



Invitation

to the Annual General Meeting
2024
of SAF-HOLLAND SE

SAF-HOLLAND SE
Bessenbach

ISIN: DE000SAFH001

WKN: SAFH00

Unique identifier of the corporate event: SAF062024oHV

Invitation to the 2024 Annual General Meeting

We hereby invite our shareholders to the Annual General Meeting of SAF-HOLLAND SE (“**Company**”), to be held on

Tuesday, June 11, 2024, at 10:00 hours (CEST),

at Stadthalle Lohr, Jahnstrasse 8, 97816 Lohr am Main.

Note: Where this invitation refers to provisions of the German Stock Corporation Act (*Aktiengesetz, AktG*) (“**Stock Corporation Act**”), no cross-references from Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European company (SE) (“**SE Regulation**”) or the German SE Implementation Act (*SE-Ausführungsgesetz, SEAG*) (“**SE Implementation Act**”) are cited for reasons of simplicity.

I.
Agenda

- 1. Presentation of the adopted annual financial statements of SAF-HOLLAND SE and the approved consolidated financial statements, as at December 31, 2023 in each case, the combined management report for SAF-HOLLAND SE and the Group (including the explanatory report of the Management Board on the disclosures pursuant to Sections 289a and 315a of the German Commercial Code (*Handelsgesetzbuch, HGB*)) and the report of the Supervisory Board of SAF-HOLLAND SE for the 2023 financial year in each case**

The above documents will be available from the time the Annual General Meeting is convened on our website at <https://corporate.safholland.com/en/> under “Investor Relations” and the heading “General Meeting”. The documents will also be available for inspection by the shareholders and will be explained in more detail at the Annual General Meeting.

The documents form part of the 2023 Annual Report, with the exception of the adopted annual financial statements.

The Supervisory Board has approved the annual financial statements and the consolidated financial statements prepared by the Management Board. The annual financial statements are thus adopted in accordance with Section 172 of the Stock

Convenience Translation

Corporation Act. The documents referred to under this agenda item are presented to the Annual General Meeting without the need for a resolution by the Annual General Meeting.

2. **Resolution on the appropriation of retained earnings for the 2023 financial year**

The Management Board and Supervisory Board propose that the Company's retained earnings from the 2023 financial year in the amount of EUR 69,041,306.01 be appropriated as follows:

Distribution of a dividend in the amount of EUR 0.85 per no-par value share entitled to a dividend	EUR 38,585,156.70
--	-------------------

Profit carried forward to new account:	EUR 30,456,149.31
--	-------------------

Should the number of no-par value shares entitled to a dividend for the 2023 financial year change prior to the Annual General Meeting, a corresponding adjustment would be made to the proposal for a resolution and put to vote at the Annual General Meeting. The proposal would provide for an unchanged dividend of EUR 0.85 per no-par value share entitled to a dividend and a corresponding adjustment to the amounts for the total dividend payout and the profit carried forward.

The claim to the dividend is due on the third business day following the resolution of the Annual General Meeting, i.e., June 14, 2024.

3. **Resolution on the formal approval of the acts of the members of the Management Board**

The Management Board and Supervisory Board propose that the acts of the members of the Management Board in office during the 2023 financial year be formally approved for this period.

4. **Resolution on the formal approval of the acts of the members of the Supervisory Board**

The Management Board and Supervisory Board propose that the acts of the members of the Supervisory Board in office during the 2023 financial year be formally approved for this period.

5. **Resolution on the selection of the statutory auditors for the annual financial statements and consolidated financial statements and the auditors for the consolidated sustainability report for the 2024 financial year**

Under agenda item 5.1, the statutory auditors for the Company's annual financial statements and consolidated financial statements for the 2024 financial year are, firstly, to be selected.

Convenience Translation

Irrespective of this, the auditors for the Company's consolidated sustainability report for the 2024 financial year are, secondly, to be selected separately under agenda item 5.2 in case the Company also has to prepare a consolidated sustainability report for the 2024 financial year that is required to be audited. Under Directive (EU) 2022/2464 of the European Parliament and of the Council of 14 December 2022 amending Regulation (EU) No 537/2014, Directive 2004/109/EC, Directive 2006/43/EC and Directive 2013/34/EU, as regards corporate sustainability reporting ("**CSRD**"), which came into force on January 5, 2023, large publicly traded companies with more than 500 employees have to add a (consolidated) sustainability report already for financial years starting on or after January 1, 2024 to their (consolidated) management report that has to be audited by the statutory auditors or – depending on the options in the relevant Member State – other (statutory) auditors or an independent assurance services provider. The EU Member States have to implement the CSRD into national law by July 6, 2024. It is anticipated that the German legislature will adopt an act to implement the CSRD into national law ("**CSRD Implementation Act**" (*CSRD-Umsetzungsgesetz*)) and that the CSRD Implementation Act will come into force in the course of this year. It is to be assumed that once the CSRD Implementation Act comes into force the Company will be required to prepare a consolidated sustainability report and have it audited for the first time for the 2024 financial year and that auditors will have to be appointed to audit this consolidated sustainability report.

- 5.1. On the recommendation of its Audit Committee, the Supervisory Board proposes that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt, be selected as statutory auditors of the annual financial statements and consolidated financial statements for the 2024 financial year and for any review of the half-yearly financial report and other interim financial information for the 2024 financial year.
- 5.2. On the recommendation of its Audit Committee, the Supervisory Board proposes that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt, be selected as auditors of the consolidated sustainability report for the 2024 financial year. The selection will be made subject to the condition precedent that with effect from the CSRD Implementation Act coming into force the Company is required to prepare a consolidated sustainability report for the 2024 financial year and that auditors have to be appointed to audit this consolidated sustainability report.

The Company intends to hold separate polls on agenda items 5.1 and 5.2.

In accordance with Article 16(2), third subparagraph of Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 ("**EU Statutory Audit Regulation**"), the Supervisory Board's Audit Committee has declared that its recommendation is free from the undue influence of third parties and that no restriction has been imposed on it with regard to the selection of a particular statutory auditor or audit firm (Article 16(6) of the EU Statutory Audit Regulation).

6. Resolution on the election to the Supervisory Board

The composition of the Supervisory Board is determined in accordance with (i) Article 40(2) and (3) of the SE Regulation, (ii) Section 17(1) of the German SE Implementation Act, (iii) Section 21(3) of the German SE Participation Act (*SE-Beteiligungsgesetz*, *SEBG*) and (iv) Article 11(1) of the Company's Articles of Association.

Pursuant to Article 11(1) of the Articles of Association, the Supervisory Board consists of five members elected by the Annual General Meeting. The appointment of all Supervisory Board members ends at the time this Annual General Meeting ends.

To ensure that the Supervisory Board still has the required number of members after the end of this Annual General Meeting in accordance with Article 11(1) of the Articles of Association, it is necessary to elect five Supervisory Board members. The Annual General Meeting is not bound by nominations for election. Based on the recommendation of its Nomination and Remuneration Committee, the Supervisory Board proposes that

- 6.1. **Mr. Matthias Arleth**, Senior Vice President and General Manager of Automotive EMEA at TE Connectivity Ltd., residing in Munich,
- 6.2. **Ms. Ingrid Jägering**, management board member of STIHL AG, residing in Südlohn,
- 6.3. **Ms. Jurate Keblyte**, management board member of GRAMMER Aktiengesellschaft, residing in Haar,
- 6.4. **Dr. Martin Kleinschmitt**, management board member of Noerr Consulting AG and partner of Noerr Partnerschaftsgesellschaft mbB, residing in Berlin,
- 6.5. **Mr. Carsten Reinhardt**, independent senior advisor, residing in Stuttgart,

be elected as members of the Company's Supervisory Board, effective as of the end of this Annual General Meeting and for the period until the end of the Annual General Meeting resolving on the formal approval of the actions of the Supervisory Board for the 2027 financial year.

The intention is to allow the Annual General Meeting to resolve on the candidates in individual polls.

It is the conviction of the Supervisory Board that the candidates proposed are all familiar with the sector in which the Company operates. Ms. Jurate Keblyte has specialist knowledge in the field of financial accounting. Ms. Jägering has specialist knowledge in the field of statutory auditing.

It is pointed out that if he is elected, Dr. Kleinschmitt is to be put forward as a candidate for the office of Chairman of the Supervisory Board.

Further information on the proposed candidates, including curriculum vitae and details of memberships in other statutory supervisory boards and comparable domestic and foreign supervisory bodies of business entities, is provided after the agenda under Part II. *“Information on agenda item 6: Information on the Supervisory Board candidates proposed for election”*. This information will be available from the time the Annual General Meeting is convened on our website at [“https://corporate.safholland.com/en/”](https://corporate.safholland.com/en/) under “Investor Relations” and the heading “General Meeting”. The information will also be available for inspection by the shareholders during the Annual General Meeting.

7. Resolution on the approval of the remuneration report for the 2023 financial year

Under Section 162(1), first sentence of the German Stock Corporation Act, the management board and supervisory board of listed companies are required to prepare a clear and comprehensible report each year on the remuneration granted and owed to each current or former individual member of the management board and supervisory board in the past financial year and to submit this report to the Annual General Meeting for approval pursuant to Section 120a(4), first sentence of the Stock Corporation Act. The remuneration report for the 2023 financial year was reviewed by the auditors in accordance with Section 162(3) of the Stock Corporation Act to determine whether the legally required disclosures pursuant to Section 162(1) and (2) of the Stock Corporation Act were made. The auditors’ report on the remuneration report is attached to the remuneration report.

