

Annual General Meeting

2011



Invitation

Engineering the Future – since 1758.

MAN SE



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Foreword

Dear Shareholders,

You are cordially invited to the 2011 Annual General Meeting of MAN SE, to be held at the ICM on June 27, 2011.

We can look back at a successful 2010, in which we left the effects of the financial and economic crisis behind us. The Group performed superbly in all divisions and emerged stronger from the crisis. As our key indicators clearly show during the first few months of 2011, the positive trend is set to continue this year.

MAN has created an excellent springboard for itself. We will continue to actively develop our growth strategy that focuses on the BRIC countries, where we will boost our capacity and leverage market potential, especially in the commercial vehicles business. As a leading commercial vehicles manufacturer, we are primarily advancing the development of fuel-efficient vehicles when it comes to technology. We are mainly concentrating our activities here on hybrid solutions and aerodynamic concepts. Both are already equally rewarding for customers and the environment.

The Power Engineering business area also gives MAN a strong presence worldwide. Around one half of global trade continues to be transported using large-bore diesel engines produced by MAN. We can offer a large number of options for the power generation of the future. Again, the focus here lies on customer-driven and eco-friendly advancements.

The transportation and energy markets in which MAN already has leading positions today still offer high growth potential and attractive margins. We would like to use our know-how and our experience of international markets and technologies to continue to actively leverage these opportunities.

As you are aware, Volkswagen AG announced on May 9, 2011, that it had raised the percentage of MAN SE common shares it held from 29.9 percent to 30.47 percent and that it would be making a mandatory offer to all outside shareholders of MAN SE to acquire the remaining shares. MAN SE shares the industrial logic behind closer



cooperation between MAN SE, Scania AB, and Volkswagen AG. Closer cooperation would also offer considerable synergy potential. We expect the talks that we have held with Volkswagen AG and Scania AB to continue to be very constructive, enabling us to move ahead quickly on the course chosen. MAN SE will review the offer openly and in the interests of all shareholders as soon as it is published.

Ladies and gentlemen, we look forward to seeing you at the Annual General Meeting. Your vote is important. If you cannot attend in person, you can follow the Annual General Meeting on the Internet (www.man.eu/agm) and transfer your voting right to a proxy, e.g. by using our Internet-supported proxy voting system.

Regards,

A handwritten signature in black ink, appearing to read 'Pachta', written in a cursive style.

Dr. Georg Pachta-Reyhofen
CEO of MAN SE

Invitation

Invitation to the 131st Annual General Meeting of the Company's common and preferred shareholders at 10:00 a.m. on Monday, June 27, 2011, in Munich, Germany.

If necessary, the Annual General Meeting will be continued at 10:00 a.m. on Tuesday, June 28, 2011, at the same place.

This is a translation of the German original for information purposes only. In the event of discrepancies between the German language version and any translation thereof, the German language version will prevail.

**MAN SE
Munich
Germany**

**Announcement in accordance with section 125 of the
Aktiengesetz (AktG – German Stock Corporation Act).**

**Invitation to the 131st Annual General Meeting of the Company's
common and preferred shareholders at 10:00 a.m. on Monday,
June 27, 2011, in Munich, Germany. If necessary, the Annual
General Meeting will be continued at 10:00 a.m. on Tuesday,
June 28, 2011, at the same place.**

Notice of the Annual General Meeting, the items on the agenda and the resolutions proposed by the Management are published as follows in the *elektronischer Bundesanzeiger* (the electronic Federal Gazette) of May 19, 2011:

MAN SE, Munich, Germany

International Securities Identification Numbers (ISIN):

Common shares	DE0005937007
Nonvoting preferred shares	DE0005937031

Dear Shareholders,

We hereby invite our shareholders to attend the 131st Annual General Meeting of Munich-based MAN SE at 10:00 a.m. on Monday, June 27, 2011, at the ICM (Munich International Congress Center on the trade fair grounds (Messegelände) at Am Messesee 6, 81829 Munich, Germany). If necessary, the Annual General Meeting will be continued on Tuesday, June 28, 2011, at 10:00 a.m. at the same place.

I. Agenda

ITEM 1

ITEM 2

ITEM 3

ITEM 4

ITEM 5

ITEM 6

Agenda

and resolutions proposed for the 131st Annual General Meeting of MAN SE on Monday, June 27, 2011, which will be continued if necessary on Tuesday, June 28, 2011, at 10:00 a.m. at the same place.

