Number of valid votes

Against For

135<sup>nd</sup> Annual General Meeting on May 6, 2015



**Percent** 

0.04%

99.96%

115,007,148 This corresponds to 78.21% of the company share capital

### Results of voting

Of the total 147,040,000 company shares issued, only the 140,974,350 common shares were voting shares when this Annual General Meeting was convened.

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

Item 1	management r	of the single-entity and correport and the report of the necessary		icial statements in addition to the combined Board -		
Item 2.1	Approval of the actions of Pachta-Reyhofen (Executive Board) - accepted					
		Votes		Percent		
Number of va	alid votes	114,896,648	This correspon	ds to 78.14% of the company share capital		
Against		42,198	=	0.04%		
-or		114,854,450	=	99.96%		
tem 2.2	Approval of the	he actions of Berkenha	agen (Executiv	e Board) - <b>accepted</b>		
		Votes		Percent		
Number of va	alid votes	114,896,248	This correspon	ds to 78.14% of the company share capital		
Against		42,331	=	0.04%		
-or		114,853,917	=	99.96%		
tem 2.3	Approval of the	he actions of Schumm	(Executive Bo	ard) - <b>accepted</b>		
		Votes		Percent		
Number of va	alid votes	114,895,788	This correspon	ds to 78.14% of the company share capital		
Against		42,063	=	0.04%		
-or		114,853,725	=	99.96%		
tem 2.4	Approval of the	he actions of Umlauft	(Executive Boa	rd) - <b>accepted</b>		
		Votes		Percent		
Number of va	alid votes	114,956,588	This correspon	ds to 78.18% of the company share capital		
Against		43,129	=	0.04%		
-or		114,913,459	=	99.96%		
tem 3.1	Approval of the actions of Piëch (Supervisory Board) - accepted					
		Votes		Percent		
Number of valid votes		115,016,428	This correspon	ds to 78.22% of the company share capital		
Against		107,678	=	0.09%		
For		114,908,750	=	99.91%		

44,108

114,963,040



# Results of voting

Item 3.3	Approval of the	ne actions of Schulz	(Superviso	ory Board) - <b>accepted</b>		
		Votes		Percent		
Number of valid votes		115,007,198	This corre	sponds to 78.21% of the company share capital		
Against		44,432	=	0.04%		
For		114,962,766	=	99.96%		
Item 3.4	Approval of the	oval of the actions of Behrendt (Supervisory Board) - accepted				
		Votes		Percent		
Number of v	alid votes	115,007,198	This corre	esponds to 78.21% of the company share capital		
Against		44,078	=	0.04%		
For		114,963,120	=	99.96%		
Item 3.5	5 Approval of the actions of Berdychowski (Supervisory Board) - accepted					
		Votes		Percent		
Number of v	alid votes	115,007,608	This corre	esponds to 78.22% of the company share capital		
Against		45,122	=	0.04%		
For		114,962,486	=	99.96%		
Item 3.6	Approval of the	ne actions of Dirks (S	Supervisor	y Board) - <b>accepted</b>		
		Votes		Percent		
Number of v	alid votes	115,007,608	This corre	esponds to 78.22% of the company share capital		
Against		44,218	=	0.04%		
For		114,963,390	=	99.96%		
Item 3.7	Approval of the	ne actions of Dorn (S	upervisory	Board) - <b>accepted</b>		
		Votes		Percent		
Number of v	alid votes	115,007,591	This corre	esponds to 78.22% of the company share capital		
Against		44,108	=	0.04%		
For		114,963,483	=	99.96%		
Itam 2 0	Approval of the	no actions of Kroutzo	r (Cupani	sory Board) - <b>accepted</b>		
Item 3.8	Approvaroru	Votes	i (Supervi	Percent		
Number of v	valid votes		This corre	esponds to 78.26% of the company share capital		
Against	and votes	43,969	=	0.04%		
For		115,023,242		99.96%		
FUI		113,023,242	=	99.90 //		
Item 3.9	Approval of the	ne actions of Lopopo	lo (Superv	isory Board) - <b>accepted</b>		
		Votes		Percent		
Number of v	alid votes	115,006,881	This corre	sponds to 78.21% of the company share capital		
Against		44,998	=	0.04%		
For		114,961,883	=	99.96%		