The remuneration report for the 2023 financial year and the auditors’ report on the review of the report are reproduced after the agenda under Part III. *“Information on Agenda Item 7: Remuneration report for the 2023 financial year”* and will be available from the time the Annual General Meeting is convened on the Company’s website at [“https://corporate.safholland.com/en/”](https://corporate.safholland.com/en/) under “Investor Relations” and the heading “General Meeting”. The remuneration report and the auditors’ report on the review of the report can also be accessed under the heading “General Meeting” during the Annual General Meeting. The remuneration report will also be available for the shareholders to inspect during the Annual General Meeting.

The Management Board and Supervisory Board also propose that the remuneration report for the 2023 financial year, which was prepared and audited in accordance with Section 162 of the Stock Corporation Act, is approved.

8. Resolution on cancellation of the 2020 Authorized Capital, on the creation of new 2024/I Authorized Capital with the possibility to exclude subscription rights and on an amendment to the Articles of Association to this effect

The Company’s extraordinary General Meeting of May 20, 2020 authorized the Management Board to increase the Company’s share capital in the period up to May 19, 2025 on one or more occasions by up to a total of EUR 22,697,151.00 with the consent of the Supervisory Board by issuing new no-par value bearer shares against contributions in cash and/or in kind (**“2020 Authorized Capital”**). The

Convenience Translation

Management Board has not made use of the 2020 Authorized Capital set down in Article 5(3) of the Articles of Association up to now.

The 2020 Authorized Capital would expire at the end of May 19, 2025 and therefore possibly before the 2025 Annual General Meeting. In order to give the Company the flexibility required to act quickly on the capital markets at any time as required, the 2020 Authorized Capital is already to be cancelled now and replaced by new approved capital ("**2024/I Authorized Capital**"). The 2024/I Authorized Capital should have a value equivalent to approximately 20% of the share capital and include the possibility to exclude the subscription right up to a maximum of 10%.

The Management Board and Supervisory Board therefore propose that the following resolution be adopted:

8.1. Cancellation of the 2020 Authorized Capital

The authorization of the Management Board to increase the Company's share capital in the period up to May 19, 2025 on one or more occasions by up to a total of EUR 22,697,151.00 with the consent of the Supervisory Board by issuing new no-par value bearer shares against contributions in cash and/or in kind (2020 Authorized Capital) granted by the Company's extraordinary General Meeting of May 20, 2020 and set down in Article 5(3) of the Articles of Association is cancelled subject to the condition precedent of the effectiveness of the new 2024/I Authorized Capital under agenda item 8.2 and the commercial register entry regarding the amendment of Article 5(3) of the Articles of Association pursuant to agenda item 8.3.

8.2. Creation of 2024/I Authorized Capital with the possibility to exclude subscription rights

The Management Board is authorized to increase the Company's share capital up to the end of June 10, 2029 on one or more occasions in installments by up to a total of EUR 9,078,860.00 with the consent of the Supervisory Board by issuing new no-par value bearer shares against contributions in cash and/or in kind (**2024/I Authorized Capital**).

The shareholders in principle have a right to subscribe. The shares can also be taken on by one or more credit or securities institutions or other entities within the meaning of Section 186(5), first sentence of the German Stock Corporation Act with the obligation to offer them to the shareholders for subscription ("indirect subscription right"). The Management Board is, however, authorized to exclude the shareholders' subscription right for one or more capital increases with the consent of the Supervisory Board in the context of the 2024/I Authorized Capital,

- a) to exclude fractional amounts from the subscription right;
- b) to the extent necessary in order to grant holders or creditors of convertible bonds, bonds with warrants and/or participating bonds (or

Convenience Translation

combinations of these instruments) (referred to collectively below as “**Bonds**”) that feature conversion or option rights or conversion or option obligations and were or are issued by the Company or a Group Company a conversion or subscription option for new no-par value bearer shares in the Company to the extent to which they would be entitled after exercising the conversion and/or option rights or after satisfying the conversion and/or option obligations, or to the extent that the Company exercises an option in relation to such Bonds, to grant shares in the Company instead of paying the sum due, either in part or in full;

- c) to issue shares against contributions in kind in particular but not exclusively in connection with business combinations or for the purpose of acquiring companies, businesses, parts of companies, interests in companies or other assets (including indirectly), including receivables against the Company or its Group Companies, or to service Bonds issued against contributions in kind;
- d) to issue shares against contributions in cash if the issue price of the new shares is not materially less than the stock exchange price of the Company’s shares already listed on the stock exchange within the meaning of Section 203(1) and (2) and Section 186(3), fourth sentence of the Stock Corporation Act and the pro rata amount of the share capital attributable to the new shares issued subject to exclusion of subscription rights pursuant to Section 186(3), fourth sentence of the Stock Corporation Act does not exceed a total of 10% of the Company’s share capital, this neither at the time of effectiveness nor – if this amount is lower – at the time the 2024/I Authorized Capital is exercised. The pro rata amount of the share capital is to be counted towards this limit of 10% of the share capital that is attributable to shares (i) that are issued or sold during the term of the 2024/I Authorized Capital directly in accordance with or based on Section 186(3), fourth sentence of the Stock Corporation Act, and (ii) that are issued or to be issued in order to service Bonds with conversion or option rights or conversion or option obligations, to the extent that these Bonds are issued in accordance with Section 186(3), fourth sentence of the Stock Corporation Act during the term of the 2024/I Authorized Capital excluding the shareholders’ subscription rights.

Shares excluding the shareholders’ subscription rights may only be issued according to this authorization in the context of the 2024/I Authorized Capital if the sum of the new shares together with shares issued or transferred by the Company during the term of the 2024/I Authorized Capital under another authorization excluding the shareholders’ subscription rights or convertible bonds and/or bonds with warrants that are to be issued during the term of the 2024/I Authorized Capital based on utilization of another authorization excluding the right to subscribe do not account in total for more than 10% of the Company’s share capital, this both at the time this authorization becomes

Convenience Translation

effective and – if this amount is lower – at the time this authorization is exercised.

The Management Board is authorized to determine the additional contents of the share rights and the terms and conditions of the share issue with the consent of the Supervisory Board. This also includes determining the dividend entitlement for the new shares, which to the extent legally admissible may also be determined for a financial year that has already expired, in derogation of Section 60(2) of the Stock Corporation Act.

The Supervisory Board is authorized to amend the wording of the Articles of Association to reflect this after the 2024/I Authorized Capital has been utilized in part or in full or the time limit for utilization of the 2024/I Authorized Capital has expired.

8.3. Amendment of Article 5(3) of the Company's Articles of Association

Article 5(3) of the Company's Articles of Association will be restated as follows:

“The Management Board is authorized to increase the Company's share capital up to the end of June 10, 2029 on one or more occasions in installments by up to a total of EUR 9,078,860.00 with the consent of the Supervisory Board by issuing new no-par value bearer shares against contributions in cash and/or in kind (2024/I Authorized Capital).

The shareholders in principle have a right to subscribe. The shares can also be taken on by one or more credit or securities institutions or other entities within the meaning of Section 186(5), first sentence of the German Stock Corporation Act with the obligation to offer them to the shareholders for subscription (“indirect subscription right”). The Management Board is, however, authorized to exclude the shareholders' subscription right for one or more capital increases with the consent of the Supervisory Board in the context of the 2024/I Authorized Capital,

- a) *to exclude fractional amounts from the subscription right;*
- b) *to the extent necessary in order to grant holders or creditors of convertible bonds, bonds with warrants and/or participating bonds (or combinations of these instruments) (referred to collectively below as “Bonds”) that feature conversion or option rights or conversion or option obligations and were or are issued by the Company or a Group Company a conversion or subscription option for new no-par value bearer shares in the Company to the extent to which they would be entitled after exercising the conversion and/or option rights or after satisfying the conversion and/or option obligations, or to the extent that the Company exercises an option in relation to such Bonds to grant shares in the Company instead of paying the sum due, either in part or in full;*

Convenience Translation

- c) *to issue shares against contributions in kind in particular but not exclusively in connection with business combinations or for the purpose of acquiring companies, businesses, parts of companies, interests in companies or other assets (including indirectly), including receivables against the Company or its Group Companies, or to service Bonds issued against contributions in kind;*

- d) *to issue shares against contributions in cash if the issue price of the new shares is not materially less than the stock exchange price of the Company's shares already listed on the stock exchange within the meaning of Section 203(1) and (2) and Section 186(3), fourth sentence of the Stock Corporation Act and the pro rata amount of the share capital attributable to the new shares issued subject to exclusion of subscription rights pursuant to Section 186(3), fourth sentence of the Stock Corporation Act does not exceed a total of 10% of the Company's share capital, this neither at the time of effectiveness nor – if this amount is lower – at the time the 2024/I Authorized Capital is exercised. The pro rata amount of the share capital is to be counted towards this limit of 10% of the share capital that is attributable to shares (i) that are issued or sold during the term of the 2024/I Authorized Capital directly in accordance with or based on Section 186(3), fourth sentence of the Stock Corporation Act, and (ii) that are issued or to be issued in order to service Bonds with conversion or option rights or conversion or option obligations, to the extent that these Bonds are issued in accordance with Section 186(3), fourth sentence of the Stock Corporation Act during the term of the 2024/I Authorized Capital excluding the shareholders' subscription rights.*

Shares excluding the shareholders' subscription rights may only be issued according to this authorization in the context of the 2024/I Authorized Capital if the sum of the new shares together with shares issued or transferred by the Company during the term of the 2024/I Authorized Capital under another authorization excluding the shareholders' subscription rights or convertible bonds and/or bonds with warrants that are to be issued during the term of the 2024/I Authorized Capital based on utilization of another authorization excluding the right to subscribe do not account in total for more than 10% of the Company's share capital, this both at the time this authorization becomes effective and – if this amount is lower – at the time this authorization is exercised.

