



Annual general meeting 2004 Invitation and agenda

Announcement pursuant to Sec. 125 German Companies Act

Notice is hereby given that the 124th Annual General Meeting of the ordinary and preference shareholders of the Company will be held in Munich on 9 June 2004

Notice of the Annual General Meeting, the items on the agenda and the resolutions proposed by the management were published as follows in the electronic German Federal Gazette on 14 April 2004.

MAN Aktiengesellschaft, Munich

International Securities Identification Numbers (ISIN):

Ordinary shares DE 0005937007

Preference shares without voting rights DE 0005937031

Notice is hereby given to our shareholders that the

**124th Annual General Meeting
will be held on Wednesday, 9 June 2004 at 10.00 a.m.**

in the ICM International Congress Center Munich, located at the trade fair grounds (Messegelände) in 81823 Munich.

Agenda

Agenda and proposed resolutions for the 124th Annual General Meeting on Wednesday, 9 June 2004.

1. Presentation of the adopted Financial Statements for the year ended 31 December 2003 and the Consolidated Financial Group Statements for the year ended 31 December 2003, as well as the joint Management Report of MAN Aktiengesellschaft and the MAN Group for the financial year ended 31 December 2003, and the report of the Supervisory Board

2. Appropriation of net earnings available to MAN Aktiengesellschaft

The Executive Board and the Supervisory Board hereby propose that net earnings of 110,280,000 euros be appropriated as follows:

– distribution to shareholders

a dividend of 0.75 euros per ordinary
or preference share = 110,280,000 euros

3. Discharge of the Executive Board

The Executive Board and the Supervisory Board hereby propose that discharge be granted for the financial year ended 31 December 2003.

4. Discharge of the Supervisory Board

The Executive Board and the Supervisory Board hereby propose that discharge be granted for the financial year ended 31 December 2003.



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5. Authorisation to purchase own shares

The Executive Board and the Supervisory Board hereby propose that the following resolution be passed.

- a. Authority granted by the Annual General Meeting held on 4 June 2003 to purchase own shares shall be revoked on the date when the new authorisation according to b) and c) hereof becomes effective.
- b. Up until 8 December 2005, the Executive Board is hereby authorised, subject to approval by the Supervisory Board, to purchase ordinary and/or non-voting preference shares in the Company by way of one or several transactions, up to an amount equivalent to no more than 10% of the present share capital, i.e. no more than a total of 14,704,000 shares. Such purchase may also be conducted by other Group companies and/or by third parties for the account of MAN Aktiengesellschaft or for the account of other Group companies.

Such purchase may be carried out via the stock exchange or by way of a public purchase offer directed to the holders of the relevant class of shares. In the event of purchase via the stock exchange, the purchase price (excluding purchase-related expenses) may not be more than 10% higher or lower than the price for the relevant class of shares as determined by the opening auction in Xetra trading (or a comparable subsequent system) on the transaction date. In the event of a public purchase offer, the offering price or the limits of any price range offered per share (excluding purchase-related expenses) may not be more than 20% higher or lower than the closing price of the relevant class of shares in Xetra trading (or a comparable subsequent system) on the third day of stock-exchange trading prior to the date of public announcement of the offer. Should the total amount subscribed exceed the volume of the purchase offer, acceptance shall be on a quota basis. Provision may be made for preferential acceptance of smaller quantities insofar as permitted by law, however not exceeding 100 pieces of tendered shares per shareholder.

- c. Furthermore, subject to approval by the Supervisory Board, the Executive Board is hereby granted authority to dispose of the repurchased ordinary shares of the Company by means other than via the stock exchange or offering them to all shareholders to the exclusion of any and all shareholder subscription rights,
 - if the repurchased ordinary shares are sold at a price not substantially lower than the stock-market price and/or
 - insofar as such disposal represents consideration within the context of a company merger or for the acquisition of companies or equity interests in companies and/or
 - insofar as such disposal serves to float the Company's ordinary shares on foreign stock exchanges where they are not yet listed, whereby the price at which these shares are floated on foreign stock exchanges may not be substantially lower than the stock-market price.

The Executive Board is hereby also authorised, subject to approval by the Supervisory Board, to cancel the ordinary and/or non-voting preference shares of the Company without any further resolution being passed at an annual general meeting.



