



Financial Statement 2012 | Individual Financial Statement



The Management Report of Tognum AG is combined with the Group Management Report in accordance with Section 315 (3) of the German Commercial Code (HGB) and published in the Group Annual Report 2012.

The Annual Financial Statements and the summarized Management Report of Tognum AG for the year 2012 are filed with the operator of the electronic version of the German Federal Gazette and published in the electronic version of the German Federal Gazette.

The Annual Financial Statements of Tognum AG and the Group Annual Report 2012 can be found on our website www.tognum.com.

Annual Financial Statements 2012 of Tognum AG, Friedrichshafen

- 2 Income Statement
- 3 Balance Sheet
- 4 Notes to the Annual Financial Statements
- 4 Basic Principles and Methods
- 4 Accounting and Valuation Methods
- 5 Currency Translation and Derivative Financial Instruments
- 7 Explanations to the Income Statement
- 10 Explanations to the Balance Sheet
- 14 Other Disclosures
- 29 Shareholdings
- 30 Responsibility Statement
- 31 Auditor's Report

INCOME STATEMENT | BALANCE SHEET

Income Statement

of Tognum AG, Friedrichshafen for the period from 1 January to

31 December 2012

| EUR THOUSAND | Note | 1 Jan 31 Dec. 2011 | 1 Jan 31 Dec. 2012 |
|---|------|--------------------|--------------------|
| | | | |
| Financial result | 1 | 282,651 | 228,331 |
| General administrative costs | | -102,569 | - 108,350 |
| Other operating income | 2 | 81,673 | 94,309 |
| Other operating expenses | 3 | - 27,265 | - 25,899 |
| Results from operating activities | | 234,490 | 188,391 |
| Extraordinary expenses | 5 | - 400 | - 400 |
| Extraordinary result | | - 400 | - 400 |
| Income taxes | 6 | - 48,036 | - 19,504 |
| Net income before profit/loss transfer | 7 | 186,054 | 168,487 |
| Expenditure resulting from a profit and | | | |
| loss transfer agreement | 7 | 0 | - 168,487 |
| Net profit | | 186,054 | 0 |
| Profit carried forward from the previous year | 8 | 99,217 | 93,713 |
| Allocations to profit reserves | 8 | - 93,027 | 0 |
| Accumulated profits | | 192,244 | 93,713 |

Balance Sheet

of Tognum AG, Friedrichshafen as at 31 December 2012

ASSETS

Total equity and liabilities

| EUR THOUSAND | Note | 1 Jan. – 31 Dec. 2011 | 1 Jan 31 Dec. 2012 |
|--|------|-----------------------|--------------------|
| Non-current assets | | | |
| Intangible assets | 9 | 46 | 0 |
| Property, plant and equipment | 10 | 1,024 | 896 |
| Financial investments | 11 | 988,261 | 925,007 |
| | | 989,331 | 925,903 |
| Current assets | | | |
| Receivables and other current assets | 12 | 224,144 | 368,394 |
| Cash and cash equivalents | 13 | 373,237 | 252,090 |
| | | 597,381 | 620,484 |
| Prepaid expenses | | 6 | 1,506 |
| Deferred taxes | 14 | 24,208 | 0 |
| Total assets | | 1,610,926 | 1,547,893 |
| SHAREHOLDERS' EQUITY AND LIABILITIES | | | |
| EUR THOUSAND | Note | 1 Jan 31 Dec. 2011 | 1 Jan 31 Dec. 2012 |
| Equity | | | |
| Share capital | 15 | 131,375 | 131,375 |
| (conditional capital: 13,000 thousand euros) | | | |
| Capital reserves | 16 | 262,642 | 262,642 |
| Profit reserves | 17 | 335,086 | 335,086 |
| Accumulated profits | | 192,244 | 93,713 |
| | | 921,347 | 822,816 |
| Provisions | 18 | 74,465 | 67,467 |
| Liabilities | 19 | 615,114 | 657,610 |

1,610,926

1,547,893

4

Annual Financial Statements 2012 of Tognum AG, Notes

Basic Principles and Methods

Tognum AG prepares its annual financial statements in accordance with the regulations of the German Commercial Code (HGB) and the supplementary provisions of the German Stock Corporation Act (AktG). The items summarised on the balance sheet and in the income statement are disclosed separately in the notes. The annual financial statements are prepared in thousands of euros (EUR thousand).

The income statement is classified in accordance with the cost of sales method and the aspects typical of a holding company (Section 265 of the German Commercial Code). Accordingly, the financial result precedes the remaining items.

General administrative costs include the personnel and material costs of the company's management as well as the central administrative areas. These include in particular controlling, finances and bookkeeping, human resources services, auditing as well as the strategy, communications and legal departments.

The financial result includes income from investments, the interest result and the other financial result.

Tognum AG prepares consolidated annual financial statements and a combined group management report in accordance with the International Financial Reporting Standards (IFRS) in the version valid within the EU. The consolidated annual financial statements are published in the Federal Gazette.

The purpose of the company is the acquisition, disposal and administration of companies involved primarily in the development, manufacture, sales and servicing of combustion engines, gears, systems for centralised and decentralised power generation, injection systems, propeller shafts, fuel cells and gas engines, in addition to their control and monitoring systems, including the accessories and spare parts for vehicles on land, air and water, and stationary applications. The company may also participate directly in the aforementioned activities. Furthermore, the purpose of the company is to provide financial, administrative and commercial services to the Group and to third parties for a fee insofar as no official licence is required.

Accounting and Valuation Methods

Intangible assets are valued at their acquisition costs less scheduled amortisation, tangible assets at their acquisition or manufacturing costs less scheduled depreciation. Shares in affiliated companies as well as investments are valued at their acquisition costs or the lower of cost or market value. Other loans are recognised at their nominal value. Reversals of impairment losses for fixed assets and current assets are undertaken where necessary. Receivables, other assets and cash and cash equivalents are recognised at their nominal value. Receivables are discounted with a term of more than one year if they are non-interest bearing. Identifiable individual risks and general credit risks are taken into account by relevant value adjustments.

Share capital is stated at par value.

Pension provisions are accounted for according to the actuarial projected unit credit method based on an interest rate of 5.06% p.a. (previous year: 5.13% p.a.), taking into account the 2005 G mortality tables of Prof. Klaus Heubeck. In the valuation of pension provisions as at 31 December 2012, an expected salary increase of 2.75% p.a. and an expected pension increase of 2.0% p.a. were also taken into account.

Tax provisions and other provisions are recognised in the settlement amount required in accordance with prudent business judgement. Provisions with a residual term of more than one year are discounted with the average market interest rate of the past seven financial years corresponding to their residual terms, in accordance with Section 253(2)(1) of the German Commercial Code. The obligations in terms of personnel and social security are calculated at the cash value of earned payments, insofar as they relate to proportionally accrued future payments. Liabilities are valued at their repayment amount.

Currency Translation and Derivative Financial Instruments

The acquisition costs of foreign currency transactions are translated on the day of the transactions at the middle spot rate, long-term foreign currency items at the middle spot rate as of the reporting date taking into account the realisation and imparity principle. Foreign currency items with residual terms of up to one year are translated at the middle spot rate as of the reporting date.

As at the balance sheet date, Tognum AG had derivative financial instruments to hedge risks from currency and commodity price changes. These relate to foreign currency forward contracts and commodity swaps.

Currency-related derivative financial instruments

Foreign currency forward contracts are held in the following currencies: pounds sterling, Singapore dollars and US dollars.

Foreign currency forward contracts were concluded with contract partners within the Group as well as with external partners. Where there is a direct hedge relationship between the hedge transactions, these are combined as one valuation unit. For a direct hedge relationship, the nominal amount, currency, maturity terms and forward exchange rates agree so that the results of the combined transactions fully compensate for each other.

Where no valuation units are created, the financial transactions are valued at market prices, and any impending losses resulting from individual transactions are recognised on the income statement. The forward exchange rates quoted as at the balance sheet date are used to determine the market value.

| | Nominal amount in foreign currency in thousand | Market value in EUR thousand | Provisions for onerous contracts in EUR thousand |
|----------------------------|--|---------------------------------|--|
| In valuation unit: | | | |
| to affiliated companies | | | |
| GBP-forward sale | 2,500 | 57 | 0 |
| SGD-forward sale | 21,000 | 310 | 0 |
| SGD-forward sale | 9,000 | - 194 | 0 |
| USD-forward sale | 90,368 | 1,058 | 0 |
| USD-forward sale | 198,372 | - 5,162 | 0 |
| to external counterparties | | | |
| GBP-forward purchase | 2,500 | - 57 | 0 |
| SGD-forward purchase | 9,000 | 194 | 0 |
| SGD-forward purchase | 21,000 | - 310 | 0 |
| USD-forward sale | 198,372 | 5,162 | 0 |
| USD-forward sale | 90,368 | - 1,058 | 0 |
| Not in valuation unit: | | | |
| to external counterparties | | | |
| GBP-forward purchase | 2,500 | 12 | 0 |
| USD-forward purchase | 500 | - 8 | - 8 |
| USD-forward sale | 17,000 | 271 | 0 |

The following table shows the type and extent of the currency hedges, including the calculated market values as at the balance sheet date and the provisions for onerous contracts:

Commodities-related derivative financial instruments

Commodity swaps are held exclusively in euros. The existing commodity swaps were concluded both with partners within the Group and with external contractual partners and serve to hedge the risk of commodity price changes from the purchase agreements concluded with suppliers of the operating Group companies.

Therefore, for all commodities hedging transactions concluded with external contract partners, there is a direct hedging relationship with hedging transactions that were concluded with contract partners within the Group. These are combined in a valuation unit. For direct hedging relationships, commodities specification, hedging and reference prices, quantities per month as well as billing terms and dates agree so that the results of the combined transactions can be fully compensated.

The calculations of the market values of the commodities hedging transactions are made available to Tognum AG by external counterparties. As at the balance sheet date, some of the existing commodity swaps had negative market values that resulted in a balance sheet recognition (onerous contracts) pursuant to the accounting in accordance with the German Commercial Code accounting without the creation of valuation units.