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

The documents mentioned under item 1 of the agenda can be accessed on the Internet at www.man.eu/agm. These documents will also be available at the Annual General Meeting and explained in more detail. No resolution is planned for item 1 on the agenda since the Supervisory Board approved the annual and consolidated financial statements, prepared by the Executive Board, in accordance with statutory provisions on March 18, 2011.

2. Appropriation of MAN SE's net retained profits

The Executive and Supervisory Boards hereby propose that the net retained profits for the 2010 fiscal year amounting to €296,093,273.04 be appropriated for distribution of a dividend of €2.00 for each share carrying dividend rights (common and preferred shares) and that any amount remaining be carried forward. Disbursement of the dividend is planned for Wednesday, June 29, 2011.

3. Approval of the actions of part of the Executive Board

The Executive and Supervisory Boards propose that the actions of the Executive Board members in office in fiscal year 2010 be approved for this period, except for those of Klaus Stahlmann.

The Executive and Supervisory Boards propose that the resolution on approval of Klaus Stahlmann's actions for fiscal year 2010 be postponed due to ongoing proceedings.

4. Approval of the Supervisory Board's actions

The Executive and Supervisory Boards propose that the actions of the Supervisory Board members in office in fiscal year 2010 be approved for this period.

5. Remuneration system for Executive Board members

In light of the *Gesetz zur Angemessenheit der Vorstandsvergütung* (VorstAG – German Act on the Appropriateness of Executive Board Remuneration) that came into force on August 5, 2009, the Supervisory Board reviewed and adapted the Executive Board's remuneration system in February and June 2010. The remuneration system for Executive Board members that was resolved by the Supervisory Board is detailed in the Remuneration Report, which is published as part of the Group Management Report in the Annual Report and can be consulted on the Internet at www.man.eu/agm.

The Executive and Supervisory Boards propose that the remuneration system for the MAN SE Executive Board that is presented in the Remuneration Report (Group Management Report 2010) be approved.

6. Elections to the Supervisory Board

In accordance with article 7 (2) sentence 2 of the Articles of Association of MAN SE, the term of office for all members of the first Supervisory Board of MAN SE following the Company's change of form to an SE expires upon the end of the second Annual General Meeting of the Company to take place after the entry of MAN SE in the relevant commercial register at the *Amtsgericht* (Local Court) in Munich, i.e. when the Annual General Meeting convened on June 27, 2011, ends. In line with this, the MAN SE Supervisory Board's members are to be elected anew.

In accordance with article 40 (2) and (3) of Council Regulation (EC) No. 2157/2001 of October 8, 2001 on the Statute for a European Company (SE), § 17 of the *SE-Ausführungsgesetz* (SEAG – German SE Implementation Act), § 21 (3) of the *SE-Beteiligungsgesetz* (SEBG – German SE Employee Involvement Act), § 15.1 of the agreement regarding the involvement of the employees at MAN SE dated February 18, 2009 and article 7 (1) of the MAN SE Articles of Association, the Supervisory Board comprises 16 members, eight of which are shareholder representatives and eight of which are employee representatives. In accordance with article 7 (3) sentence 1 of the MAN SE Articles of Association, the eight shareholder representatives are to be elected by the Annual General Meeting. In accordance with article 7 (3) sentence 2 of the MAN SE Articles of Association, the eight employee representatives on the Supervisory Board are to be appointed to the Supervisory Board pursuant to the provisions of the agreement regarding the involvement of the employees in the SE dated February 18, 2009, which was concluded under the SEBG.

In line with this, the Supervisory Board proposes on the recommendation of the Nomination Committee that the following persons be elected as shareholder representatives to the Supervisory Board of MAN SE for a five-year term of office in each case with the period between the close of one Annual General Meeting and the close of the next considered as one year in office:

1. Michael Behrendt

Hamburg

Born June 19, 1951 in Hamburg

Chairman of the Executive Board of Hapag-Lloyd AG

Membership in statutory supervisory bodies

Barmenia Allgemeine Versicherungs-AG

Barmenia Krankenversicherung a. G. (Deputy Chairman)

Barmenia Lebensversicherung a. G. (Deputy Chairman)

