



**SAF-HOLLAND S.A.**

*Société anonyme*

Registered office: 68-70, Boulevard de la Pétrusse,

L-2320 Luxembourg

R.C.S. Luxembourg: B113090

(the "Company")

**PROPOSED RESOLUTIONS TO BE PASSED AT THE EXTRAORDINARY GENERAL MEETING OF SAF-HOLLAND S.A. (THE "EGM") THAT WILL BE HELD ON 14 FEBRUARY 2020 AT 11:00 A.M. CET AT THE OFFICES OF GSK STOCKMANN SA, 44 AVENUE JOHN F. KENEDY, 2<sup>ND</sup> FLOOR, L-1855 LUXEMBOURG, GRAND DUCHY OF LUXEMBOURG**

**NOTE: THESE ARE ONLY DRAFT OF THE PROPOSED RESOLUTIONS OF THE EGM. THE RESOLUTIONS IN THE FINAL MINUTES ACTED AFTER THE EGM MAY DIFFER FROM THOSE CONTAINED IN THIS DOCUMENT.**

**FIRST PROPOSED RESOLUTION**

To resolve to approve the Conversion Plan and the Board Report.

**EXPLANATION AND JUSTIFICATION**

The Board has prepared draft terms for the conversion to a European company, which have been published at least one month before the holding of this Meeting in the electronic gazette of the Grand-Duchy of Luxembourg RESA, on 16 December 2019 under the number RESA\_2019\_285.255 (the "**Conversion Plan**"), as well as the report explaining and justifying the legal and economic grounds of the conversion, and indicating the consequences for the shareholders and employees (the "**Board Report**"), both as prepared and approved by the Board of the Company in accordance with article 420-21 of the Companies Act and article 37 of the SE Regulation.

The Board therefore proposes to the Meeting to approve the Conversion Plan and to approve the Board Report as they have been presented to the extraordinary general shareholders' meeting (the "**Meeting**").

**SECOND PROPOSED RESOLUTION**

To resolve to acknowledge and approve the Auditor Report.

**EXPLANATION AND JUSTIFICATION**

In accordance with article 420-21, paragraph (3) of the Companies Act, and with article 37 of the SE Regulation, in order to convert a public limited liability company into a European company (SE), a report from the independent auditor *PricewaterhouseCoopers* dated 20 December 2019 has been established (the "**Auditor Report**"), a copy of which is attached to present deed.

The conclusion of the Auditor Report is the following:

*"Based on our review, nothing has come to our attention that causes us to believe that the value of the net assets of the Company as at 30 November 2019 does not correspond, in all material respect, at least to 499,305 EUR, as disclosed in the Financial Information of the Company as at 30 November 2019 prepared by the Board of Directors".*

The Board proposes to approve the Auditor Report.

### **THIRD PROPOSED RESOLUTION**

To resolve to approve the fully restated articles of association of the Company

#### **EXPLANATION AND JUSTIFICATION**

The Board believes that the business of the Company can be conducted more effectively as an SE. The Company has significant business activities throughout Europe and subsidiaries in various European countries. The Company considers itself as an international company. The SE is considered as the best legal form to strengthen the importance of the Europe-wide and other international business activities. Therefore, the Conversion would allow emphasizing and promoting the Company's international and European image.

Moreover, the SE offers flexible structuring possibilities which are not available to companies with other legal forms: On the one hand, the registered office of an SE can be freely relocated within the European Union based on explicit statutory rules (as opposed to general legal principles developed by the European Court of Justice which apply to other legal forms as well). On the other hand, the SE offers the choice between a monistic system assigning the management and supervisory functions to a uniform body (so-called administrative board) and a dualistic system with a co-existing management board and supervisory board.

The Board proposes to approve the draft of the fully restated articles of association of the Company, as a European company ("SE"), substantially in the form as they are included in the Conversion Plan published on 16 December 2019 in the electronic gazette RESA (Recueil Electronique des Sociétés et Associations) under number RESA\_2019\_285.255.

### **FOURTH PROPOSED RESOLUTION**

To resolve to approve the conversion and transformation of the Company from the legal form of a public limited liability company (SA) into a European Company (SE) in accordance with article 420-21 paragraph (4) of the Companies Act.

#### **EXPLANATION AND JUSTIFICATION**

After the approval of the Conversion Plan, the Board Report and the fully restated articles of association of the Company, as a European company ("SE"), the Board proposes to approve the conversion and transformation of the Company from the legal form of a public limited liability company (SA) into a European Company (SE) in accordance with article 420-21 paragraph (4) of the Companies Act.

### **FIFTH PROPOSED RESOLUTION**

To resolve to confirm the mandates of the current members of the Board until the annual general meeting

approving the annual accounts for the financial year ending 31 December 2019.

**EXPLANATION AND JUSTIFICATION**

As the conversion of the Company to an SE does not entail the winding-up of the Company, or in the creation of a new legal person, the Board shall remain in office and not change.

The Board proposes to confirm the mandates of the current members of the Board until the annual general meeting approving the annual accounts for the financial year ending 31 December 2019.

**SIXTH PROPOSED RESOLUTION**

To resolve to re-appoint *PricewaterhouseCoopers*, a cooperative company (*société cooperative*), having its registered office at 2, rue Gerhard Mercator, L-2182 Luxembourg, Grand-Duchy of Luxembourg and registered with the RCS under number B65477 as independent auditor (*réviseur d'entreprise*) of the Company for the financial year ending 31 December 2019.

**EXPLANATION AND JUSTIFICATION**

*PricewaterhouseCoopers* has been mandated by the annual general meeting of shareholders, which took place on 25 April 2019, as independent auditor (*réviseur d'entreprise*) of the Company for the financial year ending 31 December 2019. As the conversion of the Company to an SE does not entail the winding-up of the Company, or in the creation of a new legal person, the Board proposes to re-appoint *PricewaterhouseCoopers* as independent auditor (*réviseur d'entreprise*) of the Company for the financial year ending 31 December 2019.