



Invitation

▶ **Annual General Meeting**

on May 10, 2007

**MAN Aktiengesellschaft  
Munich**

**Announcement pursuant to Sec. 125, Aktiengesetz ("German Stock Corporation Act", hereinafter "AktG")**

**Notice is hereby given that the 127th Annual General Meeting of the Company's common and preferred stockholders will be held in Munich on May 10th, 2007.**

Notice of the Annual General Meeting, the items on the agenda and the resolutions proposed by the management were published as follows in the electronic German Federal Gazette on March 26th, 2007:

MAN Aktiengesellschaft, Munich

International Securities Identification Numbers (ISIN):

Common stock	DE0005937007
Non-voting preferred stock	DE0005937031

Notice is hereby given to our stockholders that the 127th Annual General Meeting will be held on Thursday, May 10th, 2007 at 10:00 a.m. at the ICM-International Congress Center Munich, located at the trade fair grounds (Messegelände) in 81823 Munich.

**Agenda**

and proposed resolutions for the 127th Annual General Meeting on Thursday, May 10th, 2007.

**1. Presentation of the adopted annual financial statements and the consolidated financial statements for the year ending December 31st, 2006, as well as the joint Management Report of MAN Aktiengesellschaft and the MAN Group for the fiscal year ending December 31st, 2006 and the report of the Supervisory Board**

**2. Appropriation of net earnings available to MAN Aktiengesellschaft**

The Executive Board and the Supervisory Board hereby propose that the net earnings for the 2006 fiscal year amounting to €294,080,000.00 be appropriated for distribution of a dividend of €1.50 plus €0.50 bonus for each share entitled to a dividend (common and preferred stock) and that any amount attributable to its own stock be carried forward.

**3. Discharge of the Executive Board**

The Executive Board and the Supervisory Board hereby propose that discharge be granted for the fiscal year ending December 31st, 2006.

#### **4. Discharge of the Supervisory Board**

The Executive Board and the Supervisory Board hereby propose that discharge be granted for the fiscal year ending December 31st, 2006.

#### **5. Election of stockholder representatives on the Supervisory Board**

The term of all members of the Supervisory Board ends as of the close of the Annual General Meeting on May 10th, 2007. The composition of the Supervisory Board is determined by Sec. 96 Paragraph 1, Sec. 101 Para. 1 AktG and Sec. 7 Para. 1 first sentence, German employee representation law (MitBesG).

The Supervisory Board nominates the following stockholder representatives for the new term of the Supervisory Board, to be elected individually:

1. Mr. Michael Behrendt, Hamburg, Germany  
Chairman of the Executive Board, Hapag-Lloyd AG
2. Dr. jur. Heiner Hasford, Gräfelfing, Germany  
Former Executive Board Member, Münchener Rückversicherungs-Gesellschaft
3. Dr. jur. Karl-Ludwig Kley, Cologne, Germany  
Vice-Chairman of the Executive Board, Merck KGaA
4. Prof. Dr. rer. pol. Renate Köcher, Constance, Germany  
CEO, Institut für Demoskopie Allensbach
5. Hon. Prof. Dr. techn. h.c. Dipl.-Ing. ETH Ferdinand K. Piëch, Salzburg, Austria  
Chairman of the Supervisory Board, Volkswagen AG
6. Mr. Stefan W. Ropers, Gräfelfing, Germany  
Executive Board Member, Bayerische Landesbank AöR
7. Dr.-Ing. E.h. Rudolf Rupprecht, Augsburg, Germany  
Former Chairman of the Executive Board, MAN Aktiengesellschaft
8. Mr. Stephan Schaller, Hanover, Germany  
Spokesman of the Executive Board, Volkswagen AG Nutzfahrzeuge
9. Dr.-Ing. Ekkehard D. Schulz, Düsseldorf, Germany  
Chairman of the Executive Board, ThyssenKrupp AG
10. Mr. Rupert Stadler, Schelldorf, Germany  
Chairman of the Executive Board, Audi AG

Furthermore, the Supervisory Board nominates as replacement Board Member for any of these stockholder representatives

Dr. jur. Thomas Kremer, Düsseldorf, Germany  
Chief Legal Counsel, ThyssenKrupp AG

to be elected in the case any of these aforementioned Board Members should relinquish their Board Membership after having assumed it and before the end of term of the Supervisory Board, in which case a replacement representative for any of the other Board Members shall be determined anew.