The Management Board is authorized to determine the additional contents of the share rights and the terms and conditions of the share issue with the consent of the Supervisory Board. This also includes determining the dividend entitlement for the new shares, which to the extent legally admissible may also be determined for a financial year that has already expired, in derogation of Section 60(2) of the Stock Corporation Act.

Convenience Translation

The Supervisory Board is authorized to amend the wording of the Articles of Association to reflect this after the 2024/I Authorized Capital has been utilized in part or in full or the time limit for utilization of the 2024/I Authorized Capital has expired.”

The Management Board has provided a written report according to Section 203(2), second sentence and Section 186(4), second sentence of the German Stock Corporation Act on the reasons for the authorization of the Management Board to exclude the subscription right. This report will be available from the time the Annual General Meeting is convened on the Company's website at "<https://corporate.safholland.com/en/>" under "Investor Relations" and the heading "General Meeting". The report will also be available for inspection by the shareholders during the Annual General Meeting.

9. **Resolution on the creation of authorization to issue convertible bonds, bonds with warrants and/or participating bonds (or combinations of these instruments) with the possibility to exclude subscription rights, on the creation of 2024/I Conditional Capital and on the amendment of the Articles of Association to this effect**

The Management Board currently does not have any authorization to issue convertible bonds, bonds with warrants and/or participating bonds (or combinations of these instruments). In order to give the Company the possibility to react flexibly to opportunities on the market, such authorization and conditional capital ("**2024/I Conditional Capital**") are now to be created.

It is intended that the value of the 2024/I Conditional Capital should be equivalent to approximately 20% of the share capital.

The Management Board and Supervisory Board therefore propose that the following resolution be adopted:

9.1. **Grant of authorization to issue convertible bonds, bonds with warrants and/or participating bonds (or combinations of these instruments)**

The Management Board is authorized to issue convertible bonds, bonds with warrants and/or participating bonds (or combinations of these instruments) (collectively "**Bonds**") up to the end of June 10, 2029 on one or more occasions in bearer or registered form and with or without a limited term for a total nominal value of up to EUR 350,000,000.00 with the consent of the Supervisory Board and to grant the holders or creditors of Bonds conversion and/or option rights to subscribe for up to 9,078,860 no-par value bearer shares in the Company equivalent to a total pro rata amount of the share capital of up to EUR 9,078,860.00 as set out in more detail in the terms and conditions of the Bonds and/or to establish obligations to convert the relevant Bond into such shares in the terms and conditions of the Bonds. The Bonds may be issued against contributions in cash or in kind.

a) Currency, issuing company

The Bonds may be issued in euros or in another legal currency (limited to the corresponding equivalent in euros), for example of an OECD country. They may also be issued by a direct or indirect domestic or foreign majority holding company of SAF-HOLLAND SE ("**Group Company**"); in such a case, the Management Board is authorized to resolve that SAF-HOLLAND SE will provide the guarantee for the Bonds with the consent of the Supervisory Board and to grant the holders of the Bonds conversion and/or option rights for new no-par value bearer shares in the Company or to establish relevant obligations to convert and to submit any further declarations and perform any further actions required for a successful issue.

b) Subscription rights, authorization to exclude subscription rights

The shareholders in principle have a right to subscribe for the Bonds. The subscription right can also be granted indirectly by the bond being taken on by one or more credit or securities institutions or other entities within the meaning of Section 186(5), first sentence of the German Stock Corporation Act with the obligation to offer them to the shareholders for subscription. If Bonds are issued by a Group Company, the Company has to ensure that the statutory subscription rights for shareholders of the Company are ensured as set out above.

The Management Board is, however, authorized to exclude the shareholders' right to subscribe for the Bonds with the Supervisory Board's consent:

- (1) for fractional amounts arising as a result of the subscription ratio;
- (2) to the extent necessary in order to grant the holders of conversion or option rights to shares in the Company previously issued or creditors of convertible bonds featuring conversion obligations a right to subscribe to the extent to which they would be entitled as a shareholder after exercising these conversion or option rights or after satisfying the conversion obligations;
- (3) if Bonds with conversion and/or option rights or conversion rights are to be issued in return for cash payments and the issue price is not materially less than the theoretical market value of the Bonds with conversion and/or option rights or conversion rights calculated using recognized actuarial methods. However, this authorization to exclude subscription rights only applies to the extent that the total shares to be issued in order to service the conversion and option rights or when satisfying the conversion obligation do not exceed a pro rata amount of more than 10% of the share capital, this neither at the time of effectiveness nor – should this amount be lower – at the time the authorization is exercised ("**Maximum Amount**"). The pro rata share of the share capital attributable to the new shares or previously acquired

Convenience Translation

treasury shares that are issued or sold during the term of this authorization subject to simplified exclusion of exclusion of subscription rights pursuant to or in accordance with Section 186(3), fourth sentence of the Stock Corporation Act as well as the pro rata amount of the share capital attributable to shares that can or must be purchased due to option and/or conversion rights of obligations and that are issued during the term of this authorization excluding the subscription right based on Section 186(3), fourth sentence of the Stock Corporation Act are to be set off against the Maximum Amount;

- (4) if Bonds are issued against contributions in kind (in particular but not exclusively contributions of companies, parts of companies or interests in companies or other economic assets, including receivables), provided that the value of the contribution in kind are reasonably in proportion to the market value of the Bonds.

If participating bonds without conversion rights, option rights or conversion obligations are issued, the Management Board is authorized to exclude the shareholders' subscription right as a whole with the consent of the Supervisory Board if these participating bonds have features similar to those of debentures, i.e. do not establish any membership rights in the Company, do not grant any share in the proceeds of liquidation and the level of interest is not calculated on the basis of the level of the net income for the year, retained earnings or dividends. Furthermore, in this case the interest and issue value of the participating bonds must reflect the current market terms and conditions for similar borrowings at the time of issue.

c) Features of individual bonds

Bonds may be issued on one or more occasions as a whole or in parts and also at the same time in various tranches. The individual issues may be divided into individual bonds with equal rights in each case. This is without prejudice to Section 9(1) of the Stock Corporation Act and Section 199 of the Stock Corporation Act.

- (1) Bonds with warrants

Where bonds with warrants are issued, one or more warrants will be attached to each individual bond entitling the holder to subscribe for no-par value bearer shares in the Company as set out in more detail in the option terms and conditions to be determined by the Management Board. However, the pro rata amount attributable to the no-par value bearer shares in the Company to be subscribed for each individual bond in the share capital of the Company may not exceed the par value of the individual bond. Moreover, the term of the option right may not exceed the term of the bond with warrants. It may also be provided that any fractional amounts are combined and/or settled in cash. The same applies by analogy if warrants are attached to a participating bond.

Convenience Translation

(2) Convertible bonds

Where convertible bonds are issued, the holders of the individual bonds have the right to exchange these for no-par value bearer shares in the Company in accordance with the terms and conditions for convertible bonds to be determined by the Management Board. The conversion ratio is the product of dividing the par value of an individual bond by the fixed conversion price for a no-par value share of the Company. The conversion ratio may also be the product of dividing the issue price of a Bond that is lower than the par value by the fixed conversion price for a new no-par value bearer share of the Company. The conversion ratio may be rounded up or down to a whole number. It may also be provided that any fractional amounts are combined and/or settled in cash. The pro rata amount of the share capital attributable to the no-par value bearer shares to be issued upon conversion may not exceed the par value of the Bond. The terms and conditions of the convertible bonds may also include an obligation to convert at the end of the term or at an earlier point in time. The Company may be authorized in the bond terms and conditions to settle any difference between the par value of the convertible bond and the product of the conversion price and conversion ratio in cash, either in whole or in part. The above provisions apply by analogy if the conversion right or conversion obligation relate to a participation bond.

(3) Settlement options

The terms and conditions for convertible bonds or bonds with warrants may provide for the right of the Company to grant the creditors of the Bonds new shares or treasury shares in the Company in whole or in part instead of paying an amount due. The shares will be credited with a value corresponding to the volume-weighted average stock exchange price of shares in the Company in the same class in Xetra trading (or in a functionally comparable successor system replacing the Xetra system) on the Frankfurt Stock Exchange on the last ten trading days prior to the declaration of conversion or exercise of the option, rounded up to full cents, as set out in more detail in the bond terms and conditions.