The following table shows the type and extent of the commodity hedging, including the calculated market values as at the balance sheet date:

| | Hedged volume | Market value | Onerous contracts |
|---------------------------------|----------------|-----------------|-------------------|
| COMMODITIES HEDGING TRANSACTION | in metric tons | in EUR thousand | in EUR thousand |
| In valuation units: | | | |
| to affiliated companies | | | |
| Commodity swap aluminium | 1,320 | 79 | 0 |
| Commodity swap diesel | 2,106 | 98 | 0 |
| Commodity swap diesel | 4,991 | -144 | 0 |
| Commodity swap copper | 180 | 18 | 0 |
| Commodity swap copper | 450 | - 96 | 0 |
| Commodity swap nickel | 54 | 50 | 0 |
| Commodity swap nickel | 18 | - 7 | 0 |
| Commodity swap steel | 6,190 | 940 | 0 |
| to external counterparties | | | |
| Commodity swap aluminium | 1,320 | - 79 | 0 |
| Commodity swap diesel | 4,991 | 144 | 0 |
| Commodity swap diesel | 2,106 | - 98 | 0 |
| Commodity swap copper | 450 | 96 | 0 |
| Commodity swap copper | 180 | - 18 | 0 |
| Commodity swap nickel | 18 | 7 | 0 |
| Commodity swap nickel | 54 | - 50 | 0 |
| Commodity swap steel | 6,190 | - 940 | 0 |

Explanations to the Income Statement

1 | Financial result

| EUR THOUSAND | 1 Jan 31 Dec. 2011 | 1 Jan 31 Dec. 2012 |
|--|--------------------|--------------------|
| | | |
| Income from investments | | |
| Income from Profit and Loss Transfer Agreement | 290,963 | 257,748 |
| Income from investments | 1,500 | 900 |
| thereof affiliated companies | 292,463 | 258,648 |
| Interest result | | |
| Income from long-term loan receivables | 3,437 | 0 |
| Interests and other income | 4,588 | 4,961 |
| thereof affiliated companies | 2,252 | 3,544 |
| Interests and other expenses | - 12,057 | - 17,810 |
| thereof affiliated companies | - 2,295 | - 1,328 |
| of which accumulation of long-term provisions | - 1,839 | - 2,254 |
| | - 4,032 | - 12,849 |
| Other financial results | | |
| Income from foreign currency translation | 7,746 | 7,012 |
| Expenses from foreign currency translation | -13,526 | - 17,476 |
| Amortisation of financial assets | 0 | - 7,004 |
| | - 5,780 | - 17,468 |
| Total financial result | 282,651 | 228,331 |

2 | Other operating income

Other operating income comprises primarily income from internal Group allocations to the amount of 76,902 thousand euros (previous year: 76,511 thousand euros) as well as income for other accounting periods amounting to 5,616 thousand euros (previous year: 3,363 thousand euros).

3 Other operating expenses

Other operating expenses comprise primarily expenses from internal Group allocations amounting to 19,885 thousand euros (previous year: 18,349 thousand euros) and from the addition of other provisions. This also includes expenses for other accounting periods totalling 170 thousand euros (previous year: 2.921 thousand euros).

4 | Personnel expenses

| | 69,746 | 69,108 |
|--|-----------------------|--------------------|
| thereof pension costs | 2,527 | 2,243 |
| Social security, post-employment and welfare costs | 9,053 | 9,176 |
| Wages and salaries | 60,693 | 59,932 |
| EUR THOUSAND | 1 Jan. – 31 Dec. 2011 | 1 Jan 31 Dec. 2012 |

NUMBER OF EMPLOYEES (ANNUAL AVERAGE)

| | Number of employees 2011 | Number of employees 2012 |
|-------------------|-----------------------------|-----------------------------|
| | | employees 2012 |
| Workers/employees | 607 | 663 |
| Internships | 29 | 28 |
| | 636 | 691 |

5 | Extraordinary expenses

In accordance with Article 67(1)(1) of the Introductory Law of the German Commercial Code (EGHGB), extraordinary expenses include the expense arising from the valuation adjustments to pensions and similar obligations as a result of adopting the provisions of the German Accounting Law Modernisation Act (BilMoG) on a pro rata basis at one fifteenth, which remains unchanged at 400 thousand euros.

6 | Taxes on income and earnings

A Domination and Profit and Loss Transfer Agreement was concluded between Tognum AG and Engine Holding GmbH on 25 September 2012. As a result of the entry of this agreement in the relevant commercial register on 19 December 2012, an integrated tax group was established pursuant to German tax regulations between Engine Holding GmbH (controlling company) and Tognum AG (dependent company) for corporation and trade tax purposes retroactively to 1 January 2012. In accordance with this, the taxable income of Tognum AG including all German companies within the integrated tax group is assigned to Engine Holding GmbH as of 2012, where it is subject to German corporation and trade tax. As a result of this tax situation, disclosure of the actual income tax expense is required at the level of the controlling company, Engine Holding GmbH.

The income tax recognised in the financial year just ended amounting to 19.5 million euros is broken down as follows:

| | 48,035 | 19,505 |
|--|--------------------|--------------------|
| Deferred income taxes | - 286 | 24,208 |
| Current income taxes | 48,321 | - 4,703 |
| TAXES ON INCOME AND EARNINGS EUR THOUSAND | 1 Jan 31 Dec. 2011 | 1 Jan 31 Dec. 2012 |

Current income taxes comprise corporation taxes plus the solidarity surcharge and trade tax from previous tax assessment periods, in addition to corporation taxes plus the solidarity surcharge for the current financial year in accordance with Section 16 of the German Corporation Tax Act on the compensation payment to be made by Engine Holding GmbH and the minority shareholders of Tognum AG.

Deferred income taxes result from the derecognition of deferred taxes that had previously been recognised at Tognum AG (as the former controlling company) for the former Tognum tax group.

7 | Net income before profit and loss transfer

A Domination and Profit and Loss Transfer Agreement was concluded with Engine Holding GmbH, Friedrichshafen (District Court of Ulm under HRB 727641) on 25 September 2012, which was approved by the General Meeting of Tognum AG held on 15 November 2012 and the shareholders meeting of Engine Holding GmbH held on 25/27 September 2012. Entry in the Commercial Register took place on 19 December 2012. On the basis of the Domination and Profit and Loss Transfer Agreement, a profit of 168,487 thousand euros was transferred to Engine Holding GmbH, Friedrichshafen.

8 | Accumulated profits

At the Annual General Meeting held on 5 June 2012 in Friedrichshafen, it was decided that the accumulated profits from the 2011 financial year amounting to 192,244 thousand euros be used to pay a dividend of a total of 98,531 thousand euros (0.75 euros per share). The remaining amount of 93,713 thousand euros was carried forward to the new year.

Explanations to the Balance Sheet

9 | Intangible assets

Only software used for data processing, including licences, is recognised in intangible assets.

| EUR THOUSAND | Concessions, industrial property rights | Payments made in advance and plant under construction | Total |
|-----------------------------|---|---|-------|
| Historical costs | | | |
| Balance at 1 Jan. 2012 | 399 | 0 | 399 |
| Additions | 0 | 0 | 0 |
| Transfers | 0 | 0 | 0 |
| Disposals | 0 | 0 | 0 |
| Balance at 31 Dec. 2012 | 399 | 0 | 399 |
| Amortisation and impairment | | | |
| Balance at 1 Jan. 2012 | 353 | 0 | 353 |
| Current year | 46 | 0 | 46 |
| Disposals | 0 | 0 | 0 |
| Balance at 31 Dec. 2012 | 399 | 0 | 399 |
| Carrying amount | | | |
| Balance at 31 Dec. 2011 | 46 | 0 | 46 |
| Balance at 31 Dec. 2012 | 0 | 0 | 0 |

10 | Property, plant and equipment

No investments were made in the financial year.

| EUR THOUSAND | Other equipment, fixtures and furnishings | Payments made in advance and plant under construction | Total |
|-----------------------------|---|---|-------|
| Historical costs | | | |
| Balance at 1 Jan. 2012 | 1,475 | 0 | 1,475 |
| Additions | 0 | 0 | 0 |
| Transfers | 0 | 0 | 0 |
| Disposals | 0 | 0 | 0 |
| Balance at 31 Dec. 2012 | 1,475 | 0 | 1,475 |
| Amortisation and impairment | | | |
| Balance at 1 Jan. 2012 | 451 | 0 | 451 |
| Current year | 128 | 0 | 128 |
| Disposals | 0 | 0 | 0 |
| Balance at 31 Dec. 2012 | 579 | 0 | 579 |
| Carrying amount | | | |
| Balance at 31 Dec. 2011 | 1,024 | 0 | 1,024 |
| Balance at 31 Dec. 2012 | 896 | 0 | 896 |

11 | Financial investments

| EUR THOUSAND | 1 Jan. – 31 Dec. 2011 | 1 Jan 31 Dec. 2012 |
|--|-----------------------|--------------------|
| | | |
| Shares in affiliated companies | 920,499 | 917,407 |
| Participations | 12,141 | 0 |
| Loans given to affiliated companies | 6,000 | 7,600 |
| Loans to companies in which participating interests are held | 49,621 | 0 |
| | 988,261 | 925,007 |

| EUR THOUSAND | Shares in affiliated companies | Participations | Loans given to affiliated companies | Loans to companies in which participating interests are held |
|---|--------------------------------|----------------|-------------------------------------|--|
| Historical costs | | | | |
| Balance at 1 Jan. 2012 | 920,499 | 12,141 | 6,000 | 49,621 |
| Additions | 3,912 | 0 | 1,600 | 0 |
| Disposals | 0 | 12,141 | 0 | 49,621 |
| Balance at 31 Dec. 2012 | 924,411 | 0 | 7,600 | 0 |
| Amortisation and impairment Balance at 1 Jan. 2012 | | 0 | 0 | 0 |
| Additions | 7,004 | 0 | 0 | 0 |
| Disposals | 0 | 0 | 0 | 0 |
| Balance at 31 Dec. 2012 | 7,004 | 0 | 0 | 0 |
| Carrying amount | | | | |
| Balance at 31 Dec. 2011 | 920,499 | 12,141 | 6,000 | 49,621 |
| Balance at 31 Dec. 2012 | 917,407 | 0 | 7,600 | 0 |

12 | Receivables and other assets

| EUR THOUSAND | 1 Jan. – 31 Dec. 2011 | 1 Jan 31 Dec. 2012 |
|--|-----------------------|--------------------|
| Trade receivables | 89 | 56 |
| Receivables from affiliated companies | 188,517 | 332,056 |
| Receivables from other long-term investees and investors | 3,537 | 0 |
| Other current assets | 32,001 | 36,282 |
| thereof taxes | 22,614 | 34,739 |
| of which with a residual term of more than one year | 410 | 0 |
| | 224,144 | 368,394 |

Receivables from affiliated companies primarily relate to financial transactions.