# Results of voting

Number of valid votes   115,008,468   This corresponds to 78.26% of the company share capital	Item 3.10	Approval of	the actions of Östling	(Superv	isony Roard) - accented
Number of valid votes	116111 3.10	Applovalul	_	(Superv	
Against	Ni maharat vali	معمده		This so	
Item 3.11   Approval of the actions of Pohlenz (Supervisory Board) - accepted		d votes			·
Number of valid votes   115,007,491   This corresponds to 78.22% of the company share capital Against   A4,683   = 0.04%	_				
Number of valid votes	FUI		115,023,467		99.90%
Number of valid votes	Item 3.11	Approval of the actions of Pohlenz (Supervisory Board) - accepted			
Against         44,683         =         0.04%           For         114,962,748         =         99.96%           Item 3.12         Approval of the actions of Pötsch (Supervisory Board) - accepted           Votes         Percent           Number of valid votes         115,007,401         This corresponds to 78.22% of the company share capital Against         44,156         =         0.04%           For         114,963,245         =         99.96%           Item 3.13         Approval of the actions of Schnur (Supervisory Board) - accepted           Votes         Percent           Number of valid votes         115,007,198         This corresponds to 78.21% of the company share capital Against         43,945         =         99.96%           Item 3.14         Approval of the actions of Schwarz (Supervisory Board) - accepted         Votes         Percent           Number of valid votes         115,006,698         This corresponds to 78.21% of the company share capital Against         44,056         =         99.96%           Item 3.15         Approval of the actions of Staller (Supervisory Board) - accepted         Votes         Percent           Number of valid votes         115,007,198         This corresponds to 78.21% of the company share capital Against         43,501         =         0.04%           For <td></td> <td></td> <td>Votes</td> <td></td> <td>Percent</td>			Votes		Percent
Item 3.12   Approval of the actions of Pötsch (Supervisory Board) - accepted	Number of valid	d votes		This co	responds to 78.22% of the company share capital
Number of valid votes	Against		44,683	=	0.04%
Number of valid votes   115,007,401   This corresponds to 78.22% of the company share capital Against   44,156   =   0.04%   For   114,963,245   =   99.96%	For		114,962,748	=	99.96%
Number of valid votes	Item 3.12	Approval of the actions of Pötsch (Supervisory Board) - accepted			
Against         44,156         =         0.04%           For         114,963,245         =         99.96%           Item 3.13         Approval of the actions of Schnur (Supervisory Board) - accepted           Votes         Percent           Number of valid votes         115,007,198         This corresponds to 78.21% of the company share capital           Against         43,945         =         0.04%           For         114,963,253         =         99.96%           Votes         Percent           Number of valid votes         115,006,698         This corresponds to 78.21% of the company share capital           Against         44,056         =         0.04%           For         114,962,642         =         99.96%           Item 3.15         Approval of the actions of Stadler (Supervisory Board) - accepted           Votes         Percent           Number of valid votes         115,007,198         This corresponds to 78.21% of the company share capital           Against         43,501         =         99.96%           Item 3.16         Approval of the actions of Winterkorn (Supervisory Board) - accepted           Votes         Percent </td <td></td> <td></td> <td>Votes</td> <td></td> <td>Percent</td>			Votes		Percent
The company share capital   Approval of the actions of Schour (Supervisory Board) - accepted	Number of valid	d votes	115,007,401	This co	responds to 78.22% of the company share capital
Number of valid votes   115,007,198   This corresponds to 78.21% of the company share capital	Against		44,156	=	0.04%
Number of valid votes   115,007,198   This corresponds to 78.21% of the company share capital Against   43,945   =   0.04%     For   114,963,253   =   99.96%     Item 3.14   Approval of the actions of Schwarz (Supervisory Board) - accepted     Votes   Percent     Number of valid votes   115,006,698   This corresponds to 78.21% of the company share capital Against   44,056   =   0.04%     For   114,962,642   =   99.96%     Item 3.15   Approval of the actions of Stadler (Supervisory Board) - accepted     Votes   Percent     Number of valid votes   115,007,198   This corresponds to 78.21% of the company share capital Against   43,501   =   0.04%     For   114,963,697   =   99.96%     Item 3.16   Approval of the actions of Winterkorn (Supervisory Board) - accepted     Votes   Percent     Number of valid votes   114,963,697   =   99.96%     Item 3.16   Approval of the actions of Winterkorn (Supervisory Board) - accepted     Votes   Percent     Number of valid votes   114,981,183   This corresponds to 78.20% of the company share capital     Against   43,451   =   0.04%	For		114,963,245	=	99.96%