Esso Deutschland GmbH

ExxonMobil C. E. Holding GmbH

Hamburgische Staatsoper GmbH

2. Prof. Dr. rer. pol. Dr.-Ing. E.h. Jochem Heizmann

Wolfsburg

Born January 31, 1952 in Speyer

Member of the Board of Management of Volkswagen AG

Membership in statutory supervisory bodies

Lufthansa Technik AG

Memberships in comparable supervisory bodies within and outside Germany

Scania AB, Sweden *

3. Hon.-Prof. Dr. techn. h.c. Dipl.-Ing. ETH Ferdinand K. Piëch

Salzburg, Austria

Born April 17, 1937 in Vienna

Chairman of the Supervisory Board of Volkswagen AG

Membership in statutory supervisory bodies

Volkswagen AG (Chairman)

AUDI AG

Dr. Ing. h.c. F. Porsche AG

Porsche Automobil Holding SE

Memberships in comparable supervisory bodies within and outside Germany

Porsche Familienholding GmbH, Austria (renamed Porsche Piëch Holding GmbH)

Porsche Ges.m.b.H., Austria

Porsche Holding GmbH, Austria

4. Diplom-Wirtschaftsingenieur Hans Dieter Pötsch

Wolfsburg

Born March 28, 1951 in Traun bei Linz, Austria

Member of the Board of Management of Volkswagen AG

and member of the Executive Board of Porsche Automobil Holding SE

* Group appointment

Membership in statutory supervisory bodies

AUDI AG *
 VOLKSWAGEN FINANCIAL SERVICES AG (Chairman) *
 Autostadt GmbH (Chairman) *
 Dr. Ing. h.c. F. Porsche AG *

Memberships in comparable supervisory bodies within and outside Germany

Bentley Motors Ltd., UK *
 Volkswagen (China) Investment Company Ltd., China *
 Volkswagen Group of America, Inc., USA *
 Scania AB, Sweden *
 Porsche Retail GmbH, Austria *
 Porsche Holding Gesellschaft m.b.H., Austria *
 Porsche Austria Gesellschaft m.b.H., Austria *

5. Angelika Pohlenz

Wiesbaden
 Born November 14, 1948 in Oedt
 Secretary General of IHK Berlin

6. Prof. Dr.-Ing. Dr.-Ing. E.h. Dr. h.c. Ekkehard D. Schulz

Krefeld
 Born July 24, 1941 in Bromberg
 Former Chairman of the Executive Board of ThyssenKrupp AG

Membership in statutory supervisory bodies

AXA Konzern AG
 Bayer AG
 RWE AG
 ThyssenKrupp AG

7. Rupert Stadler

Ingolstadt
 Born March 17, 1963 in Titting
 Chairman of the Board of Management of AUDI AG

Membership in statutory supervisory bodies

FC Bayern München AG
 MAN Truck & Bus AG (Chairman)

Memberships in comparable supervisory bodies within and outside Germany

Automobili Lamborghini Holding S.p.A., Italy (Chairman) *
 Italdesign Giugiaro S.p.A., Italy *
 VOLKSWAGEN GROUP ITALIA S.P.A., Italy (Chairman) *

8. Prof. Dr. rer. nat. Dr.-Ing. E.h. Martin Winterkorn

Groß Schwülper
 Born May 24, 1947 in Leonberg
 Chairman of the Board of Management of Volkswagen AG
 and Chairman of the Executive Board of Porsche Automobil Holding SE

Membership in statutory supervisory bodies

AUDI AG (Chairman) *
 FC Bayern München AG
 Dr. Ing. h.c. F. Porsche AG (Chairman) *
 Salzgitter AG

Memberships in comparable supervisory bodies within and outside Germany

Bentley Motors Ltd., UK (Chairman) *
 Italdesign-Giugiaro S.p.A., Italy (Chairman) *
 Porsche Holding Gesellschaft m.b.H., Austria *
 Porsche Austria Gesellschaft m.b.H., Austria *
 Porsche Retail GmbH, Austria *
 Scania AB, Sweden (Chairman) *
 SKODA AUTO a.s., Czech Republic (Chairman) *
 Volkswagen (China) Investment Company Ltd., China (Chairman) *
 Volkswagen Group of America, Inc., USA (Chairman) *

The Supervisory Board also proposes that the following person be elected as an alternate member for each of the aforementioned shareholder representatives on the Supervisory Board of MAN SE:

Dr. jur. Thomas Kremer
 Düsseldorf
 Born March 8, 1958 in Bonn
 General Counsel of ThyssenKrupp AG

* Group appointment

Membership in statutory supervisory bodies

ThyssenKrupp Elevator AG

Howaldtswerke-Deutsche Werft GmbH

ThyssenKrupp Marine Systems AG

Ferrostaal AG

Memberships in comparable supervisory bodies within and outside Germany

ThyssenKrupp Italia S.p.A., Italy

In proposing the above resolution to elect Prof. Dr. Dr. Jochem Heizmann, Hans Dieter Pötsch, and Prof. Dr. Dr. Martin Winterkorn, the Supervisory Board departs from the recommendation in sentence 4 of section 5.4.2 in the German Corporate Governance Code as amended on May 26, 2010, under which supervisory board members are not to exercise a directorship or similar function for important competitors of the Company. However, the Supervisory Board takes the view that election accordingly will make cooperation with Scania easier. The Declaration of Conformity in accordance with section 161 of the AktG has been restricted to this effect.

The Annual General Meeting is not bound by these proposed resolutions.

It is intended to allow the Annual General Meeting to elect the members to the Supervisory Board individually.

7. Remuneration of the first Supervisory Board of MAN SE

The shareholder and employee representatives on the first Supervisory Board of MAN SE became members of the Supervisory Board when MAN AG's change of legal form to an SE took effect on May 19, 2009. In accordance with article 7 (2) sentence 2 of the Articles of Association of MAN SE, the term of office for all members of the first Supervisory Board of MAN SE expires upon the end of the second Annual General Meeting of the Company to take place after the entry of MAN SE in the relevant commercial register at the *Amtsgericht* (Local Court) in Munich, i.e. when the Annual General Meeting convened on June 27, 2011 ends.

For the members of the first Supervisory Board of MAN SE, only the Annual General Meeting can authorize remuneration for their work at the end of their term of office in accordance with section 113 (2) sentence 1 of the AktG. Authorization is to be granted by the Annual General Meeting convened on June 27, 2011 pursuant to the provisions under article 12 of the MAN SE Articles of Association. In addition to membership of the Supervisory Board, chairmanship and deputy chairmanship as well as chairmanship and deputy chairmanship in the committees are also to be taken into account in line with articles 12 (3) and (4) of the MAN SE Articles of Association. The members of the MAN SE Supervisory Board are to receive remuneration for their work on the Supervisory Board of MAN SE from May 19, 2009.

In line with this, the Executive and Supervisory Boards propose that the following resolution be adopted:

The members of the MAN SE Supervisory Board are to receive remuneration for their work on the first Supervisory Board of MAN SE in line with the arrangement under article 12 of the MAN SE Articles of Association. The Supervisory Board members will be remunerated pro rata from May 19, 2009.

8. Appointment of auditors for the 2011 fiscal year

The Supervisory Board proposes on the recommendation of the Audit Committee that PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Munich, be appointed as auditors and Group auditors for the 2011 fiscal year.

II. Further Invitation Information

Total number of shares and voting rights at the time of notice of the Annual General Meeting

At the time of notice of the Annual General Meeting, the Company holds a share capital of €376,422,400, divided into 147,040,000 no-par value shares. Of the 147,040,000 no-par value shares, 140,974,350 are common shares and 6,065,650 are preferred shares. Each common share carries one vote. As defined by the Articles of Association, preferred shares carry attendance rights but no voting rights. The Company holds none of its own shares. Thus at the time of convening the Annual General Meeting, a total of 140,974,350 common shares carry voting rights.

Conditions for attending the Annual General Meeting and exercising voting rights

Participation at the Annual General Meeting in accordance with article 15 of the Articles of Association and exercise of voting rights require shareholders to register with the Company by the end of June 20, 2011 (midnight/24:00 hours) at the latest as well as prove their ownership of Company shares.

Proof of ownership, which is generally issued by the custodian bank, must indicate that shares were in possession by the beginning (midnight/00:00 hours) of June 6, 2011 (record date). Participation at the Annual General Meeting and exercise of voting rights as a shareholder is only recognized by the Company if proof of the right to attend the Annual General Meeting or to exercise voting rights has been provided. This means that shareholders who have purchased their shares after the record date may not attend the Annual General Meeting, nor do they have any voting rights at the Annual General Meeting. The record date does not affect the saleability of shares. The Company still allows shareholders who sell their shares after the record date to attend the Annual General Meeting and – if they are common shareholders – to exercise their voting rights, provided that they have registered and presented proof of ownership by the deadline. The record date is not relevant to qualification for dividend.