The Annual General Meeting is not bound by these nominations.

## **6. Authorization to purchase and use own stock**

In view of the fact that the Company's current authorization to purchase its own stock would expire middle of November 2007, and that a new authorization covering the permissible period of eighteen (18) months from the date of the Annual General Meeting is considered appropriate, the Executive Board and the Supervisory Board propose passage of the following resolutions:

- a) The authority to purchase own stock granted at the Annual General Meeting on May 19th, 2006 shall be revoked on the date when the new authorization according to b) and c) goes into effect.
- b) The Executive Board is hereby authorized, subject to approval by the Supervisory Board, to purchase common and/or non-voting preferred stock in the Company once or repeatedly until November 9th, 2007, up to an amount equivalent to no more than 10% of capital stock. Together with all other shares held by the company or attributable to it according to Sec. 71d and e AktG, shares purchase under this provision may at no time equal more than 10% of capital stock.

Such purchase may also be conducted by other Group members and/or by third parties for the account of MAN Aktiengesellschaft or for the account of other Group members.

Such purchase may be carried out via the stock exchange or by means of a public purchase offer directed to holders of the relevant class of stock. In the event of purchase via the stock exchange, the purchase price (excluding purchase-related expenses) may not be more than 10% higher or lower than the price for the relevant class of stock as determined by the opening auction in XETRA trading (or a comparable subsequent system) on the transaction date. In the event of a public purchase offer, the offering price or limits of any price range offered per share (excluding purchase-related expenses) may not be more than 20% higher or lower than the closing price of the relevant class of stock in XETRA trading (or a comparable subsequent system) on the third day of stock exchange trading prior to the date the offer is publicly announced. Should the total amount subscribed to exceed the volume of the purchase offer, acceptance shall be on a quota basis. Provision may be made for preferential acceptance of smaller quantities insofar as permitted by law, however not exceeding 100 tendered shares per stockholder.

- c) Furthermore, subject to approval by the Supervisory Board, the Executive Board is hereby granted authority to use repurchased common stock in the Company for any purpose permitted by law, in addition to selling it on the stock exchange or offering it to all stockholders, and to exclude any and all stockholder subscription rights, including in particular,
  - if the repurchased ordinary stock is sold at a price not substantially lower than the stock market price and/or
  - insofar as such disposal represents consideration within the scope of a company merger or for the acquisition of companies or equity interests in companies and/or

– insofar as such stock is used to honor the privileges of convertible or warrant bondholders in connection with bonds issued by the Company or another Group member. Stock transferred on the basis of such authority shall not exceed 10% of capital stock to the extent that it is used to honor the privileges of convertible or warrant bondholders in connection with bonds duly issued pursuant to Sec. 186 Para. 3 fourth sentence AktG. Within this limit, account shall be taken of stock issued or disposed of as a result of direct or other appropriate application of this provision during the term of this authorization until the date of making use of same. Account shall also be taken of stock issued or to be issued in connection with bonds linked to convertible or warrant privileges issued in accordance with this provision at the time it is used.

The Executive Board is hereby authorized as well, subject to approval by the Supervisory Board, to cancel company-held ordinary and/or non-voting preferred stock without any further resolution being passed at an Annual General Meeting.

**Report of the Executive Board pursuant to Sec. 71 Para. 1 No. 8 in conjunction with Sec. 186 Para. 3 fourth sentence and Sec. 186 Para. 4 second sentence AktG**

The proposed authorization is intended to enable the Executive Board, subject to approval by the Supervisory Board, to act in the interest of the Company and its stockholders by purchasing the Company's own stock until November 9th, 2008, either on the stock exchange or through a public purchase offer up to an amount equivalent to 10% of capital stock. In this case, the Company makes use of Sec. 71 Para. 1 No. 8 AktG, which allows corporations to purchase their own stock up to a total of 10% of capital stock, based on authority granted at an Annual General Meeting. Capital stock currently amounts to €376,422,400; 14,704,000 shares represent 10% of capital stock.