The terms and conditions for convertible bonds or bonds with warrants may furthermore provide that the Company does not grant the parties entitled to conversion or option rights shares in the Company, but the cash equivalent of the shares otherwise to be supplied. The cash equivalent of each share corresponds to the volume-weighted average stock exchange price of shares in the Company in the same class in Xetra trading (or in a functionally comparable successor system replacing the Xetra system) on the Frankfurt Stock Exchange on the last ten trading days prior to the declaration of conversion or exercise of the option, rounded up to full cents, as set out in more detail in the bond terms and conditions.

d) Option and conversion prices

Where Bonds granting or defining a conversion right, conversion obligation and/or option right are issued, the option or conversion price to be fixed in each case must (including for a variable conversion ratio or conversion price) either (i) amount to at least 80% of the volume-weighted average stock exchange price of shares in the Company in the same class in Xetra trading (or in a functionally comparable successor system replacing the Xetra system) on the Frankfurt Stock Exchange on the last ten trading days prior to the day of the resolution by the Management Board regarding the issue of the bonds with warrants or convertible bonds or (ii), where a subscription right is granted, at least 80% of the volume-weighted average stock exchange price of shares in the Company in the same class in Xetra trading (or in a functionally comparable successor system replacing the Xetra system) on the Frankfurt Stock Exchange during the period from the start of the subscription period up to and including the third day before the announcement of the final terms and conditions pursuant to Section 186(2), second sentence of the Stock Corporation Act. This is without prejudice to Section 9(1) of the Stock Corporation Act and Section 199 of the Stock Corporation Act.

e) Dilution protection

The authorization also includes the possibility, set out in more detail in the relevant bond terms and conditions, to grant protection from dilution or make adjustments in certain cases. This may be provided for in particular if the Company increases its share capital granting a subscription right to its shareholders, or issues additional convertible bonds or bonds with warrants or grants or guarantees conversion or option rights during the conversion or option period and does not grant the holders of existing conversion or option rights the subscription rights they would be entitled to as a shareholder after exercising the conversion or option right or satisfying their conversion obligations, or if the share capital is increased by performing a capital increase from the Company's funds. In such situations, it can be ensured in the terms and conditions for the convertible bonds or bonds with warrants that the economic value of the existing conversion or option rights remains unaffected by adjusting the conversion or option rights while preserving their value, where the adjustment is not already mandated by law. The value-preserving adjustment may take place in particular but not exclusively by granting subscription rights, adjusting or granting cash components or adjusting the conversion or option price. The above applies by analogy to capital decreases or other corporate measures from share splits, restructurings, acquisition of control by third parties, payment of dividends other similar measures that could lead to the value of the shares being diluted. This is without prejudice to Section 9(1) of the Stock Corporation Act and Section 199 of the Stock Corporation Act. In any case, the pro rata amount of the share capital attributable to the shares to be subscribed for each Bond may not exceed the par value of each Bond or any lower issue price.

f) Authorization to determine additional details

The Management Board is authorized to determine the further details regarding the issue of Bonds and their features, including but not limited to their interest rates, type of interest, issue price, term, denomination, dilution protection provisions, restructuring possibilities, option or conversion price and operation or conversion period as well as currency and conversion procedures with the consent of the Supervisory Board. If Bonds are issued by a Group Company, the Management Board additionally has to obtain the agreement of the governing bodies of the Group Company issuing the Bonds. This is without prejudice to Section 9(1) of the Stock Corporation Act and Section 199 of the Stock Corporation Act.

9.2. 2024/I Conditional Capital

The share capital will be conditionally increased by up to EUR 9,078,860.00 by issuing new no-par value bearer shares (**2024/I Conditional Capital**). The purpose of the conditional increase is to grant no-par value bearer shares to the holders or creditors of convertible bonds, bonds with warrants and/or participating bonds (or combinations of these instruments) that are issued on the basis of the authorization of the Company or its direct or indirect domestic or foreign holding companies resolved by the Annual General Meeting on June 11, 2024 and to grant or establish a conversion or option right or new conversion obligation in or to new no-par value bearer shares in the Company.

The conditional capital increase is only to be performed to the extent that option or conversion rights are utilized, the holders or creditors obliged to convert satisfy their obligation to convert, or shares are offered for sale on the basis of rights of the Company to substitute and unless treasury shares or new shares created from utilization of Authorized Capital are used for servicing. The new no-par value bearer shares will participate in profits from the start of the financial year in which they arise as a result of option or conversion rights being exercised or by conversion obligations being satisfied or offers to sell being exercised. To the extent legally admissible, the Management Board may also determine the participation in profits for a past financial year with the consent of the Supervisory Board, derogating from this and from Section 60(2) of the Stock Corporation Act. The Management Board is authorized to determine the further details of performance of the conditional capital increase with the consent of the Supervisory Board.

9.3. Amendment of the Articles of Association

The following new paragraph 4 is to be added to Article 5 of the Articles of Association:

*“4. The share capital will be conditionally increased by up to EUR 9,078,860.00 by issuing new no-par value bearer shares (**2024/I Conditional Capital**). The purpose of the conditional increase is to grant*

Convenience Translation

no-par value bearer shares to the holders or creditors of convertible bonds, bonds with warrants and/or participating bonds (or combinations of these instruments) that are issued on the basis of the authorization of the Company or its direct or indirect domestic or foreign holding companies resolved by the Annual General Meeting on June 11, 2024 and to grant or establish a conversion or option right or new conversion obligation in or to new no-par value bearer shares in the Company.

The conditional capital increase is only to be performed to the extent that option or conversion rights are utilized, the holders or creditors obliged to convert satisfy their obligation to convert, or shares are offered for sale on the basis of rights of the Company to substitute and unless treasury shares or new shares created from utilization of Authorized Capital are used for servicing. The new no-par value bearer shares will participate in profits from the start of the financial year in which they arise as a result of option or conversion rights being exercised or by conversion obligations being satisfied or offers to sell being exercised. To the extent legally admissible, the Management Board may also determine the participation in profits for a past financial year with the consent of the Supervisory Board, derogating from this and from Section 60(2) of the Stock Corporation Act. The Management Board is authorized to determine the further details of performance of the conditional capital increase with the consent of the Supervisory Board.”

The Management Board has provided a written report according to Section 221(4), second sentence and Section 186(4), second sentence of the German Stock Corporation Act on the reasons for the authorization of the Management Board to exclude the subscription right. This report will be available from the time the Annual General Meeting is convened on the Company’s website at “<https://corporate.saffholland.com/en/>” under “Investor Relations” and the heading “General Meeting”. The report will also be available for inspection by the shareholders during the Annual General Meeting.

10. **Resolution on the approval of the conclusion of a profit and loss transfer agreement between SAF-HOLLAND SE and SAF-HOLLAND GmbH**

SAF-HOLLAND SE and SAF-HOLLAND GmbH, whose registered office is in Bessenbach, registered in the commercial register of the Aschaffenburg Local Court (*Amtsgericht Aschaffenburg*) under no. HRB 9685, entered into a profit and loss transfer agreement on April 23, 2024 (“**Profit and Loss Transfer Agreement**”). SAF-HOLLAND GmbH is a wholly owned subsidiary of SAF-HOLLAND SE without any outside shareholders.

The aim of the Profit and Loss Transfer Agreement is to establish a tax group between SAF-HOLLAND SE and SAF-HOLLAND GmbH for corporate income and trade tax purposes. The contents of the Profit and Loss Transfer Agreement are shown in IV. “*Information on agenda item 10: Profit and Loss Transfer Agreement*”.

Convenience Translation

In order to be effective, the Profit and Loss Transfer Agreement requires the approval of the Annual General Meeting of SAF-HOLLAND SE and the approval of the shareholders' meeting of SAF-HOLLAND GmbH.

The Management Board and Supervisory Board propose that the conclusion of the Profit and Loss Transfer Agreement dated April 23, 2024, between SAF-HOLLAND SE as the controlling company and SAF-HOLLAND GmbH as the controlled company is approved.

From the time the Annual General Meeting is convened, the following documents will be available on the Company's website under "<https://corporate.safholland.com/de/>" under "Investor Relations" and the heading "General Meeting":

- Profit and Loss Transfer Agreement dated April 23, 2024, between SAF-HOLLAND SE and SAF-HOLLAND GmbH;
- Annual financial statements and management reports of SAF-HOLLAND GmbH for the 2023, 2022 and 2021 financial years;
- Annual financial statements and management reports of SAF-HOLLAND SE for the 2023, 2022 and 2021 financial years;
- Joint report of the Management Board of SAF-HOLLAND SE and the management of SAF-HOLLAND GmbH on the Profit and Loss Transfer Agreement pursuant to Section 293a of the Stock Corporation Act.

Furthermore, these documents will also be available to the shareholders for inspection during the Annual General Meeting.

As all the shares in SAF-HOLLAND GmbH are held by SAF-HOLLAND SE, it is not necessary to review the Profit and Loss Transfer Agreement or to submit an audit report.

