



**IMPORTANT INSTRUCTIONS REGARDING THE EXERCISE OF YOUR VOTING RIGHTS AT THE
EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF SAF-HOLLAND S.A.
TO BE HELD AT THE OFFICES OF BONN & SCHMITT, 22-24, RIVES DE CLAUSEN,
L-2165 LUXEMBOURG ON 15 JULY 2014 AT 10.00 A.M. (CEST) ("EGM I")**

You may exercise your voting rights at the above mentioned EGM („EGM I”), as applicable, in one of the manners mentioned and described below. In all instances, you must request and obtain an attestation from your depository bank which is safe-keeping your shares in SAF-HOLLAND S.A. stating the number of shares held by you as shareholder at least 14 calendar days before the date of the “EGM I” being determined as Monday 30 June 2014 at 11:59 pm (CEST) ("**Record Date I**"). Please note that the attestation must be provided in text form in the German or English language. Attestations must be received by SAF-HOLLAND S.A. by fax on 9 July 2014 at 11:59 p.m. (CEST) at the latest, followed by the original by mail to:

SAF-HOLLAND S.A.
c/o Haubrok Corporate Events GmbH
Landshuter Allee 10
80637 Munich
Germany
Fax: +49-89-210-27-298

You have the following opportunities to have your voting rights represented at the „EGM I”.

- 1) If you want to attend the „EGM I” in person, please send the attestation from your depository bank to order an admission ticket to**

SAF-HOLLAND S.A.
c/o Haubrok Corporate Events GmbH
Landshuter Allee 10
80637 Munich
Germany
Fax: +49-89-210-27-298

The attestation must be made in text form in German or English.

Attestations must be received by the Company (by fax) at the latest on the 9 July 2014 at 11:59 p.m. (CEST). Exercise of voting rights of shares in connection with late Attestations will not be possible at the „EGM I”. Upon receipt of the Attestation within the given deadline the Company will presume that such shareholder will attend and vote at the „EGM I”.

- 2) If you are not able to attend the „EGM I” in person you may appoint a proxyholder to attend the „EGM I” on your behalf. Therefore please send the attestation from your depository bank to order an admission ticket on his/her name. Alternatively use the proxy form printed on the admission ticket you ordered for yourself as described under 1). The proxyholder will have to identify himself by presenting a valid identification card and by submitting your admission ticket**

Attestations must be received by the Company (by fax) at the latest on the 9 July 2014 at 11:59 p.m. (CEST). Exercise of voting rights of shares in connection with late Attestations will not be possible at the „EGM I”. Upon receipt of the Attestation within the given deadline the Company will presume that such shareholder will attend and vote at the „EGM I”.

- 3) If you are not able to attend the „EGM I” in person you may alternatively appoint the proxy representative nominated by SAF-HOLLAND S.A. or cast your votes by correspondence. Therefore please send the attestation from your depository bank and the authorisation and instruction to the proxy representative of the company resp. your vote by correspondence**

SAF-HOLLAND S.A. appoints as proxy representative of the company Mrs. Claudia Schneckeburger, employee of Haubrok Corporate Events GmbH, Munich. The proxy representative of the company is authorised to vote only if you have issued express instructions about each of management's draft resolutions on the agenda. The proxy representative is obligated to vote pursuant to your instructions with regard to the draft resolutions of management in the agenda.

Important note:

Please be advised that the instructions to exercise your voting rights **are only valid** if you have filled out the "AUTHORISATION AND INSTRUCTIONS TO THE PROXY REPRESENTATIVE OF SAF-HOLLAND S.A./VOTE BY CORRESPONDENCE FOR THE „EGM I" ON 15 JULY 2014. Additionally, we allow shareholders who are attending the „EGM I", who have registered properly before the deadline, to authorise the proxy representative appointed by the company to exercise the shareholders' voting rights at the Meeting.

The proxy representative will not vote at the „EGM I" if the authorisation does not meet the formal requirements. If instructions are not correctly filled out or are unclear, the proxy representative will abstain from voting during the voting process with regard to the respective agenda items, or will not participate in voting. The proxy representative is required to follow instructions and cannot exercise the voting right during votes that were not announced prior to the shareholders' meeting (e.g. procedural motions). With regard to the voting process, the proxy representative will abstain from voting or not participate in voting. The same applies to voting on a counter-motion, or a resolution that differs in content from a management proposal listed in the published agenda. It is not permissible to instruct the proxy representative of the company to declare objections, make proposals or ask questions. In the event of personal participation or participation by an authorised third party in the „EGM I", the proxy authorisation and instructions given before the „EGM I" will become null and void. The same aforementioned regulations for the proxy representative apply to the voting by correspondence. If a vote by correspondence is not explicitly cast in respect of the individual agenda items, no vote shall be taken into account.