Registration and proof of ownership must be made in text form (as defined by section 126b of the *Bürgerliches Gesetzbuch* [BGB – German Civil Code]) in either German or English and sent to the Company at the following address:

MAN SE
c/o Computershare HV-Services AG
Prannerstraße 8
80333 Munich
Germany

Fax: +49. 89. 30903-74675

E-mail: anmeldestelle@computershare.de

Once the Company has received proof of ownership and registration at the above-mentioned address, shareholders, or the representatives appointed by them, will be sent their entrance ticket for the Annual General Meeting. In order to ensure that the entrance tickets are received in time, shareholders are asked to contact their custodian bank and request their entrance tickets for attending the Annual General Meeting as early as possible. In such cases, registration and proof of share ownership will be sent to the Company by the respective bank. Shareholders who have requested an entrance ticket to attend the Annual General Meeting from their custodian bank in good time do not need to take any further steps.

Procedure for casting votes by proxy

Shareholders who do not wish to attend the Annual General Meeting in person can have their voting rights exercised by proxy, e.g. a bank, a shareholders' association, the representatives appointed by the Company or another authorized third party. Even in these cases, shareholders must have registered and provided proof of ownership as of the record date by the deadlines.

Conferment and revocation of authority, and evidence of such authority to the Company must be made in text form (as defined by section 126b of the BGB) if either a bank or a shareholders' association, or any person or institution treated as such in accordance with section 135 (8) and (10) of the AktG, is appointed as a proxy.

Distinctions generally need to be observed when authorizing banks, shareholders' associations, or any persons or institutions treated as such in accordance with section 135 (8) and (10) of the AktG. Shareholders who wish to authorize a bank, a shareholders' association, or any persons or institutions treated as such in accordance with section 135 (8) and (10) of the AktG, are asked to obtain information on any distinctions in conferment of authority from the proxies to be appointed in the respective case and to coordinate with them.

In order to simplify preparation of the Annual General Meeting, shareholders who wish to authorize a representative are asked – if the custodian bank offers this – to either have an entrance ticket issued directly in the representative's name or to use the proxy form provided by the Company to confer authority. The proxy form also provides for subdelegation. This can be found on the back of the entrance ticket sent to shareholders, or the representatives that they have appointed, once the Company has received proof of ownership and registration.

Appointment of a proxy can be evidenced by the proxy presenting the entrance ticket or the authorization at the entry control point on the day of the Annual General Meeting or by the shareholder or his/her representative communicating evidence electronically

by providing the Company with a declaration to this effect using the Internet-supported proxy system on the Company's website at www.man.eu/agm.

The Company also offers shareholders the option of authorizing Company-designated proxies. In addition to authority, they must also be issued with instructions on how to exercise the voting right. The proxies must vote as instructed. The Company proxies are not permitted to exercise the voting rights at their discretion. Conferment of authority upon the Company-designated proxies, as well as revocation and evidence of such authority, can be issued before the Annual General Meeting in text form as defined by section 126b of the BGB until the end of June 24, 2011 (midnight/24:00 hours) at the latest. Shareholders are asked to use the relevant form printed on the entrance ticket to confer authority upon the Company-designated proxies and to issue them with instructions. The shareholder may also confer authority upon a Company-designated proxy electronically, as well as revoke and evidence such authority, during the Annual General Meeting and until the end of the general debate using the Company's Internet-supported proxy system, which can be accessed at www.man.eu/agm. In order to confer authority upon the Company-designated proxies electronically using the system and to issue them with instructions, shareholders must have registered and communicated proof of ownership by the deadlines and have ordered an entrance ticket to the Annual General Meeting.

If the shareholder authorizes more than one person, the Company may disallow one or more of them.

Shareholders will receive further information on attending the Annual General Meeting, appointing proxies and issuing instructions together with their entrance ticket. The relevant information can also be found on the Internet at www.man.eu/agm.