11. **Resolution on the amendment of Article 19(3) of the Company's Articles of Association (record date)**

Under Article 19(1), first sentence of the Company's Articles of Association, the shareholders who have registered for the Annual General Meeting in time and have provided the Company with proof of their ownership of the shares will be entitled to take part in the Annual General Meeting and to exercise their voting rights. In line with the current version of Section 123(4), second sentence of the German Stock Corporation Act, Article 19(3), second sentence of the Company's Articles of Association provides that the proof of share ownership has to "*relate to the commencement of the twenty-first day prior to the general meeting (record date)*".

However, Section 123(4), second sentence of the Stock Corporation Act was amended with effect from December 15, 2023 by the German Act to Finance Investments for the Future (*Gesetz zur Finanzierung von zukunftssichernden*

Convenience Translation

Investitionen) (German Financing for the Future Act (*Zukunftsfinanzierungsgesetz*)) – German Federal Gazette (*BGBI.*) 2023 I, no. 354) to the effect that proof of share ownership for listed companies now has to “*relate to close of business on the twenty-second day before the general meeting*”. This amendment of Section 123(4), second sentence of the Stock Corporation Act means that it is necessary to amend Article 19(3), second sentence of the Company’s Articles of Association.

The Management Board and Supervisory Board therefore propose that the following resolution be adopted:

Article 19(3), second sentence of the Company’s Articles of Association is restated as follows:

“Evidence of share ownership has to relate to close of business on the twenty-second day before the general meeting (record date) and must be received by the Company at the address provided for this purpose in the invitation at least six days before the general meeting.”

Otherwise, Article 19(3) of the Company’s Articles of Association remains unchanged.

II.

**Information on agenda item 6:
Information on the candidates proposed for election to the Supervisory Board**

1. **Mr. Matthias Arleth**

a) Personal details:	<p>Year of birth: 1967</p> <p>Gender: Male</p> <p>Nationality: German</p> <p>First appointed: 2020</p> <p>Appointed until: 2024</p>
b) Current position:	Senior Vice President and General Manager Automotive EMEA at TE Connectivity
c) Career history:	
Since 11/2022:	TE Connectivity, Senior Vice President and General Manager Automotive EMEA
2022:	MAHLE GmbH, Chair of Group Management
2011 – 2021:	<p>Various managerial positions at Webasto</p> <ul style="list-style-type: none"> • Deputy Chair of the Management Board, Webasto SE • Member of the Management Board, Webasto SE • Deputy Chair of the Management Board, Webasto Sunroofs & Components SE
1997 – 2011:	<p>Various managerial positions at Magna International, Austria</p> <ul style="list-style-type: none"> • Executive Vice President Magna E-Car Systems • Vice President Magna Electronics • General Manager, Sales and Engineering Director, Advanced Car

Convenience Translation

	Technology Systems (Magna subsidiary)
1996 – 1997:	PARS (Siemens subsidiary), South Korea and Germany, Project Manager
1993 – 1996:	SEAT, Spain, Development Engineer and Project Manager
d) Qualifications:	Degree in automotive engineering, Ulm University of Applied Sciences (1993)
e) Particular qualifications within the qualifications matrix:	<ul style="list-style-type: none"> • International experience • Management/leadership • Strategic business development • Corporate development, organization, and structuring • Knowledge of international markets • Industry-relevant technologies, products, services and new business models • Operations, operational excellence • Digitalization, IT, software • Human resources, new working models • ESG, sustainability • Legal, compliance, corporate governance • Control systems (CMS, RMS, internal control systems, internal audit) • Restructuring, transformation
f) Current group mandates:	None
g) Other current mandates:	None

2. **Ms. Ingrid Jägering**

a) Personal details:	Year of birth: 1966
-----------------------------	---------------------

Convenience Translation

	<p>Gender: Female</p> <p>Nationality: German</p> <p>First appointed: 2020</p> <p>Appointed until: 2024</p>
b) Current position:	Member of the Management Board of STIHL AG (not listed)
c) Career history:	
Since 2022:	STIHL AG, Member of the Management Board
2019 – 2022:	LEONI AG, Member of the Management Board and CFO
2016 – 2019:	OSRAM Opto Semiconductors GmbH, Executive Vice President, CFO, General Manager, Labor Director
2012 – 2016:	MAN Diesel & Turbo SE, Vice President and CFO Business Unit Turbo Machinery and Power Plants
2010 – 2012:	Siemens Wind Power A/S, Denmark, Executive Vice President and CFO Business Unit Wind Power
2009:	Brose North America, Inc., USA, Vice President Finance & Administration
2007 – 2008:	Siemens VDO Automotive, USA, Vice President Motor Drives Division Americas Controlling
2005 – 2006:	BenQ Mobile Germany, Associate Vice President / CFO during the insolvency insurance phase
2000 – 2002:	Siemens Ltd., Hong Kong
1993 – 1994:	ROLM (Siemens), USA
d) Qualifications:	Management traineeship at Siemens AG

Convenience Translation

<p>e) Particular qualifications within the qualifications matrix:</p>	<ul style="list-style-type: none"> • International experience • Management, leadership • Corporate development, organization and structuring • Knowledge of international markets • Operations, operational excellence • Digitalization, IT, software • Human resources, new working models • ESG, sustainability • Legal, compliance, corporate governance • Control systems (CMS, RMS, internal control systems, internal audit) • Financial reporting • Auditing • Restructuring, transformation • Financing, capital markets • Experience on advisory or supervisory committees
<p>f) Current group mandates:</p>	<p>Member of the Supervisory Board of SAF-HOLLAND GmbH (since 2020)</p>
<p>g) Other current mandates:</p>	<ul style="list-style-type: none"> • Member of the Supervisory Board of Hensoldt AG (since 2020) (listed) • Deputy Chair of the Company Board of Wegmann Unternehmens-Holding GmbH & Co. KG (since 2021) (not listed)

3. **Ms. Jurate Keblyte**

<p>a) Personal details:</p>	<p>Year of birth: 1975</p> <p>Gender: Female</p> <p>Nationality: German</p>
------------------------------------	---

Convenience Translation

	<p>First appointed: 2023</p> <p>Appointed until: 2024</p>
b) Current position:	Member of the Management Board and CFO of GRAMMER Aktiengesellschaft (listed)
c) Career history:	
Since 2019:	Member of the Management Board and CFO of GRAMMER Aktiengesellschaft
2018 – 2019:	Baltics Yachts OY Ab Ltd., Finland, Chief Financial and Operating Officer
2017:	Elcomax GmbH, Member of the Management and CFO
2010 – 2017:	<p>KUKA AG</p> <ul style="list-style-type: none"> • Member of the Management and CFO of KUKA Robotics Division • Director Finance & Controlling • Director Controlling
2001 – 2010:	<p>Giesecke & Devrient GmbH</p> <ul style="list-style-type: none"> • Head of Controlling, Division Banknote Printing • Controlling, Division Banknote Printing • Project Controlling, Business Unit Cards
d) Qualifications:	<ul style="list-style-type: none"> • Master of Science in Management, Economics – Kaunas University of Technology (Lithuania) • DESS Projekt- und Prozessmanagement – Université d’Angers (France)
e) Particular qualifications within the qualifications matrix:	<ul style="list-style-type: none"> • International experience • Management, leadership • Strategic business development

Convenience Translation

	<ul style="list-style-type: none"> • Corporate development, organization and structuring • Knowledge of international markets • Digitalization, IT, software • Human resources, new working models • ESG, sustainability • Legal, compliance, corporate governance • Control systems (CMS, RMS, internal control systems, internal audit) • Financial reporting • Auditing • Restructuring, transformation • Financing, capital markets • Experience on advisory or supervisory committees
f) Current group mandates:	None
g) Other current mandates:	<ul style="list-style-type: none"> • Member of the Supervisory Board of Ottobock SE & Co. KGaA (not listed) • Member of the Supervisory Board of HAWE Hydraulik SE (not listed)

4. Mr. Martin Kleinschmitt

a) Personal details:	<p>Year of birth: 1960</p> <p>Gender: Male</p> <p>Nationality: German</p> <p>First appointed: 2020</p> <p>Appointed until: 2024</p>
b) Current position:	<ul style="list-style-type: none"> • Member of the Management Board of Noerr Consulting AG (not listed)

Convenience Translation

	<ul style="list-style-type: none"> • Partner at Noerr Partnerschaftsgesellschaft mbB (not listed)
c) Career history:	
Since 2001:	Noerr Partnerschaftsgesellschaft mbB, Partner
Since 2001:	Noerr Consulting AG, Member of the Management Board
1998 – 2000:	Herlitz AG, CFO and Head of HR
1996 – 1998:	Herlitz Falkenhöh AG, Chair of the Management Board
1993 – 1996:	Herlitz Falkenhöh AG, CFO
1991 – 1993:	Herlitz AG, Head of Legal
1988 – 1991:	Freie Universität Berlin, Research Associate
d) Qualifications:	<ul style="list-style-type: none"> • Freie Universität Berlin, degree in law and postgraduate legal traineeship at Berlin Court of Appeal, 2nd state examination in law, PhD • Apprenticeship as a bank clerk
e) Particular qualifications within the qualifications matrix:	<ul style="list-style-type: none"> • International experience • Management, leadership • Corporate development, organization and structuring • Human resources, new working models • ESG, sustainability • Legal, compliance, corporate governance • Control systems (CMS, RMS, internal control systems, internal audit) • Financial reporting • Auditing