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Report of the Executive Board pursuant to Sec. 71 para. 1 No. 8 in conjunction with Sec. 186 para. 3 fourth sentence and Sec. 186 para. 4 second sentence German Companies Act (AktG)

The proposed authorisation is intended to enable the Executive Board to act in the interest of the Company and its shareholders by purchasing Company shares, subject to the approval of the Supervisory Board, either via the stock exchange or by way of a public purchase offer up until 8 December 2005 and up to an amount equivalent to 10% of the present share capital. In this way, the Company will be making use of Sec. 71 para. 1 No. 8 AktG, which allows public limited companies to purchase their own shares up to a total of 10% of the share capital, based on authority granted at an annual general meeting. At present, the share capital amounts to euro376,422,400; 14,704,000 shares represent 10% of the share capital.

In the event of shares being purchased by way of a public purchase offer (sale by tender), any shareholder willing to sell Company shares can decide how many shares and, if a price range is fixed, at what price he or she wishes to offer. If the quantity of shares tendered at the fixed price exceeds the number of shares required by the Company, limited acceptances must be allocated to the tenders. Such allocation shall be undertaken on a quota basis. There are no provisions for preferential acceptance save in the case of small offers or small parts of offers insofar as permitted by law, however not exceeding 100 pieces of tendered shares per shareholder. This facility serves to avoid both fractional amounts when determining the quotas to be purchased and small residual amounts, which in turn simplifies technical processing.

Own ordinary and/or preference shares purchased by the Company may be resold via the stock exchange or by way of a public offer to all shareholders. There are no plans to sell own preference shares.

Additionally, the proposed authorisation entitles the Company to sell the redeemed ordinary shares other than via stock exchange or offering them to all shareholders, provided that the price per share is not substantially lower than the stock-market price at the time of sale. Use can therefore be made of a possible simplified exclusion of subscription rights for shareholders, as provided for under Sec. 71 para. 1 No. 8 AktG, subject to relevant application of Sec. 186 para. 3 fourth sentence AktG. This is intended to create a possibility of offering ordinary shares in the Company to institutional investors at home and abroad in order to expand the circle of shareholders in the interest of the Company. The purpose of requesting such authority is to enable the Company to react quickly and flexibly to favourable stock-market conditions. In particular, it allows for faster and above all more cost-effective placement of shares than selling them in accordance with the rules on granting shareholders a subscription right.

At the same time, shareholders' assets and voting interests will be adequately protected. The authorisation based on Sec. 186 para. 3 fourth sentence AktG is limited to no more than 10% of the share capital of the Company. Furthermore, the Executive Board will observe the limit of 10% of the share capital in relation to the sum total of all subscription rights excluded in the event of selling shares previously repurchased pursuant to Sec. 71 para. 1 No. 8 AktG, or in the event of capital increases against cash contributions pursuant to Sec. 186 para. 3 fourth sentence AktG. Consideration has been given to the concept of protecting shareholders against dilution, in that the shares may not be sold at a price substantially lower than the relevant stock-market price. This will not prejudice shareholders interested in maintaining their quota of voting rights, as the required number of additional shares can be purchased on the stock market at any time.



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Furthermore, the proposed authorisation is intended to enable the Company to purchase its own ordinary shares for use as consideration within the context of company mergers or for the acquisition of companies or equity interests in companies. In many cases, international competition and economic globalisation call for this form of consideration. The authorisation proposed in this particular case is intended to provide the Company with the necessary flexibility to quickly and flexibly utilise any opportunities which may arise to acquire companies or equity interests in the same. The proposal to exclude subscription rights also takes this aspect into account. When determining the valuation ratios, the Executive Board will ensure that the interests of the shareholders are adequately protected. When deciding whether repurchased shares or shares taken from the authorised capital should be used in such cases, the Executive Board will be guided solely by the interests of the shareholders and the Company.

Finally, this authorisation is intended to open up the possibility of using redeemed ordinary shares for floating the Company on foreign stock exchanges where it is not yet listed. The Company is facing intensive competition on the international capital markets. The possibility of being able to raise equity at reasonable conditions on the open market at any time is extremely important for its future business development. Floating the shares on foreign stock exchanges can serve this purpose by broadening the foreign shareholder base and making the shares an even more attractive investment.

In each case, the Executive Board will inform the next annual general meeting of the extent to which use has been made of such authorisation.