In the event of stock being purchased through a public purchase offer (sale by tender), any stockholder willing to sell Company stock can decide how many shares and, if a price range is fixed, at what price he or she wishes to offer these. If the quantity of stock tendered at the fixed price exceeds the number of shares required by the Company, limited acceptances must be allocated to the tenders. Such allocation shall be undertaken on a quota basis. There are no provisions for preferential acceptance save in the case of small offers or small parts of offers insofar as permitted by law, however not exceeding 100 pieces of tendered shares per stockholder. This serves to avoid both fractional amounts when determining the quotas to be purchased as well as small residual amounts, which in turn simplifies technical processing.

Own common and/or preferred stock purchased by the Company may be resold via the stock exchange or via a public offer to all stockholders. There are no plans to sell own preferred stock.

The proposed authorization will likewise entitle the Company to dispose of its own stock by means other than the stock exchange and without offering it to all stockholders, provided that the stock price is not substantially lower than the stock market price on the date of such disposal. This will allow the Company to make use of the legally permissible possibility for simplified exclusion of stockholders' subscription rights pursuant to Sec. 71 Para. 1 No. 8 AktG subject to corresponding application of Sec. 186 Para. 3 fourth sentence AktG. Above all, this is intended to enable the Company to offer its common stock to institutional investors at home and abroad, thereby expanding the range of stockholders in the interest of the Company. Based on the requested authorization, the Company will be able to react quickly and flexibly to favorable stock market situations, and most importantly, be in a position to place stock more quickly and above all at a better price than in the case of disposal based on provisions which entail granting stockholders a subscription right.

At the same time, stockholders' assets and voting interests will be adequately protected. The authorization based on Sec. 186 Para. 3 fourth sentence AktG is limited to no more than 10% of the Company's capital stock. Furthermore, the Executive Board will take into account that this limit must include all stock issued or disposed of until the time of making use of this authorization as a result of direct or other appropriate application of this provision during the term of this authorization. Account shall also be taken of stock issued or to be issued in connection with bonds with convertible or warrant privileges issued in accordance with this provision at the time of making use hereof.

Consideration has been given to the concept of protecting stockholders against dilution, in that stock may not be sold at a price substantially lower than the relevant stock market price. This will not disadvantage stockholders interested in maintaining their quota of voting rights, as the required number of additional shares can be purchased on the stock market at any time.

Furthermore, the proposed authorization is intended to enable the Company to purchase its own common stock for use as consideration within the scope of company mergers or for the acquisition of companies or equity interests in companies. In many cases, international competition and economic globalization require this form of consideration. The authorization proposed in this particular case is intended to provide the Company with the necessary agility to quickly and flexibly utilize any opportunities to acquire companies or equity interests in such which may arise. The proposal to exclude subscription rights also takes this aspect into account. When determining valuation ratios, the Executive Board will ensure that stockholder interests are adequately protected. When deciding whether repurchased stock or stock taken from authorized capital stock should be used in such cases, the Executive Board will be guided solely by the interests of stockholders and the Company.

In addition, the Company shall be given the opportunity to use its own stock to honor option or conversion rights arising from bonds issued by the Company or another Group member. Such use of stock may be more beneficial for the Company than using conditional capital and also increase the Company's flexibility. In this case, the Executive Board will respect the restrictions of Sec. 186 Para. 3 fourth sentence AktG.

In each case, the Executive Board will inform the next Annual General Meeting of the extent to which use has been made of such authorization.