Convenience Translation

	<ul style="list-style-type: none"> • Restructuring, transformation • Financing, capital markets • Experience on advisory or supervisory committees
f) Current group mandates:	Chair of the Supervisory Board of SAF-HOLLAND GmbH (since 2014) (not listed)
g) Other current mandates:	<ul style="list-style-type: none"> • Chair of the Supervisory Board of GRAMMER Aktiengesellschaft (since 2022) (listed) • Chair of the Supervisory Board of G&H Bankensoftware AG (since 2017) (not listed)

5. Mr. Carsten Reinhardt

a) Personal details:	<p>Year of birth: 1967</p> <p>Gender: Male</p> <p>Nationality: German</p> <p>First appointed: 2020</p> <p>Appointed until: 2024</p>
b) Current position:	Independent Senior Consultant
c) Career history:	
Since 2016	Independent Senior Consultant
2016 – 2019:	RLE International GmbH, Senior Consultant
2012 – 2016:	Voith GmbH, President and CEO of Voith Turbo and Member of the Management Board of Voith Group
2006 – 2011:	Meritor Inc., USA, President and Chief Operating Officer (COO)
2003 – 2006:	Detroit Diesel Corporation, USA, President and CEO

Convenience Translation

2001 – 2003:	Western Star Trucks, USA, Vice President and General Manager Operations
1998 – 2001:	Freightliner Corporation, USA, Director, Manufacturing Engineering
1994 – 1998:	Freightliner Corporation, USA, various managerial positions
1993 – 1994:	Mercedes Benz AG, management trainee
d) Qualifications:	<ul style="list-style-type: none"> • University of Hertfordshire, MSc Automotive Engineering • Esslingen University of Applied Sciences, degree in mechanical engineering
e) Particular qualifications within the qualifications matrix:	<ul style="list-style-type: none"> • International experience • Management, leadership • Strategic business development • Corporate development, organization and structuring • Knowledge of international markets • Industry-relevant technologies, products, services and new business models • Operations, operational excellence • Digitalization, IT, software • Human resources, new working models • ESG, sustainability • Restructuring, transformation • Experience on advisory or supervisory committees
f) Current group mandates:	None
g) Other current mandates:	<ul style="list-style-type: none"> • Member of the Board of Directors of Stoneridge, Inc. (since 2023) (listed) • Deputy Chair of the Board of Directors of Grundfos Holding A/S (since 2016) (not listed)

Convenience Translation

	<ul style="list-style-type: none">• Chair of the Advisory Board of tmax Holding GmbH (since 2017) (not listed)• Member of the Advisory Board of Beinbauer Automotive GmbH & Co. KG (since 2018) (not listed)• Member of the Advisory Board of WEZAG GmbH & Co. KG (since 2016) (not listed)• Member of the Supervisory Board of Samson AG (since 2024) (not listed)
--	--

The Supervisory Board has assured itself that the proposed candidates are able to devote the expected amount of time required for their work on the Supervisory Board of SAF-HOLLAND SE.

The selection of the proposed candidates takes into account the Supervisory Board's specified objectives for its membership and aims to fulfill the skills profile and diversity strategy developed by the Supervisory Board for the entire committee. The Supervisory Board has assured itself that the proposed candidates are able to devote the expected amount of time required for their work on the Company's Supervisory Board.

In the Supervisory Board's opinion, there are no personal or business relationships between the proposed candidates on the one hand and the company, its Group Companies, the governing bodies of the Company or a shareholder with a direct or indirect stake of more than 10% of the voting shares in the Company on the other that would be decisive in a vote by a shareholder making an objective judgement.

In the Supervisory Board's opinion the proposed candidates are to be considered independent.

III. Information on agenda item 7: Remuneration Report for the 2023 financial year

The Remuneration Report explains the remuneration system for both the members of the Management Board and the members of the Supervisory Board and presents the individual remuneration granted and due to the individual members in 2023. Remuneration is deemed to have been granted as soon as it has actually accrued to the Management Board or Supervisory Board (payment-oriented view). The report provides a detailed and individualized explanation of the structure and amount of the individual components of Management Board and Supervisory Board remuneration. The report complies with the requirements of Section 162 of the German Stock Corporation Act (*Aktiengesetz, AktG*), the relevant accounting standards (*HGB, IFRS*) and the requirements of the German Corporate Governance Code (*Deutscher Corporate Governance Kodex, DCGK*) (GCGC). On May 23, 2023, the Annual General Meeting approved the 2022 remuneration report with 99.96%. Due to the high level of approval, there was no need to amend the 2023 remuneration report. Compilation of the Remuneration Report pursuant to Section 162 of the German Stock Corporation Act is the responsibility of the Management Board and the Supervisory Board. The Remuneration Report and the independent auditors' report regarding the formal audit that was conducted are contained in the Annual Report and can also be accessed from the website of SAF HOLLAND SE.

COMPOSITION OF THE MANAGEMENT BOARD

There were changes in the composition of the Management Board in 2023. Dr. André Philipp (COO) resigned from his position on the board on March 9, 2023. The position of CFO has been held by Mr. Frank Lorenz-Dietz since January 1, 2023. The previous interim CFO, Mr. Wilfried Trepels, left the company after a transitional period on March 31, 2023. Since then, the board has consisted of the CEO, Mr. Alexander Geis, and the CFO.

MANAGEMENT BOARD REMUNERATION

BASIC PRINCIPLES OF REMUNERATION

The current Executive Board remuneration system was adopted by the Supervisory Board on December 12, 2022. Resolutions on remuneration are generally prepared by the Nomination and Remuneration Committee. If necessary, the Nomination and Remuneration Committee can recommend that the Supervisory Board make amendments to the remuneration system. In the event of substantial changes, and at least every four years, the remuneration system is submitted to the Annual General Meeting for approval.

The remuneration system is aligned towards the business strategy and is aimed at performance-based and sustainable corporate governance and ensuring the long-term success of the company. The criteria for determining the appropriateness of remuneration consist of the individual duties of the Management Board members, their personal performance, the economic situation, success and future prospects of the company.

Convenience Translation

The employment contracts of the Management Board stipulate that the amount of fixed remuneration is reviewed annually. The Nomination and Remuneration Committee regularly reviews the appropriateness and market conformity of the remuneration of each individual member of the Management Board in terms of its amount and structure and discusses its findings with the Supervisory Board. The appropriateness of Management Board remuneration was recently reviewed by an independent external remuneration consultancy that concluded that the remuneration was in line with market practices.

The aforementioned remuneration also covers activities as a member of the management or supervisory board of subsidiaries.

SUMMARY OF MANAGEMENT BOARD REMUNERATION IN 2023

The remuneration of the members of the Management Board of SAF HOLLAND SE consists of fixed and variable components. The fixed, non-performance-based portion of remuneration consists of a fixed annual base salary and fringe benefits. The performance-based and variable components consist of a short-term variable incentive (STI) and a long-term variable incentive (LTI).

Variable remuneration components are to be measured on a multi-year basis. With regard to variable remuneration, the Supervisory Board ensures that long-term variable remuneration components outweigh the short-term components, in accordance with the recommendation of the GCGC. At the same time, the short-term variable remuneration also places sufficient emphasis on the annual operating targets, which serve as the basis for the future development of the company.

The financial performance criteria set for the STI at the beginning of the 2022 fiscal year were exceeded due to the very positive development of sales and earnings. The target achievement of the CEO, Mr. Alexander Geis, is 114.58% of the target value of the STI 2022, which was paid out in 2023 (see the table "Remuneration Granted and Due").

Due to Mr. Wilfried Trepels joining the company during the year on May 16, 2022, an actual target achievement of 100% was set for the pro rata 2022 financial year.

Dr. André Philipp resigned from all positions on April 1, 2023. He was released until June 30, 2023 with continued payment of his salary.

A collective bargaining agreement was entered into in 2020 with the trade union Industriegewerkschaft Metall covering the German locations in Bessenbach and Singen. Under this agreement, which expires at the end of 2024, the workforce has agreed to work longer hours at no extra pay and make other financial concessions. As a sign of its solidarity, the Management Board decided to waive 5% of the STI payout annually until the end of 2024. The payment due in the 2023 financial year from the long-term incentive (LTI) plan granted in the 2019 financial year amounts to 64% of the target value for the Executive Board members Alexander Geis and Dr. André Philipp (see table "Calculation LTI - PSUP 2019").