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 a twentieth (5%) of the share capital or separately or collectively amount to a notional interest of €500,000 (this corresponds to 195,313 shares, rounded up to the next highest full number of shares) may request that items be placed on the agenda and be made known. Each new item must be accompanied by a reason or a proposed resolution. Requests to supplement 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 – by the end of May 27, 2011, (midnight/24:00 hours) at the latest. Extension requests received after this date will not be considered. Shareholders are asked to send any corresponding extension requests to the following address:

MAN SE
Executive Board
Annual General Meeting/L
Ungererstraße 69
80805 Munich
Germany

Fax: +49. 89. 36098-68281
E-mail: hv2011-antrag@man.eu

Requests to extend the agenda that have to be announced will be published in the *elektronischer Bundesanzeiger* without delay after they are received – unless they are published with the notice of the 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.man.eu/agm and communicated to shareholders.

Countermotions and nominations in accordance with sections 126 (1) and 127 of the AktG

Shareholders may also propose countermotions to Executive Board and/or Supervisory Board proposals for specific items on the agenda to the Company as well as submit nominations for the election of Supervisory Board members (item 6 on the agenda) or of the auditor (item 8 on the agenda). Countermotions must be accompanied by a reason but nominations do not. In each case, the countermotions and nominations of shareholders for the Annual General Meeting must only be sent to the address above which is also to be used for motions to supplement the agenda. Countermotions and/or nominations otherwise addressed will not be considered.

The countermotions and nominations of 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 – i.e. by the end of June 12, 2011 (midnight/24:00 hours) at the latest, will be published without delay on the website at www.man.eu/agm together with the name of the shareholder, the reason and any comment by the Management (section 126 (1) sentence 3 and section 127 sentence 1 of the AktG).

The Company may refrain from disclosing a countermotion and its reason or a nomination if circumstances for exclusions under section 126 (2) of the AktG apply. The circumstances for exclusion are presented on the Company website at www.man.eu/agm. Nominations will also only be published if they include the candidate's name, occupation held and place of residence and, in the case of nominations for elections to the Supervisory Board, additional information on their membership in other statutory supervisory bodies.

Apart from the above, countermotions are only made if they are made verbally during the Annual General Meeting. This does not affect the right of every shareholder to propose countermotions to different items on the agenda during the Annual General Meeting, even without communicating countermotions prior to the deadlines.

Right to information in accordance with section 131 (1) of the AktG

Every shareholder is entitled to information from the Executive Board on the Company affairs, including the Company's legal and business relations with affiliated companies, and on the position of the Group and the companies included in the consolidated financial statements, upon request in the Annual General Meeting to the extent that it is required to make an informed judgment on any given agenda item. Requests for information must be made verbally at the Annual General Meeting during the general debate.

In accordance with article 16 (4) of the Company's Articles of Association, the chair of the meeting can limit shareholders' rights 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 circumstances under which the Executive Board is entitled to refuse to provide information are presented on the Company's website at www.man.eu/agm.

Detailed explanations on the Company's website and publications in other media

This invitation to the Annual General Meeting, the documents to be made available to the Annual General Meeting, together with the information required under section 124a of the AktG, shareholder motions and detailed explanations of the rights of the shareholders in accordance with article 56 sentences 2 and 3 of the SE Council Regulation, article 50 (2) of the SEAG, sections 122 (2), 126 (1), 127, and 131 (1) of the AktG, will be accessible on the Company's website at www.man.eu/agm following notice of the Annual General Meeting. The documents to be made available will also be

accessible during the Annual General Meeting on June 27, 2011, and – if it is continued the next day – on June 28, 2011.

Notice of the Annual General Meeting is published in the *elektronischer Bundesanzeiger* of May 19, 2011, and was passed on for publication to media that can be expected to disseminate the information throughout the entire European Union.

Broadcast of the Annual General Meeting on the Internet

All shareholders of MAN SE and the interested public can follow the entire Annual General Meeting live on the Internet (www.man.eu/agm) on June 27, 2011, and – if it is continued the next day – on June 28, 2011, in each case from 10:00 a.m., on the order of the chair of the meeting. More information on this can also be found on the Internet at www.man.eu/agm. Recordings of the opening of the Annual General Meeting by the chair and the CEO's speech will also be available after the Annual General Meeting.

Munich, May 2011
The Executive Board

MAN SE

Ungererstraße 69

80805 Munich

Germany

www.man.eu