6. Amendment to remuneration of the Supervisory Board

The Executive Board and the Supervisory Board hereby propose that the basic remuneration paid to the Members of the Supervisory Board be increased from 2,500 euros to 10,000 euros with effect from the 2005 financial year and that the first paragraph of Clause 12 of the Articles of Association be amended and reworded as follows:

“(1) In addition to reimbursement of expenses incurred in exercising his office, each member of the Supervisory Board shall receive an annual remuneration comprising

a basic amount of 10,000.—euros

and

a flexible amount of 550.-- euros for each 0.01 euros of any dividends distributed to the shareholders in excess of a dividend of 0.10 euros ordinary share and preference share. The Chairman of the Supervisory Board shall be entitled to twice the amount and each of his deputies to one-and-a-half times the amount of the remuneration provided for under the first sentence hereof.

Each member of the Audit Committee shall receive additional remuneration amounting to 25% of the remuneration provided for under the first sentence hereof and the Chairman of the Committee 50% of such remuneration.”

7. Approval of a domination agreement (Unternehmensvertrag)

On 17 February 2004, MAN Aktiengesellschaft entered into a control and profit and loss transfer agreement as the controlling company with its wholly-owned subsidiary, MAN Altersversorgung GmbH, having its



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registered office in Munich. The main provisions of this domination agreement are as follows:

- The company shall be subject to the management authority of MAN Aktiengesellschaft, the latter being entitled to issue instructions to the managing directors of the company.
- With effect from 1 January 2004, the company's profits shall be transferred to MAN Aktiengesellschaft and, respectively, an annual loss shall be absorbed by MAN Aktiengesellschaft.
- The domination agreement, which has been concluded for an indefinite period, shall become effective upon entry in the commercial register and, save for the right to issue instructions, shall apply retroactively from 1 January 2004. The agreement may be duly terminated with a notice period of twelve months to the end of a financial year, however no earlier than 31 December 2008.

The Executive Board and the Supervisory Board propose that the domination agreement described above be approved.

8. Appointment of the auditors for the 2004 financial year

The Supervisory Board proposes that BDO Deutsche Warentreuhand Aktiengesellschaft, Wirtschaftsprüfungsgesellschaft, Munich, be appointed as auditors for the 2004 financial year.

Motions and nominations from shareholders pursuant to Secs. 126 and 127 German Companies Act

Motions against any proposal submitted by the management on a specific item on the agenda and any nominations shall be addressed **solely** to:

MAN Aktiengesellschaft
Hauptversammlung / R
Ungererstraße 69
80805 Munich
Telefax: +49. 89. 36098 – 68281

Any countermotions or nominations submitted as requested above shall be made available to other shareholders in the internet in accordance with the requirements of Secs. 125 ff. German Companies Act at www.man.de, subject to proof of shareholder status on the part of the person submitting the motion.

Attendance at the Annual General Meeting

Those shareholders depositing their shares at any of the offices listed below no later than 2 June 2004 (final date) and leaving them in such deposit until the end of the Annual General Meeting shall be **entitled to attend the Annual General Meeting**.

Depository offices:
the Company
any notary public in Germany
any central depository for securities (Wertpapiersammelbank) in Germany

Deutsche Bank AG
Commerzbank AG



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Bayerische Hypo- und Vereinsbank AG
Bayerische Landesbank Girozentrale
Dresdner Bank AG
DZ BANK AG Deutsche Zentral-Genossenschaftsbank
Sal. Oppenheim jr. & Cie. KGaA
WestLB AG

in Switzerland:
Credit Suisse First Boston
UBS AG

Shareholders wishing to deposit shares with a notary in Germany or a central depository for securities are requested to do so as soon as possible. The acknowledgement of receipt issued upon deposit must be delivered to the Company by no later than 3 June 2004.

Shares are also deemed duly deposited if, subject to the approval of any one of the aforementioned depository offices, they are deposited with another financial institution and immobilised until the end of the Annual General Meeting.

Shareholders are requested to obtain entrance cards from the relevant depository bank (not from the Company).

Proxy

Shareholders not wishing to attend the Annual General Meeting in person may exercise their voting rights by appointing a proxy, which may also be a financial institution or a shareholders' association.

This year, we are again offering shareholders the possibility of being represented at the Annual General Meeting by proxies appointed by the Company who shall however be bound by any directives issued by the shareholder. The relevant forms of proxy and further information will be forwarded to shareholders together with their entrance cards. Shareholders wishing to take advantage of this opportunity to authorise proxies appointed by the Company are requested to order an entrance card from their depository bank as soon as possible and forward this to the Company together with the form of proxy.

Munich, 14 April 2004

THE EXECUTIVE BOARD

Only the German version of this document is legally binding.