13 | Cash and cash equivalents

Bank balances are recognised at their nominal value and amounted to 252,090 thousand euros at the end of the past financial year (previous year: 373,237 thousand euros).

14 | Deferred taxes

In view of the new tax situation of Tognum AG following the Domination and Profit and Loss Transfer Agreement that came into effect in 2012, no deferred taxes were disclosed in the individual financial statements (previous year: deferred tax assets amounted to 24.2 million euros). The corresponding amount from the previous year was derecognised through profit and loss and results in a corresponding reduction in net profits and the subsequent transfer of the profit to Engine Holding GmbH.

15 | Subscribed capital

Share capital amounted to 131,375 thousand euros (previous year: 131,375 thousand euros), consisting of 131,375,000 no-par-value bearer shares with a proportional amount of the share capital of 1.00 euro for each individual share. With the approval of the Supervisory Board, the Executive Board is authorised to increase the share capital, once or several times, up to a total of 48,663 thousand euros until 17 May 2015 by issuing new no-par-value bearer shares for cash and/or compensation in kind.

The parent company that prepares consolidated financial statements for the largest group of companies is Engine Holding GmbH, Friedrichshafen. Tognum AG prepares the consolidated financial statements for the smallest group fo companies. The consolidated financial statements prepared by Engine Holding GmbH is published in the Federal Gazette.

16 | Capital reserve

The capital reserve amounts to 262,642 thousand euros (previous year: 262, 642 thousand euros).

17 | Profit reserves

Profit reserves amount to 335,086 thousand euros (previous year: 335,086 thousand euros).

18 | Provisions

| EUR THOUSAND | 1 Jan. – 31 Dec. 2011 | 1 Jan 31 Dec. 2012 | |
|------------------------|-----------------------|--------------------|--|
| | | | |
| Provision for pensions | 28.550 | 33.795 | |
| Provision for taxes | 17.681 | 17.186 | |
| Other provisions | 28.234 | 16.486 | |
| | 74.465 | 67.467 | |

The pension obligations of Tognum AG are fully covered by pension provisions which are determined in accordance with actuarial principles. The pension provisions not recognised in accordance with Section 67(2) of the Introductory Act on the German Commercial Code amounted to 4,798 thousand euros (previous year: 5,198 thousand euros).

The indirect pension obligation from the underfunding at the pension fund of 1,111 thousand euros (previous year: 995 thousand euros) is not recognised in the liabilities.

In future, Tognum will provide a defined amount for each employee – converted to a capital unit – which will be credited to a notional account. On commencement of retirement, the capital unit is converted and a lifelong pension will be paid out. In the context of the pension promise, each employee has the additional option of increasing the pension account through salary conversion.

Tax provisions relate primarily to taxes which have not yet been finally assessed.

Other provisions relate mainly to personnel provisions.

19 | Liabilities

| | | of which with a r | | |
|---------------------------------------|--------------------------|-------------------|-----------|----------------------|
| EUR THOUSAND | 1 Jan. – 31 Dec. 2012 | up to 1 year | 1-5 years | more than 5 years |
| Liabilities to financial institutions | 250,605 | 605 | 250,000 | 0 |
| Trade payables | 5,860 | 5,860 | 0 | 0 |
| Liabilities to affiliated parties | 388,592 | 388,592 | 0 | 0 |
| thereof attributable to shareholders | 142,772 | 142,772 | | |
| Other liabilities | 12,553 | 12,553 | 0 | 0 |
| thereof taxes | 6,307 | 6,307 | 0 | 0 |
| thereof social security | 230 | 230 | 0 | 0 |
| Total liabilities | 657,610 | 407,610 | 250,000 | 0 |

| | | of which with a re | | |
|---------------------------------------|-----------------------|--------------------|-----------|----------------------|
| EUR THOUSAND | 1 Jan 31 Dec. 2011 | up to 1 year | 1-5 years | more than 5 years |
| Liabilities to financial institutions | 426,094 | 151 | 425,943 | 0 |
| Trade payables | 3,866 | 3,866 | 0 | 0 |
| Liabilities to affiliated parties | 172,492 | 172,492 | 0 | 0 |
| Other liabilities | 12,662 | 12,662 | 0 | 0 |
| thereof taxes | 5,688 | 5,688 | 0 | 0 |
| thereof social security | 242 | 242 | 0 | 0 |
| Total liabilities | 615,114 | 189,171 | 425,943 | 0 |

Liabilities to affiliated parties amounting to 168,487 thousand euros relate to financial transactions and to the transfer of profits as a result of the Domination and Profit and Loss Transfer Agreement concluded with Engine Holding GmbH, Friedrichshafen. Other liabilities primarily include liabilities arising from personnel and social security obligations.

Other Disclosures

20 | Contingent liabilities

As at the balance sheet date, there were contingent liabilities amounting to 286,836 thousand euros (previous year: 330,079 thousand euros). The obligations from warranty agreements entered into with third parties in favour of affiliated parties were not recognised in liabilities, as the underlying liabilities are likely to be met by the affiliated parties and are therefore not expected to be used.

21 Other financial obligations

Other financial obligations from vehicle leasing agreements amounted to 221 thousand euros as at the balance sheet date.

22 | Executive bodies

The total remuneration for members of the Executive Board in the year under review amounted to 3,857 thousand euros. As at the balance sheet date, pension obligations amounting to 3,635 thousand euros were provided for active members of the Executive Board. The expenditure incurred for this purpose during the financial year totalled 1,084 thousand euros. Provisions not included in the balance sheet due to the application of the transitional provision in accordance with Article 67(2) of the Introductory Law of the German Commercial Code amounted to 169 thousand euros for active members of the Executive Board. In accordance with the arrangements under the share-based remuneration programme (Long-Term Incentive Concept or LTIC programme), provisions created for active Executive Board members totalled 2,300 thousand euros. The expenditure incurred for this purpose during the financial year amounted to 927 thousand euros.

Please refer to the remuneration report in the combined management report for the company and the group for details of the remuneration for members of the Executive Board and the Supervisory Board. An amount of 8,995 thousand euros has been provided for pension obligations to former Executive Board members and their surviving dependants, including the Executive Board members who resigned from office in 2012. As a result of adopting the provisions of the German Accounting Law Modernisation Act, provisions not included in the balance sheet due to the application of the transitional provision in accordance with Article 67(2) of the Introductory Law of the German Commercial Code amounted to 1,147 thousand euros. The current remuneration for former Executive Board members and their surviving dependants amount to 1,008 thousand euros. The provisions for former Executive Board members in accordance with arrangements under the LTIC programme amounted to 2,190 thousand euros. The expenditure incurred for this purpose during the financial year totalled 482 thousand euros.

23 | Auditing and consulting fees

We refer to the disclosures in the consolidated financial statements of Tognum AG.

24 | German Corporate Governance Code

In November 2012, the Executive Board and the Supervisory Board issued their latest updated declaration of compliance in accordance with Section 161 of the German Stock Corporation Act and made it available for download on the company's website (www.tognum.com).

25 | Notification of voting rights in accordance with the German Securities Trading Act (WpHG)

In a letter dated 14 November 2007, ING Groep N.V., with registered offices in 1081 KL Amsterdam/ Netherlands, notified us in accordance with Section 21(1) of the German Securities Trading Act that its share of voting rights in Tognum AG, Friedrichshafen/Germany, ISIN: DE000A0N4P43, WKN: A0N4P4 had exceeded the threshold of 5% on 24 October 2007 and on this date amounted to 5.02% (this corresponds to 6,590,983 voting rights). Of these votes, its share of 5.02% (6,590,983 voting rights) was to be attributed in accordance with Section 22(1)(1)(1) and Section 22(2) of the German Securities Trading Act. Attributed voting rights were held by the following companies controlled by it, whose share of voting rights in Tognum AG in each case amounted to 3% or more:

- Nationale Nederlanden Levensverzekering Maatschappij N.V.
- Nationale-Nederlanden Nederland B.V.
- ING SFE B.V.
- ING Verzekeringen Nederland N.V.
- ING Verzekeringen N.V.

On 25 July 2008, Daimler AG, Stuttgart/Germany notified us in accordance with Section 21(1) of the German Securities Trading Act that the share of voting rights of Daimler Vermögens- und Beteiligungsgesellschaft mbH, Stuttgart/Germany in Tognum AG, Friedrichshafen/Germany, ISIN: DE000A0N4P43, WKN: A0N4P4 had exceeded the threshold of 25% on 23 July 2008 and now amounted to 25.00000076% (this corresponds to 32843751 voting rights). On 25 July 2008, Daimler AG, Stuttgart/Germany also notified us in accordance with Section 21(1) of the German Securities Trading Act that its share of voting rights in Tognum AG, Friedrichshafen/Germany, ISIN: DE000A0N4P43, WKN: A0N4P4 had exceeded the threshold of 25% on 23 July 2008 and now amounted to 25.00000076% (this corresponds to 32,843,751 voting rights). All voting rights in Tognum AG from shares that were held by Daimler Vermögens- und Beteiligungsgesell-schaft mbH, Stuttgart/Germany, which is controlled by Daimler AG, were attributed to Daimler AG, Stuttgart/Germany in accordance with Section 22(1)(1)(1) of the German Securities Trading Act.

The following voting rights announcement was published in English:

On 25 February 2009, Arnhold and S. Bleichroeder Holdings, Inc., New York/USA informed us according to Section 21 (1) of the WpHG that, via shares, its voting rights on Tognum AG, Friedrichshafen/ Deutschland, ISIN: DE000A0N4P43, WKN: A0N4P4 have exceeded the 3% limit of the voting rights on 24 February 2009 and amount to 3.08% (this corresponds to 4,045,130 voting rights) on this date. All of these voting rights (this corresponds to 4,045,130 voting rights) are attributed to Arnhold and S. Bleichroeder Holdings, Inc. according to Section 22 (1) (1) (6) in connection with Section 22 (2) WpHG.

