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### **Proposal for Appropriation of Profits**

It will be proposed to the Annual General Meeting that, the net retained profits of MAN SE for the 2012 fiscal year amounting to €167,695,326.66 be divided such that

- a) €140,974,350.00 is appropriated to pay a dividend of €1.00 per common share carrying dividend rights,
- b) €6,065,650.00 is appropriated to pay a dividend of €1.00 per preferred share carrying dividend rights,

and the remaining amount of €20,655,326.66 is carried forward.

Munich, January 30, 2013

The Executive Board

[Original German version duly signed]