In the 2023 financial year, no use was made of the options set out in the remuneration system in accordance with the legal requirements to temporarily deviate from the

Convenience Translation

remuneration system or to reclaim variable remuneration components, with the exception of the flat-rate STI target achievement for 2022 for Mr. Trepels amounting to 100% which was set out in the service contract. The following table presents a summary of the components of the remuneration system applicable in 2023, the structure of the individual remuneration components and the respective targets set for the members of the Management Board:

Remuneration system		
REMUNERATION COMPONENT	BRIEF SUMMARY	PURPOSE AND CONNECTION TO THE STRATEGY
1. Fixed annual base salary	<ul style="list-style-type: none"> – Fixed contractually agreed remuneration, paid monthly 	<ul style="list-style-type: none"> – Ensures appropriate, fixed income to ensure no undue risk is taken – Attracts and retains board members who can develop and successfully implement the strategy on the basis of their experience and expertise
2. Fringe benefits	<ul style="list-style-type: none"> – Particularly use of a company car, subsidies for health and long-term care insurance 	
3. Short-term variable remuneration	<ul style="list-style-type: none"> – As a rule, 75% financial and 25% non-financial performance targets – Maximum amount: 125 % of the respective target – Payment in the following year 	<ul style="list-style-type: none"> – Provides an incentive to board members to focus on successfully implementing the business priorities and sustainability for the year
4. Long-term variable remuneration	<ul style="list-style-type: none"> – Grant of virtual share units – Performance targets: <ul style="list-style-type: none"> – Development of the share price – Business performance – ESG relevant targets – Maximum amount (cap): 200 % of the grant value – Payment: in the fifth year after granting 	<ul style="list-style-type: none"> – Links the development of Management Board compensation directly to share price performance and thus to investor interest – Provides an incentive to Management Board members to raise the value of the company in the long term – Proves SAF-HOLLAND's social responsibility and documents the importance of sustainable corporate action

TARGET REMUNERATION AND MAXIMUM REMUNERATION

The total target remuneration represents a target remuneration amount that sets an incentive for high business performance and the individual and collective performance of the Management Board by defining clear targets. The “pay for performance” principle underlying the remuneration system results in a noticeable reduction if the targets are not attained and an increase in the remuneration if the targets are surpassed or in the case of special performance, though these are limited by the cap on the maximum remuneration.

The targets set for the variable remuneration components are equal to the share of the fixed remuneration components (base salary plus fringe benefits), both of which have been set at approximately 50%. The share of the long-term variable remuneration exceeds the short-term variable remuneration, ensuring that the remuneration of the Management Board is oriented towards the sustainable long-term growth of the company.

In the event of possible future adjustments to the remuneration paid to members of the Management Board, the Supervisory Board has resolved that these will mainly consist of variable components to ensure that the share of variable remuneration components continues to increase.

The following table shows the contractually agreed target compensation and maximum compensation for the 2023 fiscal year:

Convenience Translation

All figures in EUR thousand		Alexander Geis		Frank Lorenz-Dietz		Wilfried Trepels		André Philipp	
		Chairman of the Management Board since February 26, 2019		Ordinary member of the Management Board since January 1, 2023		Ordinary member of the Management Board from May 16, 2022, to March 31, 2023		Ordinary member of the Management Board from January 1, 2019, to June 30, 2023 ²	
		Target remuneratio n	Maximum remuneratio n	Target remuneratio n	Maximum remuneratio n	Target remuneratio n	Maximum remuneratio n	Target remuneratio n	Maximum remuneratio n
Base salary in 2023	795	795	390	390	98	98	72	72	
Non- performance- based remuneratio n	37	37	43	43	10	10	9	9	
Total	832	832	433	433	108	108	81	81	
One-year variable remuneratio n	360	450	200	250	50 ¹	62,5	36,5	46	
Multi-year variable remuneratio n	507	702	220	367	55 ¹	110	0	0	
Total	867	1,152	420	617	105	172.5	36.5	46	
Total remuneratio n	1,699	1,984	853	1,050	213	280.5	117.5	127	

In accordance with Section 87a of the German Stock Corporation Act, maximum remuneration has been set for the sum of the remuneration components specified above. Including the fixed base salary, fringe benefits and the cap on variable remuneration components, this amounts to EUR 1,984,000 for the Chairman of the Management Board and EUR 1,050,000 for ordinary members of the Management Board.

Overview of the maximum remuneration of Management Board members:

Maximum limits of remuneration (maximum remuneration)

Remuneration component	Cap
Short-term variable remuneration (STI)	125 % of target amount
Long-term variable remuneration (LTI)	200 % of the endowment value
Maximum remuneration	Chairman of the Management Board: EUR 1,984,000 Ordinary member of the Management Board: EUR 1,050,000

Reviewing and ensuring compliance with the maximum remuneration level for the 2023 fiscal year is therefore not possible until 2026, when the last remuneration component for the 2023 fiscal year has been determined and accrues to the Management Board member. In the event that the calculated total remuneration exceeds the respective maximum remuneration, the payment of the LTI is reduced accordingly.

APPROPRIATENESS OF MANAGEMENT BOARD REMUNERATION

When setting the amount of total remuneration, the Supervisory Board ensures that it is commensurate with the tasks and performance of the respective Management Board member. The criteria for assessing the appropriateness of remuneration are therefore the individual tasks and performance of the Management Board member. When setting the amount of total remuneration, the Supervisory Board ensures that the customary level of remuneration does not exceed the level paid at a suitable peer group of comparable companies in an external comparison nor to the overall workforce in an internal comparison, unless there is special justification for doing so. The external assessment is primarily based on a comparison with all the other companies listed on the SDAX. For comparative purposes, SAF HOLLAND is positioned within the respective peer group market based on the valuation criteria of sales, headcount and market capitalization. From this positioning, the remuneration paid to Management Board members is reviewed for its market conformity. In making the assessment, the Supervisory Board is supported by an independent external remuneration consultancy. At the end of 2022, this consultancy last confirmed that the remuneration paid to the acting Management Board members conformed to market standards and was therefore appropriate.

To assess the market conformity of total remuneration within the organization, the Supervisory Board also considers the remuneration and working conditions of the entire Group workforce in Germany on an FTE basis. The ratio of Management Board remuneration to the remuneration of the entire workforce is also taken into account over time (vertical remuneration comparison). In addition, the company's economic position and performance also need to be appropriately taken into consideration.

The company's earnings development and the average remuneration paid to employees in Germany on an FTE basis over the last five years compared to the annual change in Management Board remuneration are presented in the following table:

Convenience Translation

Vertical remuneration comparison

	2019	2020	2021	2022	2023
Management Board remuneration (in EUR thousand)					
Alexander Geis since March 1, 2019	868.0	788.0	1,074.0	1,249.0	1,409.0
YoY % change		-9.2	36.3	16.3	12.8
Frank Lorenz-Dietz since January 1, 2023					433
YoY % change					
Wilfried Trepels from May 16, 2022, to March 31, 2023				270.0	476.0
YoY % change					76.3
André Philipp from January 1, 2019, to June 30, 2023	341.0	504.0	595.0	727.0	541.0
YoY % change		47.8	18.1	22.2	-25.6
Supervisory Board remuneration (in EUR thousand)					
Dr. Martin Kleinschmitt since April 1, 2013	91.0	101.2	108.5	115.0	120.5
YoY % change		11.2	7.2	6.0	4.8
Martina Merz from April 1, 2014 to December 12, 2022	152.0	118.0	74.2	72.0	68.6 ¹
YoY % change		-22.4	-37.1	-3.0	-4.7
Carsten Reinhardt since April 1, 2017	58.0	71.0	50.2	52.0	53.3
YoY % change		22.4	-29.3	3.6	2.5
Ingrid Jägering since October 1, 2019		12.0	64.5	69.0	68.0
YoY % change			437.5	7.0	-1.4
Matthias Arleth since July 1, 2020			34.4	69.0	68.5
YoY % change				100.6	-0.7

¹ Pro rata calculation due to a departure at the end of December 12, 2022

	2017	2018	2019	2020	2021	2022	2023
Adjusted EBIT margin in % of sales	8.0	6.9	6.2	6.1	7.5	8.0	9.6
YoY percentage point change		-1.1	-0.7	-0.1	1.4	0.5	1.6
SAF-HOLLAND SE result for the period in EUR thousand				2,027	20,624	23,985	48,523
YoY percentage point change					917.50	16.30	102.31

	2017	2018	2019	2020	2021	2022	2023
Average employee remuneration in EUR ¹	55,051.00	57,258.00	56,979.00	52,671.00	51,613.00	57,617.00	57,409.00
YoY percentage point change		4.01	-0.49	-7.56	-2.01	11.63	-0.36

The slight decrease in employee remuneration in 2023 is due to the introduction of short-time working as a result of the cyberattack suffered in 2023.

¹ Employees at the German locations.

NON-PERFORMANCE-BASED FIXED REMUNERATION

Fixed annual base salary

The base salary represents fixed remuneration for the full year and is granted on a monthly basis. Unlike many other companies, the members of the Management Board do not receive pension benefits from the company for their services. The fixed remuneration has included a compensation component for this since the 2018 fiscal year.

Fringe benefits

The taxable fringe benefits of the Executive Board consist in particular of the provision of company cars and the assumption of costs for occupational accident insurance, which also covers an insurance benefit in the event of death. There is also a directors' and officers' liability insurance policy with a deductible of 10% (D&O insurance). In addition, contributions are made to health and pension insurance in accordance with social security regulations. In the event of incapacity to work due to illness, remuneration is paid for a maximum period of 6 months.

PERFORMANCE-BASED VARIABLE REMUNERATION

The performance-based remuneration components are the short-term incentive (STI), which relates to the performance in the respective fiscal year, and the long-term incentive (LTI), which measures performance over a number of years. The two components are based on different measurement bases and have different performance parameters corresponding to their respective performance periods. These performance-based variable remuneration components are granted on the basis of financial and non-financial performance criteria.