The following voting rights announcement was published in English:

BlackRock, Inc., New York, USA has notified us pursuant to section 21 (1) WpHG that its percentage of voting rights in our company exceeded the threshold of 3% on October 5, 2010 and amounts to 3.006% (3949203 voting rights) as per this date. Of these voting rights, 3.006% (3949203 voting rights) are to be attributed to BlackRock, Inc. pursuant to section 22 (1) sentence 1 no. 6 WpHG in connection with sentence 2 WpHG.

The following voting rights announcement was published in English:

On March 8, 2011 ING SFE B.V., Rotterdam, Nederland has notified us pursuant to section 21 (1) WpHG that its percentage of voting rights in our company falling below the thresholds of 5% and 3% on December 31, 2007 and amounts to 0,00% (0,00 voting rights) as per this date.

The following voting rights announcement was published in English:

On March 22, 2011 BlackRock, Inc., New York, U.S.A. has notified us pursuant to section 21 (1) WpHG that its percentage of voting rights in our company fell below the threshold of 3% on March 11, 2011 and amounts to 2.87% (3774159 voting rights) as per this date. Of these voting rights, 2.87% (3774159 voting rights) are to be attributed to BlackRock, Inc. pursuant to section 22 (1) sentence 1 no. 6 WpHG in connection with sentence 2 WpHG.

On 11 July 2011, Daimler AG, Stuttgart/Germany notified us in accordance with Section 21(1) of the German Securities Trading Act that its share of voting rights in Tognum AG, Friedrichshafen/Germany, ISIN: DE000A0N4P43, WKN: A0N4P4 had exceeded the threshold of 30% on 11 July 2011 and on this date amounted to 30.05% (this corresponds to 39,484,376 voting rights).

Of these votes, 29.95% (39,343,751 voting rights) were to be attributed to Daimler AG, Stuttgart/Germany in accordance with Section 22(1)(1)(1) of the German Securities Trading Act and 0.11% (140,625 voting rights) in accordance with Section 22(1)(1)(2) in conjunction with Section 22(1)(2) of the German Securities Trading Act. Voting rights attributed to Daimler AG, Stuttgart/Germany in accordance with Section 22(1)(1)(1) of the German Securities Trading Act were held among others by Daimler Vermögens- und Beteiligungsgesellschaft mbH, Stuttgart/Germany which is controlled by Daimler AG and whose share of voting rights in Tognum AG amounted to 3% or more.

1. On 11 August 2011, Engine Holding GmbH, Stuttgart/Germany notified us in accordance with Section 21(1) of the German Securities Trading Act that its share of voting rights in Tognum AG, Friedrichshafen/ Germany, ISIN: DE000A0N4P43, WKN: A0N4P4 had exceeded the threshold of 3% on 11 August 2011 and on this date amounted to 4.10% (this corresponds to 5,390,821 voting rights).

2. On 11 August 2011, Vinters International Ltd., Derby/Great Britain notified us in accordance with Section 21(1) of the German Securities Trading Act that its share of voting rights in Tognum AG, Friedrichshafen/Germany, ISIN: DE000A0N4P43, WKN: A0N4P4 had exceeded the threshold of 3% on 11 August 2011 and on this date amounted to 4.10% (this corresponds to 5,390,821 voting rights).

Of this amount, its share of 4.10% (5390821 voting rights) was to be attributed in accordance with Section 22(1)(1)(1) of the German Securities Trading Act. Attributed voting rights were held by the following company controlled by it, whose share of the voting rights in Tognum AG in each case amounted to 3% or more: Engine Holding GmbH.

3. On 11 August 2011, Vinters Engineering plc, Derby/Great Britain notified us in accordance with Section 21(1) of the German Securities Trading Act that its share of voting rights in Tognum AG, Friedrichshafen/Germany, ISIN: DE000A0N4P43, WKN: A0N4P4 had exceeded the threshold of 3% on 11 August 2011 and on this date amounted to 4.10% (this corresponds to 5,390,821 voting rights).

Of this amount, its share of 4.10% (5390821 voting rights) was to be attributed in accordance with Section 22(1)(1)(1) of the German Securities Trading Act. Attributed voting rights were held by the following company controlled by it, whose share of the voting rights in Tognum AG in each case amounted to 3% or more: Vinters International Ltd., Engine Holding GmbH.

4. On 11 August 2011, Vinters plc, Derby/Great Britain notified us in accordance with Section 21(1) of the German Securities Trading Act that its share of voting rights in Tognum AG, Friedrichshafen/Germany, ISIN: DE000A0N4P43, WKN: A0N4P4 had exceeded the threshold of 3% on 11 August 2011 and on this date amounted to 4.10% (this corresponds to 5,390,821 voting rights).

Of this amount, its share of 4.10% (5390821 voting rights) was to be attributed in accordance with Section 22(1)(1)(1) of the German Securities Trading Act. Attributed voting rights were held by the following company controlled by it, whose share of the voting rights in Tognum AG in each case amounted to 3% or more: Vinters Engineering plc, Vinters International Ltd., Engine Holding GmbH.

5. On 11 August 2011, Rolls-Royce plc, London/Great Britain notified us in accordance with Section 21(1) of the German Securities Trading Act that its share of voting rights in Tognum AG, Friedrichshafen/Germany, ISIN: DE000A0N4P43, WKN: A0N4P4 had exceeded the threshold of 3% on 11 August 2011 and on this date amounted to 4.10% (this corresponds to 5,390,821 voting rights).

Of this amount, its share of 4.10% (5,390,821 voting rights) was to be attributed in accordance with Section 22(1)(1)(1) of the German Securities Trading Act. Attributed voting rights were held by the following companies controlled by it, whose share of voting rights in Tognum AG in each case amounted to 3% or more: Vinters plc, Vinters Engineering plc, Vinters International Ltd., Engine Holding GmbH.

6. On 11 August 2011, Rolls-Royce Group plc, London/Great Britain notified us in accordance with Section 21(1) of the German Securities Trading Act that its share of voting rights in Tognum AG, Friedrichshafen/Germany, ISIN: DE000A0N4P43, WKN: A0N4P4 had exceeded the threshold of 3% on 11 August 2011 and on this date amounted to 4.10% (this corresponds to 5,390,821 voting rights).

Of this amount, its share of 4.10% (5,390,821 voting rights) was to be attributed in accordance with Section 22(1)(1)(1) of the German Securities Trading Act. Attributed voting rights were held by the following companies controlled by it, whose share of voting rights in Tognum AG in each case amounted to 3% or more: Rolls-Royce plc, Vinters plc, Vinters Engineering plc, Vinters International Ltd., Engine Holding GmbH.

7. On 11 August 2011, Rolls-Royce Holdings plc, London/Great Britain notified us in accordance with Section 21(1) of the German Securities Trading Act that its share of voting rights in Tognum AG, Friedrichshafen/Germany, ISIN: DE000A0N4P43, WKN: A0N4P4 had exceeded the threshold of 3% on 11 August 2011 and on this date amounted to 4.10% (this corresponds to 5,390,821 voting rights).

Of this amount, its share of 4.10% (5,390,821 voting rights) was to be attributed in accordance with Section 22(1)(1)(1) of the German Securities Trading Act. Attributed voting rights were held by the following companies controlled by it, whose share of voting rights in Tognum AG in each case amounted to 3% or more: Rolls-Royce Group plc, Rolls-Royce plc, Vinters plc, Vinters Engineering plc, Vinters International Ltd., Engine Holding GmbH.

1. On 7 September 2011, Engine Holding GmbH, Stuttgart/Germany notified us in accordance with Section 25(1) of the German Securities Trading Act that its share of the voting rights, by the addition of its voting rights in accordance with Section 21 of the German Securities Trading Act and of voting rights that could be acquired unilaterally based on a directly held financial instrument on 7 September 2011, had exceeded the threshold of 5% on 2 September 2011 and on this date amounted to a total of 5.05% (6,640,821 voting rights).

Of this amount, the share of the voting rights that had been acquired based on the financial instrument amounted to 0.95% (1,250,000 voting rights), and the share of the voting rights in accordance with Section 21 of the German Securities Trading Act amounted to 4.10% (5,390,821 voting rights).

2. On 7 September 2011, Vinters International Ltd., Derby/Great Britain notified us in accordance with Section 25(1) of the German Securities Trading Act that its share of the voting rights, by the addition of its voting rights in accordance with Sections 21 and 22 of the German Securities Trading Act and of voting rights that could be acquired unilaterally based on a directly held financial instrument on 7 September 2011, had exceeded the threshold of 5% on 2 September 2011 and on this date amounted to a total of 5.05% (6,640,821 voting rights).

Of this amount, the share of the voting rights that had been acquired based on the financial instrument amounted to 0.95% (1,250,000 voting rights), and the share of the voting rights in accordance with Sections 21 and 22 of the German Securities Trading Act amounted to 4.10% (5,390,821 voting rights).

Its indirectly held financial instrument is held by the following company controlled by it: Engine Holding GmbH.

3. On 7 September 2011, Vinters Engineering plc, Derby/Great Britain notified us in accordance with Section 25(1) of the German Securities Trading Act that its share of the voting rights, by the addition of its voting rights in accordance with Sections 21 and 22 of the German Securities Trading Act and of voting rights that could be acquired unilaterally based on a directly held financial instrument on 7 September 2011, had exceeded the threshold of 5% on 2 September 2011 and on this date amounted to a total of 5.05% (6,640,821 voting rights).

Of this amount, the share of the voting rights that had been acquired based on the financial instrument amounted to 0.95% (1,250,000 voting rights), and the share of the voting rights in accordance with Sections 21 and 22 of the German Securities Trading Act amounted to 4.10% (5,390,821 voting rights).

Its indirectly held financial instrument is held by the following companies controlled by it: Vinters International Ltd., Engine Holding GmbH.

4. On 7 September 2011, Vinters plc, Derby/Great Britain notified us in accordance with Section 25(1) of the German Securities Trading Act that its share of the voting rights, by the addition of its voting rights in accordance with Sections 21 and 22 of the German Securities Trading Act and of voting rights that could be acquired unilaterally based on a directly held financial instrument on 7 September 2011, had exceeded the threshold of 5% on 2 September 2011 and on this date amounted to a total of 5.05% (6,640,821 voting rights).