Number of valid votes   115,007,198   This corresponds to 78.21% of the company share capital Against   43,945   =   0.04%     For   114,963,253   =   99.96%     Item 3.14   Approval of the actions of Schwarz (Supervisory Board) - accepted     Votes   Percent     Number of valid votes   115,006,698   This corresponds to 78.21% of the company share capital Against   44,056   =   0.04%     For   114,962,642   =   99.96%     Item 3.15   Approval of the actions of Stadler (Supervisory Board) - accepted     Votes   Percent     Number of valid votes   115,007,198   This corresponds to 78.21% of the company share capital Against   43,501   =   0.04%     For   114,963,697   =   99.96%     Item 3.16   Approval of the actions of Winterkorn (Supervisory Board) - accepted     Votes   Percent     Number of valid votes   114,963,697   =   99.96%     Item 3.16   Approval of the actions of Winterkorn (Supervisory Board) - accepted     Votes   Percent     Number of valid votes   114,981,183   This corresponds to 78.20% of the company share capital     Against   43,451   =   0.04%	Item 3.13	Approval of	the actions of Schnur	(Superv	isory Board) - <b>accepted</b>
Number of valid votes         115,007,198         This corresponds to 78.21% of the company share capital           Against         43,945         =         0.04%           For         114,963,253         =         99.96%           Item 3.14         Approval of the actions of Schwarz (Supervisory Board) - accepted           Votes         Percent           Number of valid votes         115,006,698         This corresponds to 78.21% of the company share capital           Against         44,056         =         0.04%           For         114,962,642         =         99.96%           Item 3.15         Approval of the actions of Stadler (Supervisory Board) - accepted           Votes         Percent           Number of valid votes         115,007,198         This corresponds to 78.21% of the company share capital           Against         43,501         =         0.04%           For         114,963,697         =         99.96%           Item 3.16         Approval of the actions of Winterkorn (Supervisory Board) - accepted           Votes         Percent           Number of valid votes         114,981,183         This corresponds to 78.20% of the company share capital           Against				` '	• , , ,
Against         43,945         =         0.04%           For         114,963,253         =         99.96%           Item 3.14         Approval of the actions of Schwarz (Supervisory Board) - accepted           Votes         Percent           Number of valid votes         115,006,698         This corresponds to 78.21% of the company share capital           Against         44,056         =         0.04%           For         114,962,642         =         99.96%           Item 3.15         Approval of the actions of Stadler (Supervisory Board) - accepted           Votes         Percent           Number of valid votes         115,007,198         This corresponds to 78.21% of the company share capital           Approval of the actions of Winterkorn (Supervisory Board) - accepted           Votes         Percent           Number of valid votes         114,981,183         This corresponds to 78.20% of the company share capital           Against         43,451         =         0.04%	Number of vali	d votes		This co	
Total   Tem   Te		u voies			·
Item 3.14 Approval of the actions of Schwarz (Supervisory Board) - accepted  Votes Percent  Number of valid votes 115,006,698 This corresponds to 78.21% of the company share capital Against 44,056 = 0.04%  For 114,962,642 = 99.96%  Item 3.15 Approval of the actions of Stadler (Supervisory Board) - accepted  Votes Percent  Number of valid votes 115,007,198 This corresponds to 78.21% of the company share capital Against 43,501 = 0.04%  For 114,963,697 = 99.96%  Item 3.16 Approval of the actions of Winterkorn (Supervisory Board) - accepted  Votes Percent  Number of valid votes 114,981,183 This corresponds to 78.20% of the company share capital Against 43,451 = 0.04%					
Number of valid votes   115,006,698   This corresponds to 78.21% of the company share capital Against   44,056   = 0.04%     For	1 01		114,000,200		00.0070
