



Convenience Translation

**SAF-HOLLAND SE  
Bessenbach**

ISIN: DE000SAFH001  
WKN: SAFH00

**Annual General Meeting of SAF-HOLLAND SE on May 20, 2025**

**Information on the rights of shareholders**

The notice convening the Annual General Meeting already contains information on the rights of shareholders pursuant to Art. 56 sentences 2 and 3 of the Council Regulation (EC) No. 2157/2001 on the Statute for a European company (SE) ("**SE Regulation**"), Section 50 (2) of the German SE Implementation Act (*SE-Ausführungsgesetz* – "**SEAG**"), Sections 122(2), 126 (1), 127 and 131(1) of the German Stock Corporation Act (*Aktiengesetz* – "**AktG**"). The following explanations serve to provide further clarification.

**1. Additions to the agenda at the request of a minority pursuant to Article 56 sentence 2 and sentence 3 SE Regulation, Section 50(2) SEAG, and Section 122(2) AktG**

Pursuant to Article 56 sentence 2 and 3 SE Regulation and Section 50(2) SEAG, whose contents correspond to Section 122(2) sentence 1 AktG, shareholders whose shares alone or together reach one twentieth of the share capital or the pro rata amount of EUR 500,000.00 of the share capital (this corresponds to 500,000 shares) may request that items be placed on the agenda and published. Each new item must be accompanied by a statement of reason or by a draft resolution. The request must be addressed in writing to the Management Board of the Company and must be received by the Company in accordance with Section 122(2) sentence 3 AktG at least 30 days before the Annual General Meeting, i.e., no later than April 19, 2025, 24:00 hours (CEST). Requests for additions received later than this time will not be considered. Such requests should be addressed to the following address:

**SAF-HOLLAND SE  
The Management Board  
Hauptstrasse 26  
63856 Bessenbach  
Germany**

Pursuant to Section 50(2) SEAG, a 90-day holding period prior to the date of the Annual General Meeting as required by Section 122(1) sentence 3 AktG is not set as a prerequisite for applying to add a further item to the Annual General Meeting agenda of an SE.

Any additional agenda items subject to mandatory public announcement will be published in the German Federal Gazette without delay after they are received and forwarded to those media channels for publication where it can be expected that they disseminate information throughout the European Union. They will also be published



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on the Company's website at "<https://corporate.safholland.com/en/>" under "Investor Relations" and the heading "Annual General Meeting" and communicated to shareholders in accordance with Section 125(1) sentence 3 AktG.

The provisions of the SE Regulation, SEAG and AktG on which these shareholder rights are based are as follows:

### **Art. 56 SE Regulation – Addition to the agenda**

*<sup>1</sup>One or more shareholders who together hold at least 10 % of an SE's subscribed capital may request that one or more additional items be put on the agenda of any general meeting. <sup>2</sup>The procedures and time limits applicable to such requests shall be laid down by the national law of the Member State in which the SE's registered office is situated or, failing that, by the SE's statutes. <sup>3</sup>The above proportion may be reduced by the statutes or by the law of the Member State in which the SE's registered office is situated under the same conditions as are applicable to public limited-liability companies.*

### **Section 50 SEAG – Convening and supplementing the agenda at the request of a minority (excerpt)**

[...]

- (2) *The addition of one or more items to the agenda for a general meeting may be requested by one or more shareholders, provided that his or her or their share reaches 5 percent of the share capital or the pro rata amount of 500,000 euros.*

### **Section 122 AktG – Convening at the request of a minority (excerpt)**

- (1) *<sup>1</sup>The general meeting is to be called if shareholders, whose total shares equal or exceed the twentieth part of the share capital, so request in writing, stating the purpose of and the reasons; the request is to be addressed to the management board. <sup>2</sup>The articles of association may provide that the right to request that a general meeting is to be called is linked to another form and the holding of a lower share in the share capital. [...]*

- (2) *<sup>1</sup>Likewise, shareholders whose total shares amount to the twentieth part of the share capital or to the proportionate amount of EUR 500,000 may request that items are placed on the agenda und published. <sup>2</sup>Each new item must be accompanied by an explanatory statement or a draft resolution. <sup>3</sup>The request in the sense of sentence 1 must be received by the company at least 24 days, in the case of listed companies at least 30 days, prior to the meeting; the day of receipt is no to be included in this calculation.*

[...]



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**Section 124 AktG – Announcement of requests for supplements; proposals for resolutions (excerpt)**

(1) <sup>1</sup>If the minority has demanded in accordance with Section 122(2) that items are to be placed on the agenda, such items shall be announced either at the time the meeting is convened or otherwise without undue delay after receipt of the demand. <sup>2</sup>Section 121(4) shall apply mutatis mutandis; in addition, in the case of listed companies Section 121(4a) shall apply mutatis mutandis. <sup>3</sup>Notice and delivery must be made in the same manner as for the convening of the meeting.

[...]