Of this amount, the share of the voting rights that had been acquired based on the financial instrument amounted to 0.95% (1,250,000 voting rights), and the share of the voting rights in accordance with Sections 21 and 22 of the German Securities Trading Act amounted to 4.10% (5,390,821 voting rights).

Its indirectly held financial instrument is held by the following companies controlled by it: Vinters Engineering plc, Vinters International Ltd., Engine Holding GmbH.

5. On 7 September 2011, Rolls-Royce plc, London/Great Britain notified us in accordance with Section 25(1) of the German Securities Trading Act that its share of the voting rights, by the addition of its voting rights in accordance with Sections 21 and 22 of the German Securities Trading Act and of voting rights that could be acquired unilaterally based on a directly held financial instrument on 7 September 2011, had exceeded the threshold of 5% on 2 September 2011 and on this date amounted to a total of 5.05% (6,640,821 voting rights).

Of this amount, the share of the voting rights that had been acquired based on the financial instrument amounted to 0.95% (1,250,000 voting rights), and the share of the voting rights in accordance with Sections 21 and 22 of the German Securities Trading Act amounted to 4.10% (5,390,821 voting rights).

Its indirectly held financial instrument is held by the following companies controlled by it: Vinters plc, Vinters Engineering plc, Vinters International Ltd., Engine Holding GmbH.

6. On 7 September 2011, Rolls-Royce Group plc, London/Great Britain notified us in accordance with Section 25(1) of the German Securities Trading Act that its share of the voting rights, by the addition of its voting rights in accordance with Sections 21 and 22 of the German Securities Trading Act and of voting rights that could be acquired unilaterally based on a directly held financial instrument on 7 September 2011, had exceeded the threshold of 5% on 2 September 2011 and on this date amounted to a total of 5.05% (6,640,821 voting rights).

Of this amount, the share of the voting rights that had been acquired based on the financial instrument amounted to 0.95% (1,250,000 voting rights), and the share of the voting rights in accordance with Sections 21 and 22 of the German Securities Trading Act amounted to 4.10% (5,390,821 voting rights).

Its indirectly held financial instrument is held by the following companies controlled by it: Rolls-Royce plc, Vinters plc, Vinters Engineering plc, Vinters International Ltd., Engine Holding GmbH.

7. On 7 September 2011, Rolls-Royce Holdings plc, London/Great Britain notified us in accordance with Section 25(1) of the German Securities Trading Act that its share of the voting rights, by the addition of its voting rights in accordance with Sections 21 and 22 of the German Securities Trading Act and of voting rights that had been acquired unilaterally based on a directly held financial instrument on 7 September 2011, had exceeded the threshold of 5% on 2 September 2011 and on this date amounted to a total of 5.05% (6,640,821 voting rights).

Of this amount, the share of the voting rights that had been acquired based on the financial instrument amounted to 0.95% (1,250,000 voting rights), and the share of the voting rights in accordance with Sections 21 and 22 of the German Securities Trading Act amounted to 4.10% (5,390,821 voting rights).

Its indirectly held financial instrument is held by the following companies controlled by it: Rolls-Royce Group plc, Rolls-Royce plc, Vinters plc, Vinters Engineering plc, Vinters International Ltd., Engine Holding GmbH.

1. Engine Holding GmbH, Stuttgart/Germany notified us in accordance with Section 21(1) of the German Securities Trading Act that its share of voting rights in Tognum AG, Friedrichshafen/Germany, ISIN: DE000A0N4P43, WKN: A0N4P4 had exceeded the thresholds of 5%, 10%, 15%, 20%, 25%, 30%, 50% and 75% on 7 September 2011 and on this date amounted to 97.71% (this corresponds to 128,361,297 voting rights).

Of this amount, a share of the voting rights amounting to 0.95% (corresponding to 1,250,000 voting rights) had been acquired by exercising a right granted by a financial instrument to acquire shares in accordance with Section 25(1)(1) of the German Securities Trading Act.

2. Daimler AG, Stuttgart/Germany notified us in accordance with Section 21(1) of the German Securities Trading Act that its share of voting rights in Tognum AG, Friedrichshafen/Germany, ISIN: DE000A0N4P43, WKN: A0N4P4 had exceeded the thresholds of 50% and 75% on 7 September 2011 and on this date amounted to 97.71% (this corresponds to 128,361,297 voting rights).

Of this amount, a share of the voting rights amounting to 0.95% (corresponding to 1,250,000 voting rights) had been acquired by exercising a right granted by a financial instrument to acquire shares in accordance with Section 25(1)(1) of the German Securities Trading Act.

All voting rights were attributed to Daimler AG in accordance with Section 22(1)(1)(1) of the German Securities Trading Act. Attributed voting rights were held by the following company controlled by it, whose share of the voting rights in Tognum AG in each case amounted to 3% or more: Engine Holding GmbH.

All voting rights were additionally attributed to Daimler AG in accordance with Section 22(2) of the German Securities Trading Act. In this case, voting rights were attributed to Daimler AG by the following shareholders, whose share of the voting rights in Tognum AG in each case amounted to 3% or more: Engine Holding GmbH.

3. Daimler AG, Stuttgart/Germany as the parent company of Daimler Vermögens- und Beteiligungsgesellschaft mbH, Stuttgart/Germany notified us in accordance with Section 21(1) of the German Securities Trading Act in conjunction with Section 24 of the German Securities Trading Act that the share of voting rights of Daimler Vermögens- und Beteiligungsgesellschaft mbH in Tognum AG, Friedrichshafen/Germany, ISIN: DE000A0N4P43, WKN: A0N4P4 had fallen below the thresholds of 25%, 20%, 15%, 10%, 5% and 3% on 7 September 2011 and on this date amounted to 0.00% (this corresponds to 0 voting rights).

4. Vinters International Ltd., Derby/Great Britain notified us in accordance with Section 21(1) of the German Securities Trading Act that its share of voting rights in Tognum AG, Friedrichshafen/Germany, ISIN: DE000A0N4P43, WKN: A0N4P4 had exceeded the thresholds of 5%, 10%, 15%, 20%, 25%, 30%, 50% and 75% on 7 September 2011 and on this date amounted to 97.71% (this corresponds to 128,361,297 voting rights).

Of this amount, a share of the voting rights amounting to 0.95% (corresponding to 1,250,000 voting rights) had been acquired by exercising a right granted by a financial instrument to acquire shares in accordance with Section 25(1)(1) of the German Securities Trading Act.

All voting rights were attributed to Vinters International Ltd. in accordance with Section 22(1)(1)(1) of the German Securities Trading Act. Attributed voting rights were held by the following company controlled by it, whose share of the voting rights in Tognum AG in each case amounted to 3% or more: Engine Holding GmbH.

All voting rights were additionally attributed to Vinters International Ltd. in accordance with Section 22(2) of the German Securities Trading Act. In this case, voting rights were attributed to Vinters International Ltd. by the following shareholders, whose share of the voting rights in Tognum AG in each case amounted to 3% or more: Engine Holding GmbH.

5. Vinters Engineering plc, Derby/Great Britain notified us in accordance with Section 21(1) of the German Securities Trading Act that its share of voting rights in Tognum AG, Friedrichshafen/Germany, ISIN: DE000A0N4P43, WKN: A0N4P4 had exceeded the thresholds of 5%, 10%, 15%, 20%, 25%, 30%, 50% and 75% on 7 September 2011 and on this date amounted to 97.71% (this corresponds to 128,361,297 voting rights).

Of this amount, a share of the voting rights amounting to 0.95% (corresponding to 1,250,000 voting rights) had been acquired by exercising a right granted by a financial instrument to acquire shares in accordance with Section 25(1)(1) of the German Securities Trading Act.

All voting rights were attributed to Vinters Engineering plc in accordance with Section 22(1)(1)(1) of the German Securities Trading Act. Attributed voting rights were held by the following company controlled by it, whose share of the voting rights in Tognum AG in each case amounted to 3% or more: Vinters International Ltd., Engine Holding GmbH.

All voting rights were additionally attributed to Vinters Engineering plc in accordance with Section 22(2) of the German Securities Trading Act. In this case, voting rights were attributed to Vinters Engineering plc by the following shareholders, whose share of the voting rights in Tognum AG in each case amounted to 3% or more: Engine Holding GmbH.

6. Vinters plc, Derby/Great Britain notified us in accordance with Section 21(1) of the German Securities Trading Act that its share of voting rights in Tognum AG, Friedrichshafen/Germany, ISIN: DE000A0N4P43, WKN: A0N4P4 had exceeded the thresholds of 5%, 10%, 15%, 20%, 25%, 30%, 50% and 75% on 7 September 2011 and on this date amounted to 97.71% (this corresponds to 128,361,297 voting rights).

Of this amount, a share of the voting rights amounting to 0.95% (corresponding to 1,250,000 voting rights) had been acquired by exercising a right granted by a financial instrument to acquire shares in accordance with Section 25(1)(1) of the German Securities Trading Act.

All voting rights were attributed to Vinters plc in accordance with Section 22(1)(1)(1) of the German Securities Trading Act. Attributed voting rights were held by the following company controlled by it, whose share of the voting rights in Tognum AG in each case amounted to 3% or more: Vinters Engineering plc, Vinters International Ltd., Engine Holding GmbH.

All voting rights were additionally attributed to Vinters plc in accordance with Section 22(2) of the German Securities Trading Act. In this case, voting rights were attributed to Vinters plc by the following shareholders, whose share of the voting rights in Tognum AG in each case amounted to 3% or more: Engine Holding GmbH.

7. Rolls-Royce plc, London/Great Britain notified us in accordance with Section 21(1) of the German Securities Trading Act that its share of voting rights in Tognum AG, Friedrichshafen/Germany, ISIN: DE000A0N4P43, WKN: A0N4P4 had exceeded the thresholds of 5%, 10%, 15%, 20%, 25%, 30%, 50% and 75% on 7 September 2011 and on this date amounted to 97.71% (this corresponds to 128,361,297 voting rights).

Of this amount, a share of the voting rights amounting to 0.95% (corresponding to 1,250,000 voting rights) had been acquired by exercising a right granted by a financial instrument to acquire shares in accordance with Section 25(1)(1) of the German Securities Trading Act.