#### **7. Resolution on amendment to the authorization by the Annual General Meeting on June 3rd, 2005 to issue convertible bonds and bonds with warrants, to allow mandatory conversion and corresponding change of bylaws**

Following the management proposal of June 3rd, 2005 under agenda item 6, the 2005 Annual General Meeting authorized the Executive Board, subject to approval by the Supervisory Board, to make one or several issues of convertible bonds or bonds with warrants – hereinafter jointly referred to as "Bonds" – on behalf of MAN Aktiengesellschaft up until June 2nd, 2010, for a total nominal value not exceeding €1,500,000,000 and a term not exceeding 20 years from the date of issue. It was authorized to grant holders of Bond warrants or conversion rights to new ordinary MAN Aktiengesellschaft shares registered in the name of the bearer, up to a prorated amount of share capital which shall not exceed €76,800,000, subject to the specific conditions of such warrants or conversion rights.

The full text of the June 3rd, 2005 resolution is available on the MAN Aktiengesellschaft website at [www.man.eu/agm](http://www.man.eu/agm).

The June 3rd, 2005 resolution specifies the conditions of bond issue and also entitles the Executive Board to issue further conditions, with the approval of the Supervisory Board.

In this context, Management regards it as useful to clarify that such terms and conditions can also include the issue of convertible bonds with mandatory conversion. This type of construction is often in the interest of stockholders and the Company, since the Bonds can be used to raise debt capital with equity characteristics.

Therefore the Executive and Supervisory Board propose the following resolution:

a) The Executive Board's authorization to stipulate further conditions relating to Bond issues as defined under item 6b) of the Annual General Meeting of June 3rd, 2005 shall also include the authorization to stipulate in the terms and conditions of Bond issue that Bond holders can be entitled to and/or obligated to convert the Bonds into company stock at certain points in time before or at maturity of the Bonds. The other resolutions of the Annual General Meeting of June 3rd, 2005 shall remain unaffected.

b) Sec. 4 Para. 4 of the bylaws will be amended by this resolution of today's Annual General Meeting and reformulated as follows:

"(4) The share capital has been increased by a conditional amount of no more than 76,800,000 euros, divided into no more than 30,000,000 ordinary shares registered in the name of the bearer. The conditional capital increase shall not be carried out unless the holders of conversion and/or option rights arising out of bonds issued by MAN Aktiengesellschaft or other MAN Group members against cash payments as a result of the resolution authorizing such issues passed at the Annual General Meeting held on June 3rd, 2005, amended by the resolution passed at the Annual General Meeting held on May 10th, 2007, make use of their conversion and/or warrant rights, and no use is made of other means of performance to service the same. Such new shares shall qualify for dividends for the first time for the financial year in which they were issued (Conditional Capital 2005)."

**Report of the Executive Board pursuant to Sec. 221 Para. 4 second sentence in conjunction with Sec. 186, Para. 4 second sentence, AktG.**

The authorization by the Annual General Meeting of June 3rd, 2005, to issue convertible bonds and bonds with warrants ("Bonds"), giving the Company the ability to acquire investment capital for financing purposes at attractive conditions dependent on the market situation. The proposed resolution is intended to clarify that the resolution of June 3rd, 2005 also authorizes the Executive Board to issue Bonds with mandatory conversion, i.e. to obligate the holder of such Bonds to convert the Bonds into company stock at certain points in time before or at maturity of the Bonds. This construction complies with current market practice. The Company thereby gains the possibility of raising debt capital with equity characteristics. This type of construction has advantages especially for the credit rating of the Company, for example by external rating agencies.

The other resolutions of the Annual General Meeting of June 3rd, 2005 concerning the authorization to issue Bonds, their terms and conditions, including conversion rights or exclusion of conversion rights, shall remain unaffected. The proposal as submitted by the Executive Board to the Annual General Meeting 2005 thus remains in effect. The full text of the June 3rd, 2005 resolution is available on the MAN Aktiengesellschaft website at [www.man.eu/agm](http://www.man.eu/agm). In particular, in the case of issue of Bonds with mandatory conversion, stockholders are entitled to be offered the opportunity to subscribe to such

Bonds. The Executive Board can only exclude such subscription rights as stipulated in the resolution of the Annual General Meeting of June 3rd, 2005. Specifically, such subscriptions can be excluded if the Bond's cash issue price is not substantially lower than its market value, according to Sec. 186 Para. 3 fourth sentence, AktG. This also applies in the case the Bond's terms and conditions provide for a higher interest rate due to mandatory conversion. Exclusion of subscription rights according to Sec. 186 Para. 3 fourth sentence, AktG, is further limited to Bond issues with rights to shares which represent a prorated amount of the share capital totaling no more than 10%.

