



May 24, 2005

Dear Shareholders,

The Executive Board of MAN Aktiengesellschaft would like to explicitly draw your attention to the following in connection with item 5 of the Agenda for our Annual General Meeting on June 3, 2005.

The Executive Board has decided to make only use of the authorisation to increase the share capital (Authorised Share Capital 2005) – proposed for resolution by the Annual General Meeting – with the following restriction:

In the event of capital increase based on contribution in kind for the purpose of acquiring companies, equity interests in companies or significant assets from companies, the Executive Board will make use of the authorisation to exclude shareholders' subscription rights only up to an amount of 20 % of the share capital on the date the authorisation becomes effective and – if this value is lower – the share capital which exists on the date the authorisation is exercised respectively. The capital increase based on contribution in kind is hereby limited to 75.284.480 Euro at the maximum, corresponding to 29.408.000 ordinary shares.

This declaration will be made by the Executive Board at the Annual General Meeting on June 3, 2005.

The Executive Board kindly asks you to take into account this fact in your vote.

Best regards

MAN Aktiengesellschaft

Handwritten signature of Håkan Samuelsson in blue ink.

Samuelsson

Handwritten signature of Dr. Ferdinand Graf von Ballestrem in blue ink.

Dr. Graf von Ballestrem