All voting rights were attributed to Rolls-Royce plc in accordance with Section 22(1)(1)(1) of the German Securities Trading Act. Attributed voting rights were held by the following company controlled by it, whose share of the voting rights in Tognum AG in each case amounted to 3% or more: Vinters plc, Vinters Engineering plc, Vinters International Ltd., Engine Holding GmbH.

All voting rights were additionally attributed to Rolls-Royce plc in accordance with Section 22(2)(1)(1) of the German Securities Trading Act. In this case, voting rights were attributed to Rolls-Royce plc by the following shareholders, whose share of the voting rights in Tognum AG in each case amounted to 3% or more: Engine Holding GmbH.

8. Rolls-Royce Group plc, London/Great Britain notified us in accordance with Section 21(1) of the German Securities Trading Act that its share of voting rights in Tognum AG, Friedrichshafen/Germany, ISIN: DE000A0N4P43, WKN: A0N4P4 had exceeded the thresholds of 5%, 10%, 15%, 20%, 25%, 30%, 50% and 75% on 7 September 2011 and on this date amounted to 97.71% (this corresponds to 128,361,297 voting rights).

Of this amount, a share of the voting rights amounting to 0.95% (corresponding to 1,250,000 voting rights) had been acquired by exercising a right granted by a financial instrument to acquire shares in accordance with Section 25(1)(1) of the German Securities Trading Act.

All voting rights were attributed to Rolls-Royce Group plc in accordance with Section 22(1)(1)(1) of the German Securities Trading Act. Attributed voting rights were held by the following company controlled by it, whose share of the voting rights in Tognum AG in each case amounted to 3% or more: Rolls-Royce plc, Vinters plc, Vinters Engineering plc, Vinters International Ltd., Engine Holding GmbH.

All voting rights were additionally attributed to Rolls-Royce Group plc in accordance with Section 22(2) of the German Securities Trading Act. In this case, voting rights were attributed to Rolls-Royce Group plc by the following shareholders, whose share of the voting rights in Tognum AG in each case amounted to 3% or more: Engine Holding GmbH.

9. Rolls-Royce Holdings plc, London/Great Britain notified us in accordance with Section 21(1) of the German Securities Trading Act that its share of voting rights in Tognum AG, Friedrichshafen/Germany, ISIN: DE000A0N4P43, WKN: A0N4P4 had exceeded the thresholds of 5%, 10%, 15%, 20%, 25%, 30%, 50% and 75% on 7 September 2011 and on this date amounted to 97.71% (this corresponds to 128,361,297 voting rights).

Of this amount, a share of the voting rights amounting to 0.95% (corresponding to 1,250,000 voting rights) had been acquired by exercising a right granted by a financial instrument to acquire shares in accordance with Section 25(1)(1) of the German Securities Trading Act.

All voting rights were attributed to Rolls-Royce Holdings plc in accordance with Section 22(1)(1)(1) of the German Securities Trading Act. Attributed voting rights were held by the following company controlled by it, whose share of the voting rights in Tognum AG in each case amounted to 3% or more: Rolls-Royce Group plc, Rolls-Royce plc, Vinters plc, Vinters Engineering plc, Vinters International Ltd., Engine Holding GmbH.

All voting rights were additionally attributed to Rolls-Royce Holdings plc in accordance with Section 22(2) of the German Securities Trading Act. In this case, voting rights were attributed to Rolls-Royce Holdings plc by the following shareholders, whose share of the voting rights in Tognum AG in each case amounted to 3% or more: Engine Holding GmbH.

1. ING Groep N.V., with registered offices in Amsterdam/Netherlands, notified us in accordance with Section 21(1) of the German Securities Trading Act that its share of voting rights in Tognum AG, Friedrichshafen/Germany, ISIN: DE000A0N4P43, WKN: A0N4P4 had fallen below the thresholds of 5% and 3% on 7 September 2011 and on this date amounted to 0.00% (this corresponds to 0 voting rights).

2. ING Verzekeringen N.V., with registered offices in Amsterdam/Netherlands, notified us in accordance with Section 21(1) of the German Securities Trading Act that its share of voting rights in Tognum AG, Friedrichshafen/Germany, ISIN: DE000A0N4P43, WKN: A0N4P4 had fallen below the thresholds of 5% and 3% on 7 September 2011 and on this date amounted to 0.00% (this corresponds to 0 voting rights).

3. Nationale-Nederlanden Nederland B.V., with registered offices in 'S-Gravenhage (Den Haag)/Netherlands, notified us in accordance with Section 21(1) of the German Securities Trading Act that its share of voting rights in Tognum AG, Friedrichshafen/Germany, ISIN: DE000A0N4P43, WKN: A0N4P4 had fallen below the thresholds of 5% and 3% on 7 September 2011 and on this date amounted to 0.00% (this corresponds to 0 voting rights).

4. RVS Levensverzekering N.V., with registered offices in Ede/Netherlands, notified us in accordance with Section 21(1) of the German Securities Trading Act that its share of voting rights in Tognum AG, Friedrichshafen/Germany, ISIN: DE000A0N4P43, WKN: A0N4P4 had fallen below the thresholds of 5% and 3% on 7 September 2011 and on this date amounted to 0.00% (this corresponds to 0 voting rights).

5. RVS Schadeverzekering N.V., with registered offices in Ede/Netherlands, notified us in accordance with Section 21(1) of the German Securities Trading Act that its share of voting rights in Tognum AG, Friedrichshafen/Germany, ISIN: DE000A0N4P43, WKN: A0N4P4 had fallen below the thresholds of 5% and 3% on 7 September 2011 and on this date amounted to 0.00% (this corresponds to 0 voting rights).

6. ING Schadeverzekering Retail N.V. (formerly Postbank Schadeverzekering N.V.), with registered offices in Amsterdam/Netherlands, notified us in accordance with Section 21(1) of the German Securities Trading Act that its share of voting rights in Tognum AG, Friedrichshafen/Germany, ISIN: DE000A0N4P43, WKN: A0N4P4 had fallen below the thresholds of 5% and 3% on 7 September 2011 and on this date amounted to 0.00% (this corresponds to 0 voting rights).

7. Nationale-Nederlanden Levensverzekering Maatschappij N.V., with registered offices in Rotterdam/ Netherlands, notified us in accordance with Section 21(1) of the German Securities Trading Act that its share of voting rights in Tognum AG, Friedrichshafen/Germany, ISIN: DE000A0N4P43, WKN: A0N4P4 had fallen below the thresholds of 5% and 3% on 7 September 2011 and on this date amounted to 0.00% (this corresponds to 0 voting rights).

8. Nationale-Nederlanden Schadeverzekering Maatschappij N.V., with registered offices in Den Haag/ Netherlands, notified us in accordance with Section 21(1) of the German Securities Trading Act that its share of voting rights in Tognum AG, Friedrichshafen/Germany, ISIN: DE000A0N4P43, WKN: A0N4P4 had fallen below the thresholds of 5% and 3% on 7 September 2011 and on this date amounted to 0.00% (this corresponds to 0 voting rights).

9. ING Levensverzekering Retail N.V. (formerly Postbank Levensverzekering N.V.), with registered offices in Amsterdam/Netherlands, notified us in accordance with Section 21(1) of the German Securities Trading Act that its share of voting rights in Tognum AG, Friedrichshafen/Germany, ISIN: DE000A0N4P43, WKN: A0N4P4 had fallen below the thresholds of 5% and 3% on 7 September 2011 and on this date amounted to 0.00% (this corresponds to 0 voting rights).

10. Movir N.V., with registered offices in Nieuwegein/Netherlands, notified us in accordance with Section 21(1) of the German Securities Trading Act that its share of voting rights in Tognum AG, Friedrichshafen/Germany, ISIN: DE000A0N4P43, WKN: A0N4P4 had fallen below the thresholds of 5% and 3% on 7 September 2011 and on this date amounted to 0.00% (this corresponds to 0 voting rights).

11. ING Re Holding (Netherlands) B.V., with registered offices in Amsterdam/Netherlands, notified us in accordance with Section 21(1) of the German Securities Trading Act that its share of voting rights in Tognum AG, Friedrichshafen/Germany, ISIN: DE000A0N4P43, WKN: A0N4P4 had fallen below the thresholds of 5% and 3% on 7 September 2011 and on this date amounted to 0.00% (this corresponds to 0 voting rights).

12. ING Re (Netherlands) N.V., with registered offices in Den Haag/Netherlands, notified us in accordance with Section 21(1) of the German Securities Trading Act that its share of voting rights in Tognum AG, Friedrichshafen/Germany, ISIN: DE000A0N4P43, WKN: A0N4P4 had fallen below the thresholds of 5% and 3% on 7 September 2011 and on this date amounted to 0.00% (this corresponds to 0 voting rights).

1. Arnhold and S. Bleichroeder Holdings Inc., New York/USA notified us in accordance with Section 21(1) of the German Securities Trading Act that its voting right in Tognum AG, Friedrichshafen/Germany, ISIN: DE000A0N4P43, WKN: A0N4P4 had fallen below the threshold of 3% on 7 September 2011 and on this date amounted to 0.00% (this corresponds to 0 voting rights).

2. First Eagle Investment Management LLC, New York/USA notified us in accordance with Section 21(1) of the German Securities Trading Act that its voting right in Tognum AG, Friedrichshafen/Germany, ISIN: DE000A0N4P43, WKN: A0N4P4 had fallen below the threshold of 3% on 7 September 2011 and on this date amounted to 0.00% (this corresponds to 0 voting rights).

The following voting rights announcement was published in English:

BlackRock Financial Management, Inc., New York, NY, U.S.A. has notified us pursuant to section 21 (1) WpHG that its percentage of voting rights in our company exceeding the threshold of 3% on October 19, 2010 and amounts to 3.03% (3977502 voting rights) as per this date. Of these voting rights, 3.03% (3977502 voting rights) are to be attributed to BlackRock Financial Management, Inc. pursuant to section 22 (1) sentence 1 no. 6 WpHG in connection with sentence 2 WpHG.

BlackRock Holdco 2, Inc., Wilmington, DE, U.S.A. has notified us pursuant to section 21 (1) WpHG that its percentage of voting rights in our company exceeding the threshold of 3% on October 19, 2010 and amounts to 3.03% (3977502 voting rights) as per this date. Of these voting rights, 3.03% (3977502 voting rights) are to be attributed to BlackRock Holdco 2, Inc. pursuant to section 22 (1) sentence 1 no. 6 WpHG in connection with sentence 2 WpHG.