For questions about proxy voting our **EGM hotline** is available Monday through Friday (except bank holidays in Luxemburg and 19 June 2014) from 9:00 a.m. – 5:00 p.m. at the following number

+49 (0) 89 / 210 27 222



**AUTHORISATION AND INSTRUCTIONS TO THE PROXY REPRESENTATIVE OF
SAF-HOLLAND S.A./ VOTE BY CORRESPONDENCE
FOR THE „EGM I“ ON 15 JULY 2014**

You are requested to send this completed authorisation and instruction form/vote by correspondence **together with the attestation of your depositary bank** for the „EGM I“ before the deadline on 9 July 2014 at 11:59 p.m. (CEST) directly to the proxy of the company (via post or fax):

SAF-HOLLAND S.A.
c/o Haubrok Corporate Events GmbH
Landshuter Allee 10
80637 Munich
Deutschland

or via fax to: +49 (0)89 210 27-298
or via email at: registration@haubrok-ce.de

Authorisation (please complete)

I/We _____ authorise the proxy representative of SAF-HOLLAND S.A.
(name(s) of account holder(s))

Mrs. Claudia Schneckenburger, with the right of delegating the authority to another person, to represent me/us at the „EGM I“ of SAF-HOLLAND S.A. on 15 July 2014 and to exercise the voting right(s) for _____ shares pursuant to the
(no. of shares acc. to attestation)
attestation from my depositary bank for me/us or have them exercised, as instructed below.

Vote by correspondence (please complete)

I/We _____ will not attend the „EGM I“ and cast my/our votes for the
(name(s) of account holder(s))
„EGM I“ of SAF-HOLLAND S.A. on 15 July 2014 for _____ shares pursuant to the attestation from my depositary
(no. of shares acc. to attestation)

bank as marked below:

Voting instructions or voting by correspondence, as applicable,

Provide an instruction/vote on all agenda items with regard to the management’s proposals. Only one instruction/vote can be provided for each agenda item.

Agenda items EGM I	YES	NO	ABSTENTION
1 Creation of a new authorised share capital (the “ Authorised Share Capital II ” or “ <i>Bedingtes Kapital</i> ” (conditional authorised share capital), which is independent from the existing authorised share capital as determined in article 5.3 of the Articles and created on 4 June 2012 (the “ Authorised Share Capital I ”) and shall be used for purposes of issuing convertible bonds.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 The Authorised Share Capital II shall not be subject to any preferential subscription rights of existing shareholders and may be used without granting preferential subscription rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval that the Authorised Share Capital I of EUR 206,187 as determined in article 5.3 of the Articles shall be used by the Board of Directors as follows: In each of the financial years 2014, 2015 and 2016 the Board of Directors is authorised to implement one or more capital increases by issuing new shares to be paid up in cash without granting preferential subscription rights to existing shareholders provided: (i) the issue price for the newly issued shares is not significantly lower than the stock exchange price of the Company’s shares already listed; and (ii) the proportionate amount of the share capital attributable to such newly issued shares does not exceed EUR 45,361.11 (i.e. ten percent of the issued share capital existing as of the date of the extraordinary general meeting of shareholders approving this agenda point) in each financial year 2014, 2015 and 2016.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Amendment of article 5 of the Articles in order to reflect above agenda points.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

These instructions/votes pertain to the proposed resolutions by the Board of Directors as published in the Mémorial on 13 June 2014.

I/We hereby confirm that I/we have read the “IMPORTANT INSTRUCTIONS REGARDING THE EXERCISE OF YOUR VOTING RIGHTS AT THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF SAF-HOLLAND S.A. TO BE HELD AT THE OFFICES OF BONN & SCHMITT, 22-24, RIVES DE CLAUSEN, L-2165 LUXEMBOURG ON 15 JULY 2014 AT 10.00 A.M. (CEST) (“EGM I”) and agree to the conditions set forth therein with regard to proxy voting/vote by correspondence.

Please make sure, that all pages of „AUTHORISATION AND INSTRUCTIONS TO THE PROXY REPRESENTATIVE OF SAF-HOLLAND S.A./VOTE BY CORRESPONDENCE FOR THE „EGM I“ ON 15 JULY 2014“ reach SAF-HOLLAND S.A., so that your voting rights can be represented duly in the „EGM I“.

_____, _____, _____
place date signature(s)

Please provide your telephone number in case of any queries: _____