For further details on conditions for the exclusion of subscription rights and the explanations thereof, see the Report of the Executive Board to the Annual General Meeting of June 3rd, 2005.

## **8. Change of bylaws**

The German law on Implementation of the Transparency Directive ("Transparenzrichtlinie-Umsetzungsgesetz" or TUG) which took effect January 20th, 2007, requires the approval of the Annual General Meeting in order to transmit information in electronic form, such as the Stockholder's Invitation to the Annual General Meeting, even if a stockholder has expressly agreed to this form of transmission. In order to be able to inform our stockholders electronically in future, it is proposed to amend the bylaws to specifically include the possibility of informing stockholders electronically.

Therefore the Executive and Supervisory Board propose the following resolution:

Sec. 3 of the bylaws will be revised in the headline, the current sentence 1 becomes paragraph 1 and a second paragraph will be added as follows:

### **"Sec. 3 Notices and Information**

- (1) Notices published by the Company shall appear in the electronic "Bundesanzeiger" (German Federal Gazette), unless any other form of notice is stipulated by law.
- (2) Information for the owners of registered Company stock may be transmitted via electronic media when permissible by law."

## **9. Corporate agreement approval**

As sole owner, MAN Aktiengesellschaft concluded a controlling and profit & loss transferring agreement with its 100% subsidiary, MAN Versicherungsvermittlung GmbH, headquartered in Munich. The agreement consists mainly of the following provisions:

- The company is subject to control by MAN Aktiengesellschaft, which is authorized to exert managerial authority over the management of MAN Versicherungsvermittlung GmbH.
- Effective January 1st, 2007, the company's profits are due to MAN Aktiengesellschaft, just as net annual losses will be reimbursed by MAN Aktiengesellschaft.

- The open-ended corporate agreement takes effect with entry into the Commercial Registry, retroactively as of January 1st, 2007 (with the exception of managerial authority). The corporate agreement can be terminated at the end of each fiscal year, with a 12-month term of notice, no earlier than December 31st, 2011, however.

The Executive and Supervisory Board recommend adopting aforementioned corporate agreement.

#### **10. Appointment of auditors for the 2007 fiscal year**

The Supervisory Board proposes that KPMG Deutsche Treuhand-Gesellschaft Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Munich, be appointed as auditors for the 2007 fiscal year.

#### **Supplementary Notice to Agenda Item 5 pursuant to Sec. 125 Para. 1 third sentence, AktG**

The personal data of the stockholder representatives nominated for the Supervisory Board, in particular their membership in

- a) other statutory Supervisory Boards; and
- b) comparable national and international company supervisory bodies

are appended to this Invitation.

#### **Motions and nominations from stockholders pursuant to Secs. 126 and 127 AktG**

Motions against any proposal submitted by the management on a specific item on the agenda and any nominations shall be addressed **solely** to:

MAN Aktiengesellschaft  
Hauptversammlung / L  
Landsberger Strasse 110  
80339 Munich  
Germany  
Fax: +49. 89. 36098-68281

Any countermotions or nominations submitted as requested will be made available to other stockholders via Internet in accordance with the requirements of Secs. 125 et seq. AktG at [www.man.eu/agm](http://www.man.eu/agm), subject to proof of stockholder status on the part of the person submitting the motion.

### **Attendance at the Annual General Meeting**

Of the total 147,040,000 company shares issued, only the 140,974,350 ordinary shares are entitled to vote at the time of this Invitation to the Annual General Meeting. As defined by the bylaws, the holders of the 6,065,650 preference shares may attend the Annual General Meeting, but are not entitled to vote.

Participation at the Annual General Meeting and exercise of voting rights require that stockholders have registered with the company at the latest by the end of May 3rd, 2007 (24:00 hours) and proven their ownership of Company stock.

