Voting results on Resolutions of the Annual General Meeting of MTU Aero Engines Holding AG as of April 22, 2010
Voting Results on Resolutions of the Annual General Meeting of Aero Engines Holding AG as of April 22, 2010

Valid votes before the adoption of the resolutions on the agenda items 2 to 12:

Of the registered capital of € 52,000,000.00 splitted into 52,000,000 shares, 26,409,867 shares with the same amount of voting rights (50.79% of registered capital), were present or represented before the adoption of the resolutions on the agenda items 2 to 12.

The voting took place via the accumulation method (Additionsverfahren).

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**Agenda item 2:**

**Resolution on the appropriation of balance sheet profits**

Number of shares, for which valid votes have been casted: 26,275,945

Share of the capital represented by the valid votes: 50.53%

Votes in favor: 26,187,266

Votes against: 88,679

The proposal of the management was adopted with **99.66%** of the votes.

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**Agenda item 3:**

**Resolution on the ratification of the acts of the members of the Management Board in the fiscal year 2009**

Number of shares, for which valid votes have been casted: 26,177,927

Share of the capital represented by the valid votes: 50.34%

Votes in favor: 25,939,256

Votes against: 238,671

The proposal of the management was adopted with **99.09%** of the votes.
Agenda item 4:
Resolution on the ratification of the acts of the members of the Supervisory Board in the fiscal year 2009

Number of shares, for which valid votes have been casted: 26,344,758
Share of the capital represented by the valid votes: 50.66%
Votes in favor: 26,104,830
Votes against: 239,928
The proposal of the management was adopted with 99.09% of the votes.

Agenda item 5:
Appointment of the auditor for the fiscal year 2010

Number of shares, for which valid votes have been casted: 26,258,783
Share of the capital represented by the valid votes: 50.50%
Votes in favor: 25,966,266
Votes against: 292,517
The proposal of the management was adopted with 98.89% of the votes.

Agenda item 6:
Resolution on authorization to acquire and use own shares pursuant to Sec. 71 (1) no. 8 of the Stock Corporation Act and to exclude subscription rights

Number of shares, for which valid votes have been casted: 26,098,856
Share of the capital represented by the valid votes: 50.19%
Votes in favor: 25,584,731
Votes against: 514,125
The proposal of the management was adopted with 98.03% of the votes.
Agenda item 7:
Resolution on the amendment to the Articles of Association to align same with the Act Implementing the Shareholders’ Rights Directive

Number of shares, for which valid votes have been casted: 26,359,050
Share of the capital represented by the valid votes: 50.69%
Votes in favor: 26,277,814
Votes against: 81,236

The proposal of the management was adopted with 99.69% of the votes.

Agenda item 8:
Resolution on the revocation of the previous Authorized Capital I and creation of new Authorized Capital I; amendment of Sec. 4 (5) of the Articles of Association

Number of shares, for which valid votes have been casted: 26,357,049
Share of the capital represented by the valid votes: 50.69%
Votes in favor: 20,844,840
Votes against: 5,512,209

The proposal of the management was adopted with 79.09% of the votes.
Agenda item 9:
Resolution on the revocation of the previous Authorized Capital II and creation of new Authorized Capital II; amendment of Sec. 4 (6) of the Articles of Association

Number of shares, for which valid votes have been casted: 26,260,440
Share of the capital represented by the valid votes: 50.50%
Votes in favor: 17,849,895
Votes against: 8,410,545

The proposal of the management has received 67.97% of the votes and was therefore rejected.

MTU regrets the outcome of the vote on item 9 on the agenda of its annual general meeting.
The vote does not presently constrain MTU’s ability to act. Following up on the annual general meeting, we will enter into dialog with our investors to explore the reasons for the rejection of the Board of Management and Supervisory Board’s proposal in its current form. Jointly with our investors, we would like to find a suitable way to submit a new proposal, possibly amended to address any concerns raised, for resolution at next year’s annual general meeting.

Agenda item 10:
Resolution on the reduction of the Conditional Capital; amendment of Sec. 4 (7) of the Articles of Association

Number of shares, for which valid votes have been casted: 26,355,945
Share of the capital represented by the valid votes: 50.68%
Votes in favor: 26,269,875
Votes against: 86,070

The proposal of the management was adopted with 99.67% of the votes.
Agenda item 11:  
Resolution on the authorization to issue convertible bonds and/or warrant-linked bonds, also with the exclusion of a subscription right; creation of Conditional Capital; insertion of a new subsection 8 in Sec. 4 of the Articles of Association

Number of shares, for which valid votes have been casted: 26,263,791  
Share of the capital represented by the valid votes: 50.51%  
Votes in favor: 20,723,507  
Votes against: 5,540,284  

The proposal of the management was adopted with 78.91% of the votes.

Agenda item 12:  
Resolution on the approval of the system of compensation for members of the Management Board

Number of shares, for which valid votes have been casted: 26,268,466  
Share of the capital represented by the valid votes: 50.52%  
Votes in favor: 25,719,394  
Votes against: 549,072  

The proposal of the management was adopted with 97.91% of the votes.