

Supplement to the Declaration of December 2010 by the Executive Board and the 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)

*The Executive and Supervisory Boards of MAN SE stated in their Declaration of Conformity of December 2010 that they comply with the recommendations of the German Corporate Governance Code (**the Code**) as amended on May 26, 2010, with one restriction regarding the recommendation under section 5.4.5 of the Code.*

The Supervisory Board has decided to propose to the Annual General Meeting taking place on June 27, 2011—and if required on June 28, 2011—that Prof. Dr. Dr. Jochem Heizmann, Hans Dieter Pötsch, and Prof. Dr. Dr. Martin Winterkorn be elected as members of the Supervisory Board of MAN SE. Prof. Dr. Dr. Jochem Heizmann, Hans Dieter Pötsch, and Prof. Dr. Dr. Martin Winterkorn are all members on the Board of Scania AB, Sweden.

Nomination and the corresponding election depart from the recommendation in sentence 4 of section 5.4.2 in the German Corporate Governance Code, 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 and is therefore in the interest of MAN SE.

The Declaration of Conformity issued in December 2010 by the Executive and Supervisory Boards in accordance with section 161 of the AktG is restricted accordingly to the effect that the recommendation in sentence 4 under section 5.4.2 of the German Corporate Governance Code will not be followed with regard to election of Prof. Dr. Dr. Jochem Heizmann, Hans Dieter Pötsch, and Prof. Dr. Dr. Martin Winterkorn as members of the Supervisory Board of MAN SE.”

Munich, May 2011

The Supervisory Board

The Executive Board