This proof of ownership must indicate that stock was in possession by the beginning of April 19th, 2007 (0:00 hours). Registration and proof of possession must be made in writing (Sec. 126b BGB [German Civil Code]) in either German or English and sent to the Company at the following address:

**MAN AG**  
**c/o**  
**Bayerische Hypo- und Vereinsbank AG**  
**FMS5HV**  
**80311 Munich**  
**Germany**  
**Fax: +49. 89. 5400-2519**  
**E-Mail: [hauptversammlungen@hvb.de](mailto:hauptversammlungen@hvb.de)**

Stockholders who wish to attend the Annual General Meeting are asked to request entrance cards for participation from their own depository banks as soon as possible. In such cases, registration and proof of stock ownership will be sent to the Company by the respective bank. Stockholders who have requested an entrance card for attendance to the Annual General Meeting from their depository banks in a timely manner do not need to take any further steps.

## **Proxy**

Stockholders not wishing to attend the Annual General Meeting in person may exercise their voting rights by appointing a proxy, which may also be a financial institution or a stockholder's association.

This year, we are again offering stockholders the possibility of being represented at the Annual General Meeting by proxies appointed by the Company, who shall, however, be bound by any instructions issued by the stockholder.

Such proxies must be issued with power of attorney and instructions for exercising voting rights. Proxies are obliged to vote according to the instructions given. Prior to the Annual General Meeting, power of attorney and relevant instructions may be issued to a proxy appointed by the Company, either in writing by no later than May 8th, 2007, or via Internet. Powers of attorney and instructions may be issued or altered via Internet during the Annual General Meeting itself, up to conclusion of the general debate and begin of the voting procedure. Proof of stock ownership as well as timely request of an entrance card for the Annual General Meeting are required prior to authorizing a proxy appointed by the Company, either by electronic means or in writing. Entrance cards for the Annual General Meeting will be sent to stockholders after receipt of registration and proof of ownership of Company stock (see above).

Additional details concerning the issuance of power of attorney will be sent to stockholders together with the entrance card, which includes the text of the power of attorney. Related information is also available on the Internet under [www.man.eu/agm](http://www.man.eu/agm).

## **Broadcast of the Annual General Meeting via Internet**

At order of the meeting chair, all MAN Aktiengesellschaft stockholders and interested members of the general public can follow the entire Annual General Meeting live on May 10th, 2007 as of 10:00 a.m. ([www.man.eu/agm](http://www.man.eu/agm)). Following the Annual General Meeting, a recording of both the meeting chair and Executive Board chair's opening speeches will also be available.

Munich, March 26th, 2007

THE EXECUTIVE BOARD

Only the German version of this document is legally binding and shall prevail.

## Stockholder representatives nominated for election on the supervisory board



**Michael Behrendt**

born June 19th, 1951 in Hamburg, Germany

**Chairman of the Executive Board, Hapag-Lloyd AG**

**Membership in statutory supervisory boards:**

Barmenia Allgemeine Versicherungs-AG  
 Barmenia Krankenversicherung a.G. (Vice Chairman)  
 Barmenia Lebensversicherung a.G. (Vice Chairman)  
 Esso Deutschland GmbH  
 ExxonMobil C.E. Holding GmbH  
 Hamburgische Staatsoper GmbH

**Membership in comparable national and international company supervisory bodies:**

CP Ships Ltd. (Chairman) \*



**Dr. jur. Heiner Hasford**

born November 13th, 1947 in Munich, Germany

**Former Executive Board Member, Münchener Rückversicherungs-Gesellschaft**

**Membership in statutory supervisory boards:**

Commerzbank AG  
 D.A.S. Deutscher Automobil Schutz Allgemeine Rechtsschutz-Versicherungs-AG  
 ERGO Versicherungsgruppe AG  
 Europäische Reiseversicherung AG (Chairman)  
 Nürnberger Beteiligungs-AG  
 VICTORIA Lebensversicherung AG  
 VICTORIA Versicherung AG



