



Declaration

by the Executive Board and Supervisory Board of MAN SE

on the Recommendations of the

Government Commission on the German Corporate Governance Code

in accordance with section 161 of the

Aktiengesetz (AktG — German Stock Corporation Act)

Since the Supervisory Board has changed the compensation system in place for concluding Executive Board contracts and has provided for a severance payment cap in the event of an Executive Board member's contract being terminated prematurely without good cause in accordance with the recommendation of section 4.2.3 of the German Corporate Governance Code, the annual Declaration of Conformity of December 2009 is modified and the following Declaration of Conformity is issued:

MAN SE will comply with the recommendations of the Government Commission on the German Corporate Governance Code as per June 18, 2009 without exception. The Declaration of December 2009 applies in other respects.

Munich, February 2010

For the Supervisory Board

For the Executive Board

Hon.-Prof. Dr. techn. h.c. Dipl.-Ing. ETH
Ferdinand K. Piëch
- Chairman of the Supervisory Board -

Dr. Georg Pachta-Reyhofen
- CEO -