BlackRock Financial Management, Inc., New York, NY, U.S.A. has notified us pursuant to section 21 (1) WpHG that its percentage of voting rights in our company fell below the threshold of 3% on March 11, 2011 and amounts to 2.85% (3739474 voting rights) as per this date. Of these voting rights, 2.85% (3739474 voting rights) are to be attributed to BlackRock Financial Management, Inc. pursuant to section 22 (1) sentence 1 no. 6 WpHG in connection with sentence 2 WpHG.

BlackRock Holdco 2, Inc., Wilmington, DE, U.S.A. has notified us pursuant to section 21 (1) WpHG that its percentage of voting rights in our company fell below the threshold of 3% on March 11, 2011 and amounts to 2.85% (3739474 voting rights) as per this date. Of these voting rights, 2.85% (3739474 voting rights) are to be attributed to BlackRock Holdco 2, Inc. pursuant to section 22 (1) sentence 1 no. 6 WpHG in connection with sentence 2 WpHG.

26 | Disclosure of share transactions

In accordance with Section 15a of the German Securities Trading Act, the members of the Executive Board and Supervisory Board of Tognum AG are obligated to disclose the acquisition and disposal of Tognum shares and the related financial instruments (directors' dealings). The same also applies to certain employees with management tasks and persons who have a close relationship with the stated category of persons. There were no transactions reported to Tognum AG for the 2012 financial year.

All the major press releases and capital market announcements of Tognum AG are published by the company on its website (www.tognum.com)

27 | Executive Board

MEMBERS OF THE EXECUTIVE BOARD

Effective 29 February 2012, by mutual agreement Peter Kneipp resigned his position on the Executive Board of Tognum AG. Effective 1 July 2012, Dr. Michael Haidinger, as the new member of the Executive Board of Tognum AG, has taken on responsibility for the »Business Units Engines & Onsite Energy, in addition to the global distribution and service business«. Jörg Schwitalla has been a member of the Executive Board since 1 January 2013 with responsibility for the »Personnel & Integrity« division.

The composition of the Executive Board of Tognum AG is thus as follows:

JOACHIM COERS

Chairman of the Executive Board – Chief Executive Officer (CEO) Chairman of the Board of MTU Friedrichshafen GmbH, Friedrichshafen Member of the Supervisory Board of Tognum America Inc., Detroit/USA Member of the Supervisory Board of MTU Detroit Diesel Australia Pty. Ltd., Chipping Norton/Australia (until 31 December 2012) Member of the Advisory Board of IFA-Rotorion Holding GmbH, Haldensleben (until 18 December 2012)

DR.-ING. ULRICH DOHLE

Deputy Chairman of the Executive Board »Technology & Operations« Division Deputy Chairman of the Board of MTU Friedrichshafen GmbH, Friedrichshafen Member of the Supervisory Board of Tognum America Inc., Detroit/USA Member of the Supervisory Board of Chassis Brakes International, Drancy/France

DR. MICHAEL HAIDINGER

»Engines & Onsite Energy, Global Distribution and Service Business« Division Member of the Board of MTU Friedrichshafen GmbH, Friedrichshafen Director of Rolls-Royce General Partner Ltd., Derby/Great Britain

DIETER ROYAL

»Corporate Services« Division – Chief Financial Officer (CFO)
Member of the Board of MTU Friedrichshafen GmbH, Friedrichshafen
Member of the Supervisory Board of MTU Australia Pty. Ltd., Kings Park/Australia
Member of the Supervisory Board of MTU Detroit Diesel Australia Pty. Ltd., Chipping Norton/Australia
Member of the Supervisory Board of Tognum Asia Pte. Ltd., Singapore/Singapore
Member of the Supervisory Board of MTU China Co. Ltd., Shanghai/China
Member of the Supervisory Board of MTU Engineering (Suzhou) Co. Ltd., Suzhou/China
Member of the Supervisory Board of IFA-Rotorion Holding GmbH, Haldensleben (until 18 December 2012)

JÖRG SCHWITALLA »Personnel & Integrity« Division Member of the Advisory Board of MTU Friedrichshafen GmbH, Friedrichshafen

28 | Members of the Supervisory Board

During the Annual General Meeting of Tognum AG held on 5 June 2012, Axel Arendt, Stefan Buchner, Andrew Heath and John Paterson were elected as members of the Supervisory Board.

The Supervisory Board of Tognum AG is thus composed of the following members:

ANDREAS RENSCHLER (Chairman)

Member of the Management Board of Daimler AG, Stuttgart Chairman of the Supervisory Board of MTU Friedrichshafen GmbH, Friedrichshafen Chairman of the Supervisory Board of EvoBus GmbH, Kirchheim unter Teck Member of the Supervisory Board of Daimler Financial Services AG, Stuttgart Member of the Supervisory Board of Mitsubishi Fuso Truck and Bus Corporation, Kawasaki/Japan Member of the Supervisory Board of Deutsche Messe AG, Hanover Member of the Economic Advisory Board of the Bayerische Landesbank, Munich

AXEL ARENDT

Dipl.-Ing./Graduate industrial engineer (FH) Self-employed business consultant Member of the Supervisory Board of MTU Friedrichshafen GmbH, Friedrichshafen Member of the Supervisory Board of Demag Cranes AG, Düsseldorf Member of the Advisory Board of Aerotech Peissenberg GmbH & Co. KG, Peissenberg Member of the Advisory Board of Bilfinger Berger Industrial Services GmbH, Munich Member of the Advisory Board of Tital GmbH, Bestwig

ANDREAS BEMERL*

Economist (VWA)

Commercial clerk (Corporate Controlling Engines), Tognum AG, Friedrichshafen Member of the Supervisory Board of MTU Friedrichshafen GmbH, Friedrichshafen Member of the Regional Board of Christliche Gewerkschaft Metall (CGM) Chairman of the Advisory Board of Jean-Raebel-Stiftung, Friedrichshafen

FRANZ BENZ*

Full-time member of the works council, MTU Friedrichshafen GmbH, Friedrichshafen Member of the Supervisory Board of MTU Friedrichshafen GmbH, Friedrichshafen Chairman of the Regional Board of Christliche Gewerkschaft Metall (CGM)

HEINZ BRECHTEL*

Dipl.-Ing./graduate engineer (FH)

Commercial clerk (Specialist for Health & Social Services), Tognum AG, Friedrichshafen Member of the Supervisory Board of MTU Friedrichshafen GmbH, Friedrichshafen

STEFAN BUCHNER

Dipl.-Wirtschaftsingenieur/graduate industrial engineer (FH) Head of Mercedes-Benz Trucks, Daimler AG, Stuttgart Member of the Supervisory Board of MTU Friedrichshafen GmbH, Friedrichshafen Member of the Supervisory Board of EvoBus GmbH, Kirchheim unter Teck Member of the Supervisory Board of Axle Alliance Company LLC, Detroit/USA Member of the Supervisory Board of Daimler India Commercial Vehicles Private Ltd., Chennai/India Member of the Supervisory Board of Daimler Trucks North America LLC, Portland/USA Member of the Supervisory Board of Mitsubishi Fuso Truck and Bus Corporation, Kawasaki/Japan

ANDREW HEATH

BSC & MBA

President, Energy Business Rolls-Royce UK Member of the Supervisory Board of MTU Friedrichshafen GmbH, Friedrichshafen Non-Executive Director of Rolls Wood Group Ltd., Aberdeen/Great Britain Member of the Board of Rolls-Royce Fuel Cell Systems Ltd., Loughborough/Great Britain

DR. EDGAR KRÖKEL

Dipl.-Kaufmann/degree in Business Administration

Vice President Mergers & Acquisitions and Corporate Real Estate of Daimler AG, Stuttgart Member of the Supervisory Board of MTU Friedrichshafen GmbH, Friedrichshafen Chairman of the Executive Board of Daimler Luft- und Raumfahrt Holding AG, Ottobrunn Member of the Supervisory Board of Daimler North East Asia Ltd., Beijing/China Member of the Supervisory Board of National Automobile Industry Company Ltd., Jeddah/Saudi Arabia Chairman of the Advisory Board of Daimler Verwaltungsgesellschaft für Grundbesitz mbH, Schönefeld Member of the Advisory Board of Toll Collect GmbH, Berlin

PATRICK MÜLLER* (Deputy Chairman)

Head of Health & Social Services/HR Organisation, Tognum AG, Friedrichshafen Deputy Chairman of the Supervisory Board of MTU Friedrichshafen GmbH, Friedrichshafen Managing Director of Karl Maybach-Hilfe GmbH, Friedrichshafen

DR. JUTTA NÜBEL*

PhD with specialisation in Linguistics and Computer Science Head of Technical Information Department, MTU Friedrichshafen GmbH, Friedrichshafen Member of the Supervisory Board of MTU Friedrichshafen GmbH, Friedrichshafen

JOHN PATERSON

BA (Hons) in Engineering Science President – Marine & Industrial Power Systems at Rolls-Royce Member of the Supervisory Board of MTU Friedrichshafen GmbH, Friedrichshafen Chairman of the Board of Rolls-Royce Singapore Pte. Ltd., Singapore/Singapore

LILO RADEMACHER*

Executive Secretary and Second Delegate of German Metalworkers Union (IG Metall) Friedrichshafen-Oberschwaben Member of the Supervisory Board of ZF Friedrichshafen AG, Friedrichshafen Member of the Supervisory Board of EADS Astrium GmbH, Friedrichshafen

* Employee representative

An Executive Committee, a Mediation Committee, an Audit Committee and a Nominations Committee were set up within the Supervisory Board.

The Executive and Mediation Committees are composed of Patrick Müller, John Paterson, Lilo Rademacher and Andreas Renschler. The chairman in each case is Andreas Renschler and deputy chairman Patrick Müller.

The Audit Committee is composed of Dr. Edgar Krökel (chairman), Heinz Brechtel (deputy chairman), Axel Arendt and Patrick Müller.

The Nominations Committee consists of John Paterson (chairman) and Andreas Renschler.