**Dr. jur. Karl-Ludwig Kley**

born June 11th, 1951 in Munich, Germany

**Vice-Chairman of the Executive Board, Merck KGaA**

**Membership in statutory supervisory boards:**

Vattenfall Europe AG  
 WestLB AG

\* Group mandate



**Prof. Dr. rer. pol. Renate Köcher**

born July 17th, 1952 in Frankfurt, Germany

CEO, Institut für Demoskopie Allensbach

**Membership in statutory supervisory boards:**

Allianz SE  
BASF AG  
Infineon Technologies AG



**Hon. Prof. Dr. techn. h.c. Dipl.-Ing. ETH  
Ferdinand K. Piëch**

born April 17th, 1937 in Vienna, Austria

Chairman of the Supervisory Board, Volkswagen AG

**Membership in statutory supervisory boards:**

Dr. Ing. h.c. F. Porsche AG  
Volkswagen AG (Chairman)

**Membership in comparable national and international company supervisory bodies:**

Porsche Ges.m.b.H.  
Porsche Holding GmbH



**Dipl.-Kfm. Stefan W. Ropers**

born July 23rd, 1955 in Hamburg, Germany

Executive Board Member, Bayerische Landesbank  
AÖR

**Membership in comparable national and international company supervisory bodies:**

BayernInvest Kapitalanlagegesellschaft mbH \*  
BayernLB Corporate Advisers (Vice-Chairman) \*  
BayernLB Private Equity GmbH (Vice-Chairman) \*  
BLB Equity Management GmbH \*  
Deutsche Factoring Bank Deutsche Factoring GmbH & Co.KG  
Fergas Nordbayern GmbH  
KG Allgemeine Leasing GmbH & Co.KG (Vice-Chairman)  
MKB Bank NYRT \*

\* Group mandate



**Dr.-Ing. E.h. Rudolf Rupprecht**

born January 12th, 1940 in Berlin, Germany

Former Chairman of the Executive Board, MAN AG

**Membership in statutory supervisory boards:**

Bayerische Staatsforsten AöR  
KME AG  
Salzgitter AG  
SMS GmbH (Chairman)

**Membership in comparable national and international company supervisory bodies:**

Karl Augustin GmbH  
Novelis Inc.



**Stephan Schaller**

born December 30th, 1957 in Erbach, Germany

Spokesman of the Executive Board, Volkswagen AG  
Nutzfahrzeuge

**Membership in comparable national and international company supervisory bodies:**

Volkswagen Poznan Sp. z.o.o. (Chairman) \*



**Dr.-Ing. Ekkehard D. Schulz**

born July 24th, 1941 in Bydgoszcz, Poland (former  
Bromberg, Germany)

Chairman of the Executive Board, ThyssenKrupp AG

**Membership in statutory supervisory boards:**

AXA Konzern AG  
Bayer AG  
RAG AG (Vice-Chairman)  
RAG Beteiligungs-AG (Vice-Chairman)  
RWE AG  
ThyssenKrupp Elevator AG (Chairman) \*  
ThyssenKrupp Services AG (Chairman) \*  
ThyssenKrupp Technologies AG (Chairman) \*

\* Group mandate



**Rupert Stadler**

born March 17th, 1963 in Titting, Germany

Chairman of the Executive Board, Audi AG

**Membership in statutory supervisory boards:**

Volkswagen-Versicherungsdienst GmbH \*

Volkswagen Bank GmbH \*

Volkswagen Financial Services AG \*

Volkswagen Leasing GmbH \*

**Membership in comparable national and international company supervisory bodies:**

Automobil Lamborghini Holding S.p.A. (President)

**Nominated replacement member**

**Dr. jur. Thomas Kremer**

born March 8th, 1958 in Bonn, Germany

Chief Legal Counsel, ThyssenKrupp AG

**Membership in statutory supervisory boards:**

Howaldtswerke-Deutsche Werft GmbH \*

**Membership in comparable national and international company supervisory bodies:**

ThyssenKrupp Italia S.p.A./Italy \*

\* Group mandate

**MAN AG**  
Landsberger Str. 110  
80339 Munich  
(Munich, Germany)