**2. Countermotions and election proposals from shareholders pursuant to Sections 126(1) and 127 AktG**

Each shareholder is entitled to submit countermotions to the resolutions proposed by the management on the agenda items and to make proposals for the selection of statutory auditors or for the election of members of the Supervisory Board. Such motions and election proposals (together with any reasons) are to be sent only to one of the following contact options:

SAF-HOLLAND SE  
c/o Link Market Services GmbH  
Landshuter Allee 10  
80637 Munich  
Germany

or

by fax: +49 89 8896906-55

or

by email: [antraege@linkmarketservices.eu](mailto:antraege@linkmarketservices.eu)

Countermotions and election proposals addressed otherwise will not be considered.

Countermotions and election proposals received by the Company no later than May 5, 2025, 24:00 hours (CEST) using one of the following contact options will be made available to the other shareholders without delay via the Company's website at "<https://corporate.safholland.com/en/>" under "Investor Relations" and the heading "Annual General Meeting". The publication of countermotions and election proposals will include the name of the shareholder and any reasons given. Any comments by the management will also be published on the Company's website at "<https://corporate.safholland.com/en/>" under "Investor Relations" and the heading "Annual General Meeting". A countermotion and any statement of reason need not be made available under the conditions of Section 126(2) AktG for example if it exceeds 5,000 characters in total. Section 126 AktG applies mutatis mutandis to a shareholder's



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proposal for the election auditors or the election of members of the Supervisory Board pursuant to Section 127 AktG. In addition, election proposals pursuant to Section 127 AktG shall also only be made accessible if they contain the name, profession and place of residence of the proposed person or the name and registered office of the proposed legal entity and, in the case of a proposal for the election of Supervisory Board members, information on their membership of other statutory supervisory boards.

It is important to note that countermotions and election proposals that were submitted to the Company in advance and in due time will only be considered by the Annual General Meeting if they are made verbally at the meeting. The right of shareholders entitled to participate to submit countermotions and election proposals on agenda items during the Annual General Meeting without prior communication to the Company remains unaffected.

The provisions of the SE Regulation and the AktG on which these shareholder rights are based are as follows:

### **Article 53 SE Regulation – Organisation and conduct of general meetings**

*Without prejudice to the rules laid down in this section, the organisation and conduct of general meetings together with voting procedures shall be governed by the law applicable to public limited-liability companies in the Member State in which the SE's registered office is situated.*

### **Section 126 AktG – Motions by shareholders (excerpt)**

- (1) <sup>1</sup>Motions by shareholders, including the name of the shareholder, the explanatory statement and any statement of the administration are to be made available to the entitled persons referred to in Section 125(1) to (3) under the conditions stated therein, if the shareholder has sent a countermotion against a proposal of the management board and the supervisory board on a specific item of the agenda, together with the explanatory statement, to the address communicated for this purpose in the notice convening the meeting at least 14 days before the meeting of the company. <sup>2</sup>The date of receipt is not to be taken into account in the calculation. <sup>3</sup>In the case of listed companies, access shall be provided via the company's website. <sup>4</sup>Section 125(3) shall apply *mutatis mutandis*.
- (2) <sup>1</sup>A countermotion and its explanatory statement do not need to be made accessible,
  1. to the extent the management board would by making such access commit a criminal offence,
  2. if the countermotion would result in a resolution of the general meeting which would be in breach of the law or of the articles association,
  3. if the explanatory statement contains obviously false or misleading data on significant points or insults,

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4. *if a countermotion of the shareholder based on the same facts has already been made available to a general meeting of the company pursuant to Section 125,*
5. *if the same countermotion of the shareholder with significantly similar explanatory statement has already been made available pursuant to Section 125 to at least two general meetings of the company in the last five years and less than the twentieth part of the share capital represented voted in its favour at the general meeting,*
6. *if the shareholder gives notice that he or she will neither participate in nor be represented at the general meeting, or*
7. *if the shareholder has not made or caused to be made a countermotion communicated by him or her at two general meetings in the last two years.*

<sup>2</sup>*The explanatory statement does not need to be made accessible if it exceeds 5,000 characters in total.*

- (3) *If several shareholders make countermotions for resolutions on the same item, the management board may consolidate such countermotions and their explanatory statements.*

[...]

#### **Section 127 AktG – Election proposals by shareholders (excerpt)**

<sup>1</sup>*Section 126 shall apply mutatis mutandis to the proposal of a shareholder for the election of members of the supervisory board or statutory auditors of the annual financial statements. <sup>2</sup>The election proposal does not need to be justified. <sup>3</sup>The management board does also not need to make the election proposal available if the nomination does not contain the information according to Section 124(3) sentence 4 and Section 125(1) sentence 5. [...]*

#### **Section 124 AktG – Announcement of requests for supplements; proposals for resolutions (excerpt)**

[...]

- (3) *[...] <sup>4</sup>The proposal for the election of supervisory board members or statutory auditors of the annual financial statements shall state their name, profession exercised and place of residence. [...]*

[...]

#### **Section 125 AktG – Notices to shareholders and supervisory board members (excerpt)**

- (1) *[...] <sup>5</sup>In the case of listed companies, a proposal for the election of supervisory board members shall be accompanied by information on their membership of other statutory supervisory boards; information on their membership of*



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*comparable domestic and foreign supervisory bodies of commercial enterprises shall be enclosed.*

[...]

