting

Item 6 Elections to the Supervisory Board - Berkenhagen - **accepted**

	Votes	Percent
Presence	91,378,777	
Abstention	46,594,972	
Number of valid votes	44,783,805	This corresponds to 31.77% of the voting share capital
Against	641,716 =	1.43%
For	44,142,089 =	98.57%

Item 6 Elections to the Supervisory Board - Kremer - **accepted**

	Votes	Percent
Presence	91,378,777	
Abstention	12,740,199	
Number of valid votes	78,638,578	This corresponds to 55.78% of the voting share capital
Against	1,406,143 =	1.79%
For	77,232,435 =	98.21%

Item 6 Elections to the Supervisory Board - Bruse - **accepted**

	Votes	Percent
Presence	91,378,777	
Abstention	46,589,358	
Number of valid votes	44,789,419	This corresponds to 31.77% of the voting share capital
Against	639,014 =	1.43%
For	44,150,405 =	98.57%

Item 7 Remuneration of the first Supervisory Board of MAN SE - **accepted**

	Votes	Percent
Presence	91,378,777	
Abstention	1,721,879	
Number of valid votes	89,656,898	This corresponds to 63.60% of the voting share capital
Against	9,421,614 =	10.51%
For	80,235,284 =	89.49%

Item 8 Appointment of auditors for the 2011 fiscal year - **accepted**

	Votes	Percent
Presence	91,378,777	
Abstention	1,890,992	
Number of valid votes	89,487,785	This corresponds to 63.48% of the voting share capital
Against	963,603 =	1.08%
For	88,524,182 =	98.92%