

MAN SE



ISIN for common shares: DE0005937007
ISIN for nonvoting preferred shares: DE0005937031

I. Dividend Announcement

The 134th Annual General Meeting of MAN SE on May 15, 2014, resolved to utilize the net retained profits for fiscal year 2013 in the amount of €20,655,326.66 as follows:

Distribution of a dividend of €0.14 per common share carrying dividend rights:	€19,736,409.00
Distribution of a dividend of €0.14 per preferred share carrying dividend rights:	€849,191.00
Transfer to revenue reserves:	€69,726.66

The dividend will be paid out starting on May 16, 2014, via the custodian banks in general after deduction of 25% withholding tax and a 5.5% solidarity surcharge on the withholding tax (a total of 26.375%) as well as any church tax on the withholding tax if applicable.

The deduction of withholding tax on dividend payments and of a solidarity surcharge will not apply to **shareholders based in Germany** who have submitted a non-assessment certificate from their respective tax authorities to their custodian banks. The same applies in whole or in part to shareholders who have provided their custodian banks with a declaration for exemption from withholding tax as long as the exemption amount specified in the declaration has not been used up by other investment income.

Shareholders based outside Germany may benefit from a reduction in the withholding tax retained and solidarity surcharge in accordance with double taxation conventions in force between the Federal Republic of Germany and the country concerned. Applications for refunds of this reduction amount must be received by the Bundeszentralamt für Steuern (Germany's Central Tax Office in 53221 Bonn) by December 31, 2018, at the latest.

II. Announcement on behalf of Truck & Bus GmbH regarding the guaranteed dividend for MAN SE's 2013 fiscal year

On April 26, 2013, MAN SE, as the controlled company, entered into a domination and profit and loss transfer agreement ("**DPLTA**") with Truck & Bus GmbH, as the controlling company, which was entered in MAN SE's commercial register with the Munich Local Court on July 16, 2013, and has been effective since that date.

Under the DPLTA, Truck & Bus GmbH guarantees that it will pay the free float shareholders of MAN SE an amount per no-par value share that corresponds to the difference between the dividend paid for MAN SE's 2013 fiscal year and the gross compensation amount of €3.30 after deduction of corporate income tax and the solidarity surcharge ("**guaranteed dividend**") to be paid by Truck & Bus GmbH (sections 4.1 and 4.3 of the DPLTA in conjunction with § 304 (1) sentence 2 of the *Aktengesetz* (AktG – German Stock Corporation Act)). Once corporate income tax and the solidarity surcharge have been deducted, the guaranteed dividend for fiscal year 2013 amounts to €3.07.

In the case of a dividend distributed by MAN SE for fiscal year 2013 of €0.14 per common and preferred share carrying dividend rights and a guaranteed dividend of €3.07, the difference to be paid by Truck & Bus GmbH for MAN SE's 2013 fiscal year is €2.93 per common and preferred share carrying dividend rights.

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

On behalf of Truck & Bus GmbH, MAN SE will also organize payment of the difference to be paid by Truck & Bus GmbH for MAN SE's 2013 fiscal year with the result that the difference will be paid together with the dividend for MAN SE's 2013 fiscal year via the custodian banks. The provisions under section I., sentences 2 through 6, apply accordingly.

Munich, May 2014

MAN SE
The Executive Board

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