Number of valid votes         115,006,698         This corresponds to 78.21% of the company share capital           Against         44,056         =         0.04%           For         114,962,642         =         99.96%           Votes         Percent           Number of valid votes         115,007,198         This corresponds to 78.21% of the company share capital           Against         43,501         =         0.04%           For         114,963,697         =         99.96%           Item 3.16         Approval of the actions of Winterkorn (Supervisory Board) - accepted           Votes         Percent           Number of valid votes         114,981,183         This corresponds to 78.20% of the company share capital           Against         43,451         =         0.04%	Item 3.14	Approval of	the actions of Schwar	z (Supe	rvisory Board) - accepted
Against         44,056         =         0.04%           For         114,962,642         =         99.96%           Item 3.15         Approval of the actions of Stadler (Supervisory Board) - accepted           Votes         Percent           Number of valid votes         115,007,198         This corresponds to 78.21% of the company share capital           Against         43,501         =         0.04%           For         114,963,697         =         99.96%           Item 3.16         Approval of the actions of Winterkorn (Supervisory Board) - accepted           Votes         Percent           Number of valid votes         114,981,183         This corresponds to 78.20% of the company share capital           Against         43,451         =         0.04%			Votes		Percent
For 114,962,642 = 99.96%  Item 3.15 Approval of the actions of Stadler (Supervisory Board) - accepted  Votes Percent  Number of valid votes 115,007,198 This corresponds to 78.21% of the company share capital Against 43,501 = 0.04%  For 114,963,697 = 99.96%  Item 3.16 Approval of the actions of Winterkorn (Supervisory Board) - accepted  Votes Percent  Number of valid votes 114,981,183 This corresponds to 78.20% of the company share capital Against 43,451 = 0.04%	Number of valid votes		115,006,698	This co	responds to 78.21% of the company share capital
Item 3.15 Approval of the actions of Stadler (Supervisory Board) - accepted  Votes Percent  Number of valid votes 115,007,198 This corresponds to 78.21% of the company share capital Against 43,501 = 0.04%  For 114,963,697 = 99.96%  Item 3.16 Approval of the actions of Winterkorn (Supervisory Board) - accepted  Votes Percent  Number of valid votes 114,981,183 This corresponds to 78.20% of the company share capital Against 43,451 = 0.04%	Against			=	0.04%
VotesPercentNumber of valid votes115,007,198This corresponds to 78.21% of the company share capitalAgainst43,501=0.04%For114,963,697=99.96%Item 3.16Approval of the actions of Winterkorn (Supervisory Board) - acceptedVotesPercentNumber of valid votes114,981,183This corresponds to 78.20% of the company share capitalAgainst43,451=0.04%	For		114,962,642	=	99.96%
Number of valid votes  Against Against For  114,963,697	Item 3.15	Approval of	the actions of Stadler	(Superv	isory Board) - <b>accepted</b>
Against $43,501 = 0.04\%$ For $114,963,697 = 99.96\%$ Item 3.16 Approval of the actions of Winterkorn (Supervisory Board) - accepted  Votes Percent  Number of valid votes $114,981,183$ This corresponds to $78.20\%$ of the company share capital Against $43,451 = 0.04\%$			Votes		Percent
For 114,963,697 = 99.96%  Item 3.16 Approval of the actions of Winterkorn (Supervisory Board) - accepted  Votes Percent  Number of valid votes 114,981,183 This corresponds to 78.20% of the company share capital 43,451 = 0.04%	Number of valid	d votes	115,007,198	This co	responds to 78.21% of the company share capital
Item 3.16 Approval of the actions of Winterkorn (Supervisory Board) - accepted  Votes Percent  Number of valid votes 114,981,183 This corresponds to 78.20% of the company share capital 43,451 = 0.04%	Against		43,501	=	0.04%
Votes Percent  Number of valid votes 114,981,183 This corresponds to 78.20% of the company share capital  Against 43,451 = 0.04%	For		114,963,697	=	99.96%
Number of valid votes Against  114,981,183 This corresponds to 78.20% of the company share capital 43,451 = 0.04%	Item 3.16 Approval of the actions of Winterkorn (Supervisory Board) - accepted				
Against 43,451 = 0.04%			Votes		Percent
· ·	Number of valid	d votes	114,981,183	This co	responds to 78.20% of the company share capital
For 114,937,732 = 99.96%	Against		43,451	=	0.04%
	For		114,937,732	=	99.96%

### **MAN SE**

135<sup>nd</sup> Annual General Meeting on May 6, 2015



# Results of voting

Item 4	Election of a	Election of a member of the Supervisory Board - Renschler - accepted				
		Votes		Percent		
Number of valid votes		114,995,135	This correspo	nds to 78.21% of the company share capital		
Against		4,259,625	=	3.70%		
For		110,735,510	=	96.30%		
Item 5 Appointment of auditors - accepted						
		Votes		Percent		
Number of valid votes		115,072,478	This correspo	nds to 78.26% of the company share capital		
Against		4,494,737	=	3.91%		
For		110.577.741	=	96.09%		