### 3. Right to information pursuant to Section 131 AktG

At the Annual General Meeting, each shareholder or proxy may request information from the Management Board on the Company's affairs to the extent that such information is necessary for a proper evaluation of an agenda item (Section 131(1) AktG).

The duty to provide information also extends to the legal and business relations of the Company with an affiliated company and to the situation of the Group and the companies included in the consolidated financial statements. The Management Board may refuse to provide information on the grounds set out in Section 131(3) AktG.

Pursuant to Article 20(3) of the Company's Articles of Association, the chairperson of the meeting is authorized to impose reasonable time limits on shareholders' rights to speak and ask questions.

The provisions of the SE Regulation, the AktG and the Articles of Association of SAF-HOLLAND SE on which these shareholder rights are based are as follows:

#### **Article 53 SE Regulation – Organisation and conduct of general meetings**

*Without prejudice to the rules laid down in this section, the organisation and conduct of general meetings together with voting procedures shall be governed by the law applicable to public limited-liability companies in the Member State in which the SE's registered office is situated.*

#### **Section 131 AktG – Shareholder's right to information (excerpt)**

- (1) <sup>1</sup>Each shareholder shall, upon request, be provided with information at the general meeting by the management board on the affairs of the company to the extent that such information is necessary for a proper evaluation of the item on the agenda. <sup>2</sup>The duty to provide information shall also extend to the legal and business relations of the company with an affiliated company. <sup>3</sup>If a company makes use of the facilitations pursuant to Section 266(1) sentence 3, Section 276 or Section 288 of the German Commercial Code (Handelsgesetzbuch – "HGB"), each shareholder may demand that the annual accounts be presented to him at the general meeting on the annual accounts in the form that would have been used without these facilitations. <sup>4</sup>The duty of the management board of a parent company (Section 290(1) and (2) HGB) to provide information at the general meeting to which the consolidated financial statements and the group management report are submitted also extends to the situation of the group and the companies included in the consolidated financial statements.

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[...]

- (2) <sup>1</sup>The information shall comply with the principles of conscientious and faithful accountability. <sup>2</sup>The articles of association or the rules of procedure pursuant to Section 129 may authorise the chairperson of the meeting to impose reasonable time limits on the shareholder's right to ask questions and to speak, and to determine further details in this respect.
- (3) <sup>1</sup>The management board may refuse to provide information,
1. to the extent the provision of the information is likely, according to reasonable commercial judgement, to cause a not inconsiderable disadvantage to the company or an affiliated company;
  2. to the extent it relates to tax valuations or the amount of individual taxes;
  3. on the difference between the value at which items have been stated in the annual balance sheet and a higher value of such items, unless the general meeting adopts the annual financial statements;
  4. on the accounting and valuation methods, insofar as the disclosure of these methods in the notes suffices to give a true and fair view of the net assets, financial position and results of operations of the company within the meaning of Section 264(2) HGB; this shall not apply if the general meeting adopts the annual financial statements;
  5. to the extent the management board would render itself liable to prosecution by providing the information;
  6. insofar as, in the case of a credit institution, a financial services institution or a securities institution, information need not be given in the annual financial statements, management report, consolidated financial statements or group management report on the accounting and valuation methods applied and offsetting made;
  7. to the extent that the information is continuously available on the company's website for at least seven days before the commencement of and at the general meeting.

<sup>2</sup>For other reasons, the information may not be refused.

- (4) <sup>1</sup>If information has been given to a shareholder outside the general meeting because of his or her capacity as a shareholder, it shall be given to any other shareholder at his or her request in the general meeting, even if it is not necessary for the proper assessment of the item on the agenda. [...] <sup>3</sup>The management board may not refuse to provide the information pursuant to paragraph 3 sentence 1, nos. 1 to 4. <sup>4</sup>Sentences 1 to 3 shall not apply if a subsidiary (Section 290(1) and (2) HGB), a joint venture (Section 310(1) HGB) or an associated company (Section 311(1) HGB) provides the information to a parent company (Section 290(1) and (2) HGB) for the purpose of including the company in the consolidated financial statements of the parent company and the information is required for this purpose.



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- (5) <sup>1</sup>If a shareholder is refused information, he or she may request that his or her question and the reason for which the information was refused be recorded in the minutes of the meeting. [...]

**Article 20 of the Articles of Association of SAF-HOLLAND SE – Chairmanship of the General Meeting (excerpt)**

[...]

- (3) <sup>1</sup>The Chairman of the meeting is authorized to set reasonable time limits on the right of shareholders to speak and to ask questions as defined by Section 131(1) sentence 1 AktG, to ask follow-up questions as defined by Section 131(1d) sentence 1 AktG and to ask new questions as defined by Section 131(1e) sentence 1 AktG. <sup>2</sup>In doing so, the Chairman of the meeting shall be guided by the fact that the General Meeting is to be held in a reasonable and appropriate time.

[...]

**Bessenbach, April 2025**

**SAF-HOLLAND SE  
Management Board**