Friedrichshafen, 13 February 2013

The Executive Board

Joachim Coers Chairman of the Executive Board Chief Executive Officer (CEO)

Grident Genibing ~

Dr. Michael Haidinger Member of the Executive Board »Business Units Engines & Onsite Energy, Global Distribution and Service Business« Divison

Jörg Schwitalla Member of the Executive Board »Personnel & Integrity« Division

vid Johle

Dr.-Ing. Ulrich Dohle Member of the Executive Board »Technology & Operations« Division

m

Dieter Royal Member of the Executive Board »Corporate Services« Division (CFO)

29 | List of shareholdings of Tognum AG, Friedrichshafen

| NAME AND DOMICILE OF COMPANY DIRECT/INDIRECT SHAREHOLDING | Holding in % | Note | Shareholders' equity in EUR thousand | Note 1) | Result in EUR thousand | Note 1) |
|--|--------------|------|--|----------|---------------------------|---------|
| | | | | | | |
| MTU Friedrichshafen GmbH, Friedrichshafen | 100 | | 205,174 | | 0 | 3) |
| MTU Australia Pty. Ltd., Kings Park/Australia | 100 | | 26,850 | | 3,155 | |
| MTU Detroit Diesel Australia Pty. Ltd., Chipping | | | | | | |
| Norton/Australia | 50 | | 52,216 | 2) | - 2,367 | 2) |
| Tognum Asia Pte. Ltd., Singapore/Singapore | 100 | | 126,483 | | 23,321 | |
| MTU Hong Kong Ltd., Hong Kong/China | 100 | | 23,422 | | 7,087 | |
| MTU Engineering (Suzhou) Co. Ltd., Suzhou/China | 100 | | 20,553 | | 3,165 | |
| MTU India Pvt. Ltd., Pune/India | 100 | | 2,963 | | 287 | |
| PT MTU Indonesia, Jakarta/Indonesia | 100 | | 10,437 | | 2,159 | |
| MTU Japan Co. Ltd., Tokyo/Japan | 100 | | 6,182 | | 1,199 | |
| MTU China Co. Ltd., Shanghai/China | 100 | | 1,022 | | 263 | |
| Shanxi North MTU Diesel Co. Ltd., Datong/China | 49 | | 23,869 | | 1,833 | |
| L'Orange GmbH, Stuttgart | 100 | | 9,799 | | 0 | 4) |
| L'Orange Fuel Injection Trading (Suzhou) Co. Ltd., | | | | | | |
| Suzhou/China | 100 | | 682 | 2) | 134 | 2) |
| MTU Anlagenvermietung GmbH, Friedrichshafen | 100 | | 7,822 | | 0 | 4) |
| MTU Onsite Energy GmbH, Augsburg | 100 | | 5,080 | | 0 | 4) |
| MTU Italia S.r.I., Arcola/Italy | 100 | | 19,872 | | 1,938 | |
| MTU Benelux B.V., Dordrecht/Netherlands | 100 | | 15,177 | | 4,008 | |
| MTU do Brasil Ltda., São Paulo/Brazil | 100 | | 13,777 | 2) | - 4,088 | 2) |
| Tognum America Inc., Detroit/USA | 100 | | 272,221 | | 45,597 | |
| MTU Onsite Energy Corp., Mankato/USA | 100 | | 48,966 | | 1,949 | |
| Karl Maybach-Hilfe GmbH (aid fund), Friedrichshafen | 100 | | 7,225 | | 0 | |
| MTU France SAS, Beauchamp/France | 100 | | 4,043 | 2) | 88 | 2) |
| MTU Israel Ltd., Nathanya/Israel | 100 | | 583 | 2) | 44 | 2) |
| MTU Motor Türbin Sanayi ve Ticaret A.Ş., Hadımköy/Turkey | 100 | | 28,956 | <u>`</u> | 1,260 | ` |
| MTU Motor Türbin Sanayi ve Ticaret A.Ş. Avrupa Serbest | | | | | | |
| Bölge Şubesi, Çorlu/Turkey | 100 | | 7,667 | | 5,593 | |
| MTU Reman Technologies GmbH, Magdeburg | 100 | | 11,783 | | 1,177 | 5) |
| Envirovent AG, Tägerwilen/Switzerland | 100 | | 393 | 2) | 0 | 2) |
| MTU Polska Sp.z.o.o., Warsaw/Poland | 100 | | 31,507 | | - 1,585 | |
| MTU South Africa Pty. Ltd., Cape Town/South Africa | 100 | | 9,519 | 2) | 2,332 | 2) |
| Prokura Diesel Services Pty. Ltd., Cape Town/South Africa | 49 | | 31 | 2) | 1 | 2) |
| MTU UK Ltd., East Grinstead/UK | 100 | | 4,157 | | - 1,384 | |
| MTU Ibérica Propulsión y Energía S.L., Coslada/Spain | 100 | | - 8,217 | | - 648 | |
| MTU Onsite Energy Systems GmbH, Ruhstorf | 75 | | 5,575 | 2) | -1,141 | 2) |

2012 figures
 2011 figures
 3) PTA with Tognum AG
 4) PTA with MTU Friedrichshafen GmbH
 5) PTA with MTU Friedrichshafen GmbH, but offsetting of pre-consolidation losses in accordance with Section 301 of the German Stock Corporation Act (AktG)

RESPONSIBILITY STATEMENT | AUDITOR'S REPORT

Responsibility Statement

»To the best of our knowledge, and in accordance with the applicable accounting principles, the annual financial statements give a true and fair view of the assets, liabilities, financial position, and profit or loss of the company, and the combined management report includes a fair review of the development and performance of the business and the position of the company, together with a description of the principal opportunities and risks associated with the expected development of the company.«

Friedrichshafen, 13 February 2013

Tognum AG

Joachim Coers Chairman of the Executive Board Chief Executive Officer (CEO)

Uniched Geniburg ~

Dr. Michael Haidinger Member of the Executive Board »Business Units Engines & Onsite Energy, Global Distribution and Service Business« Divison

Jörg Schwitalla Member of the Executive Board »Personnel & Integrity« Division

vid ' John

Dr.-Ing. Ulrich Dohle Member of the Executive Board »Technology & Operations« Division

Dieter Royal Member of the Executive Board »Corporate Services« Division (CFO)

Auditor's Report

»We have audited the annual financial statements, comprising the balance sheet, the income statement and the notes to the financial statements, together with the bookkeeping system and its report on the position of the Company and the Group prepared by the Tognum AG for the business year from January 1 to December 31, 2012. The maintenance of the books and records and the preparation of the annual financial statements and management report in accordance with German commercial law are the responsibility of the Company's management. Our responsibility is to express an opinion on the annual financial statements, together with the bookkeeping system, and the management report based on our audit.

We conducted our audit of the annual financial statements in accordance with § 317 HGB [»Handelsgesetzbuch«: »German Commercial Code«] and German generally accepted standards for the audit of financial statements promulgated by the Institut der Wirtschaftsprüfer [Institute of Public Auditors in Germany] (IDW). Those standards require that we plan and perform the audit such that misstatements materially affecting the presentation of the net assets, financial position and results of operations in the annual financial statements in accordance with [German] principles of proper accounting and in the management report are detected with reasonable assurance. Knowledge of the business activities and the economic and legal environment of the Company and expectations as to possible misstatements are taken into account in the determination of audit procedures. The effectiveness of the accounting-related internal control system and the evidence supporting the disclosures in the books and records, the annual financial statements and the management report are examined primarily on a test basis within the framework of the audit. The audit includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the annual financial statements and management report. We believe that our audit provides a reasonable basis for our opinion.

Our audit has not led to any reservations.

In our opinion, based on the findings of our audit, the annual financial statements comply with the legal requirements and give a true and fair view of the net assets, financial position and results of operations of the Company in accordance with [German] principles of proper accounting. The management report is consistent with the annual financial statements and as a whole provides a suitable view of the Company's position and suitably presents the opportunities and risks of future development.«

Stuttgart, 13 February 2013

KPMG AG Wirtschaftsprüfungsgesellschaft

Dr. Dauner Wirtschafsprüfer (German Public Auditor) **Mokler** Wirtschaftsprüfer (German Public Auditor)

Contact | Imprint

Contact

Investors and Analysts

 Phone
 +49 (0) 75 41 90 33 18

 Fax
 +49 (0) 75 41 90 33 28

 E-Mail
 ir@tognum.com

Media Representatives

 Phone
 +49 (0) 75 41 90 39 89

 Fax
 +49 (0) 75 41 90 39 18

 E-Mail
 pr@tognum.com

Customers E-Mail info@tognum.com

Human Resources

E-Mail careers@tognum.com

Imprint

Tognum Aktiengesellschaft

Maybachplatz 1 88045 Friedrichshafen Germany Phone +49 (0) 75 41 90 91 Fax +49 (0) 75 41 90 5000 www.tognum.com

FORWARD LOOKING STATEMENTS AND OTHER INFORMATION. This Individual Financial Statement contains forward looking statements that are based on management's current estimates of future developments. Such statements are subject to risks and uncertainties that Tognum cannot control or precisely estimate. These include e.g. future market conditions and the economic environment, the behaviour of other market participants, the successful integration of new acquisitions and the realisation of anticipated synergy effects as well as measures taken by government bodies. If one of these or other uncertainties or factors emerge or if the assumptions on which these statements are based prove to be incorrect, the actual results could materially deviate from the results explicitly stated or implicitly contained in these statements. Tognum is neither expected, nor shall Tognum accept special responsibility for updating forward looking statements to adjust them to the events or developments after the date of this report. For technical reasons (e.g. conversion of electronic formats) there can be differences between the accounting documents contained in this Individual Financial Statement and the one published in the electronic Federal Gazette. In this case, the edition submitted to the electronic German Federal Gazette is considered the authoritative edition. This Individual Financial Statement and Accounts is a translation of the original German-language document. In the event of deviations, the German version takes precedence over the English translation. Both versions can be downloaded from the Internet under http://www.tognum.com.

CONCEPT AND DESIGN: 3st kommunikation, Mainz Produced in-house using FIRE.sys

All rights reserved and technical data subject to alteration. Copyright © 2013.

Tognum Aktiengesellschaft

Maybachplatz 1 88045 Friedrichshafen Germany Phone +49 (0) 75 41 90 91 Fax +49 (0) 75 41 90 5000 www.tognum.com



