

FAQs about the 2015 Annual General Meeting

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.

➤ **When and where is the 2015 Annual General Meeting taking place?**

The 2015 Annual General Meeting of MAN SE will take place on Wednesday, May 6, 2015, beginning at 10:00 a.m. at The Deutsche Messe AG exhibition center in 30521 Hanover, "Nord 2" Entrance, Halls 2 and 3.

➤ **When was the Invitation including the agenda published?**

The Invitation to the Annual General Meeting was published on March 23, 2015, in the *Bundesanzeiger*. The Invitation is also available on our website from the day it is published in the *Bundesanzeiger*.

➤ **How can shareholders participate and vote in the Annual General Meeting?**

Only common shares carry participation and voting right. As defined by the Articles of Association, preferred shares carry participation right but no voting right.

➤ **How can shareholders register for the Annual General Meeting and what is the registration deadline?**

Participation at the Annual General Meeting and exercise of voting right requires shareholders to have registered with us by the end (midnight / 24:00 hours) of April 29, 2015, at the latest and to have supplied us with proof of their ownership of Company shares.

Proof of ownership, which is generally issued by the custodian bank, must indicate that shares were in possession by the beginning (midnight / 00:00 hours) of April 15, 2015, and be sent to us in text form at the following address:

MAN SE
c/o Computershare Deutschland GmbH & Co. KG
Computershare Operations Center
80249 Munich
Fax: +49 89 30903-74675
E-mail: anmeldestelle@computershare.de

Shareholders who will be attending the Annual General Meeting or having their voting right exercised by proxy are asked to contact their custodian bank and request their entrance tickets for attending the Annual General Meeting as early as possible. In such cases, registration and proof of share ownership will be sent to us by the respective custodian bank. Shareholders who have requested an entrance ticket to attend the Annual General Meeting from their custodian bank in good time do not need to take any further action.

➤ **How do shareholders obtain an entrance ticket for the Annual General Meeting?**

In general, all shareholders will receive a reply form from the custodian banks with the Invitation to the Annual General Meeting which they can then use to request an entrance ticket for themselves or a representative or (if the custodian bank offers this option) to authorize their bank to represent their voting right.

➤ **I have not received an invitation to the Annual General Meeting. What do I do?**

For bearer shares, the Invitation to the Annual General Meeting will be sent via the custodian banks. If you have not received the Invitation by April 21, 2015, please contact your custodian bank.

➤ **Can I sell my shares after registering for the Annual General Meeting?**

You may freely dispose of your shares, even after registering. Changes to the number of MAN shares that you hold after April 15, 2015 (midnight / 00:00 hours), are not taken into account in eligibility to participate in the Annual General Meeting.

➤ **Can a shareholder exercise his/her voting right without attending the Annual General Meeting himself/herself?**

You may authorize a third party to represent your voting right. In general, you can have entrance tickets issued in the name of your representative, use the pre-printed proxy form on the back of the entrance ticket, or send us conferment of authority in text form as defined by section 126b of the *Bürgerliches Gesetzbuch* (BGB — German Civil Code).

It is also possible to confer authority upon a bank or a shareholders' association to represent your voting right. However, you should make sure that the bank or shareholders' association concerned agrees to represent your voting right.

We also offer you the option of having your voting right represented by Company-designated proxies. The proxies must vote as you instruct. You can authorize these proxies in writing or over the Internet. Details can be found in the information guide.

➤ **Can shareholders also transfer their voting right during the Annual General Meeting?**

Shareholders who leave the Annual General Meeting before it ends, for example, but wish for their voting right to be represented further, can transfer their voting right to another meeting participant or have them represented by the proxies appointed by MAN SE. Until the chair of the meeting announces the end of the general debate, you can confer authority upon the proxies and issue them with instructions at the counters for this purpose in the entry/exit area.

➤ **Will the Annual General Meeting be broadcast on the Internet?**

All shareholders and the interested public can follow the entire Annual General Meeting live on the Internet on May 6, 2015, from 10:00 a.m., on the order of the chair of the meeting.

Recordings of the opening of the Annual General Meeting by the chair and the CEO's speech will be available on our website after the Annual General Meeting.

➤ **Where can shareholders consult countermotions?**

Motions from shareholders regarding the Annual General Meeting agenda that are to be published in accordance with German stock corporation law can be consulted on our website.

➤ **When will the cash compensation payments be due?**

Truck & Bus GmbH as the controlling company and MAN SE as the controlled company have entered into a domination and profit and loss transfer agreement (DPLTA) which was concluded on April 26, 2013, and became effective on July 16, 2013, when it was entered in MAN SE's commercial register.

As a result of the DPLTA, MAN SE will not distribute any further dividends, starting in fiscal 2014. Instead, Truck & Bus GmbH agrees to make annual cash compensation payments of €3.07 per common or preferred share for the full fiscal year as reasonable compensation to MAN SE free float shareholders for the duration of the DPLTA, starting in fiscal 2014. The compensation payment is due on the first bank working day after MAN SE's Annual General Meeting for the past fiscal year, but no later than eight months after the end of MAN SE's fiscal year in each case.