No subsequent changes may be made to the target values or the comparison parameters for variable remuneration.

Both of the variable remuneration components in 2023 are presented in detail below.

Short-term variable remuneration (STI)

Basic structure

The annual bonus consists of a variable cash payment that is based on the company's measurable performance in the past fiscal year and the degree to which the individual targets were achieved. The STI is calculated using financial and non-financial performance criteria that are based on the key performance indicators explained below and the individual targets derived from them. With the help of the individual targets, the individual performance of each Management Board member is considered in the determination of remuneration.

Individual targets may consist of financial and non-financial targets and include the environmental, social and governance (ESG) performance criteria set by the company in keeping with its corporate social responsibility. Business targets have a weighting of 75%

Convenience Translation

in total and comprise three specific targets. The individual targets also consist of three targets and are weighted at 25% of the total. The following table provides an overview of the targets and their percentage weighting for 2022 and 2023.

Overview of the targets and their percentage weighting:

TYPE OF TARGET	DEFINITION OF THE TARGET	PERCENTAGE WEIGHTING
Corporate targets	<ul style="list-style-type: none"> — Group sales — Adjusted EBIT margin — Net working capital ratio 	25 % 25 % 25 %
Possible individual targets	<ul style="list-style-type: none"> — Strategic business development — Corporate culture — Diversity — Employees and leadership — Environment — Corporate social responsibility 	25 %
Total amount		100 %

A lower limit of 50% and an upper limit of 125% apply to target achievement. If the sum of the weighted individual target achievement is below 50% (threshold value), no pro rata payment of the target bonus is granted. The amount of remuneration to be paid is calculated by multiplying the percentage of target achievement by the target bonus amount. For the year a Management Board member joins the company and for the year the member leaves the company, the member is entitled to a pro rata bonus. The short-term variable remuneration is paid out in the year following the respective fiscal year.

The calculation of the target achievement factor is based on the individual measured target achievement factors based on their weighting. Multiplying the total target achievement factor by the STI target amount results in the STI payout amount. The aforementioned upper and lower limits of 125% and 50% apply here. Payment is made at the end of the first quarter of the following fiscal year for which the respective STI was granted.

Calculation of the STI payout:

Individual target achievement factor (50 % – 125 %)	×	Target	=	Pay-out
Corporate targets (75 % weighting) Individual targets (25 % weighting)				Pay-out cap = 125% of the target

Structure

Company targets

Three company targets were defined for the 2023 fiscal year

- Group sales
- Adjusted EBIT margin in % of sales
- Net working capital ratio in % of sales

Convenience Translation

These take the overall responsibility of the Management Board into consideration and set incentives geared primarily towards the company's continued growth, better profitability and stronger cash flow.

A core element of the company strategy is profitable growth, whereas sales constitute an important instrument in planning the next business-related steps. The adjusted EBIT margin sets an incentive to strengthen the company's operating profitability. EBIT measures earnings before interest and taxes. The EBIT indicator also considers depreciation and amortization and encourages investments that provide an adequate return on capital employed.

Next to profitability, the effective management of working capital, measured as the sum of inventories and trade receivables less trade payables, is also a key factor in cash flow.

Individual and sustainability targets

For the 2022 and 2023 fiscal years, the Supervisory Board set two individual targets in the direct area of responsibility of each Management Board member as well as one target each in the area of sustainability. The individual targets contribute specifically to increasing the efficiency of the Group's projects and advancing the company's further development.

As a globally operating company in the trailer and truck industry, SAF HOLLAND strives to make an important contribution to the future and society by providing innovative products and acting sustainably. The sustainability goal for 2023 focused on bringing SAF-HOLLAND's CSR reporting in line with the requirements of the Corporate Sustainability Reporting Directive (CSRD) in order to meet these requirements going forward.

The objectives of the STI focused on CSR objectives for the members of the Executive Board. The individual targets as well as the common sustainability target for the years 2022 and 2023 are listed in the tables below.

Convenience Translation

The individual targets and the common Sustainable target for 2022 are listed in the following table:

Acting Management Board members				
	Focus area	Specific target	Target achievement	Actual achievement
Alexander Geis (CEO)	Business development	Project planning and development for new plant (India) with higher capacity	100%	125%
Since March 1, 2019	Project innovation	Global launch of a new type of axle	100%	100%
	CSR	Adaption of CSR reporting to meet CSRD requirements	100%	125%
Dr. André Philipp (COO)	CSR	Creation of a global CO ₂ database	100%	125%
since January 1, 2019	Business development	Project Sprint – construction of a new plant in Mexico	100%	125%
	CSR	Adaption of CSR Reporting to meet CSRD requirements	100%	125%
Wilfried Trepels (CFO)	Due to Mr Wilfried Trepels joining the company on 16 May 2022, an actual target achievement of 100% for the pro rata 2022 financial year was set at the start of the contract.		100%	100%
since May 16, 2022				

Due to the resignation of Inka Koljonen on January 31, 2022, a lump sum was determined for the STI target achievement.

Acting Management Board members				
	Focus area	Specific target	Target achievement	Actual achievement
Alexander Geis (CEO)	Business development	Post Merger Integration (PMI) of Haldex	100%	125%
since March 1, 2019	ESG:	Development of ESG-adequate training material and mandatory SuccessFactors training for all employees	100%	125%
	ESG:	Fulfillment of the audit obligation in accordance with the CSRD-Report	100%	100%
Frank Lorenz-Dietz (CFO)	Business development	Post Merger Integration (PMI) of Haldex	100%	125%
since January 1, 2023	Project innovation	SAP-Hana-Integration	100%	125%
	ESG:	Fulfillment of the audit obligation in accordance with the CSRD-Report	100%	100%
Wilfried Trepels (CFO) from May 16, 2022, to March 31, 2023 *	Due to the departure of Mr Wilfried Trepels on 31 March 2023, an actual target achievement of 100% was set for the pro rata 2023 financial year at the end of the contract.		100%	100%
Dr. André Philipp (COO) from January 1, 2019, to June 30, 2023 *	Due to the departure of Mr André Philipp on 30 June 2023, an actual target achievement of 100% was set for the pro rata 2023 financial year at the end of the contract.		100%	100%

Target achievement

The following overview presents in detail the key figures for the annual bonus 2022 (payout in 2023) and for the annual bonus 2023 (payout in 2024), their performance corridors as well as the corresponding target achievement and the resulting overall target calculation, including the respective payout amounts:

Convenience Translation

STI overall target achievement 2022

			50%	75%	100%	125%	Weighting	Actual target achievement	Target achievement in %	Weighted value	Target amount In EUR	Payout amount In EUR
Alexander Geis CEO	Corporate targets	Group sales (EUR m)	1,261.40	1,287.20	1,300.80	1,326.6	0.25	1,561.10	125	31.25		
		Adjusted EBIT margin (in % of sales)	5.7	6.4	7.2	7.9	0.25	8.0	125	31.25		
		Net working capital (in % of sales)	16.30	16.10	15.90	15.70	0.25	15.97	90.6	22.70		
	Individual targets						0.25		117	29.38		
							100%			114.58	331,000	379,260 ²
André Philipp COO	Corporate targets	Group sales (EUR m)	1,261.40	1,287.20	1,300.80	1,326.6	0.25	1,561.10	125	31.25		
		Adjusted EBIT margin (in % of sales)	5.7	6.4	7.2	7.9	0.25	8.0	125	31.25		
		Net working capital (in % of sales)	16.30	16.10	15.90	15.70	0.25	15.97	90.60	22.70		
	Individual targets						0.25		125	31.26		
							100%			116.46	190,000	221,274
Wilfried Trepels CFO	Due to Mr Wilfried Trepels joining the company on 16 May 2022, an actual target achievement of 100% for the pro rata 2022 financial year was set at the start of the contract.											
Inka Koljonen ¹ CFO	Due to the resignation of Inka Koljonen as of January 1, 2022, no new targets were agreed upon.											

¹ Based on a settlement agreement due to resignation on January 31, 2022.

² Will be reduced by 5% based on voluntary waiver under the collective agreement to secure future viability.

Convenience Translation

STI overall target achievement 2023

		50%	75%	100%	125%	Weighting	Actual target achievement	Target achievement in %	Weighted value	Target amount in EUR	Payout in amount in EUR	
Alexander Geis CEO	Company targets											
	Group sales (EUR million)	1,755.5	1,809.8	1,865.8	1,921.8	0.25	2,106,170	125	31.25			
	Adjusted EBIT margin (in % of sales)	7.0	7.5	8.0	8,5	0.25	9.60	125	31.25			
	Net working capital (in % of sales)	18.3	17.8	17.3	16.8	0.25	14.82	125	31.25			
Individual targets												
	Post Merger Integration (PMI) of Haldex						0.075		125	9.38		9.38
	Development of ESG-adequate training material and mandatory SuccessFactors training for all employees						0.075		125	9.38		9.38
	Fulfillment of the audit obligation in accordance with the CSRD-Report						0.10		100	10.00		10.00
										355,500	435,523¹	
										122.51		
Frank Lorenz-Dietz CFO	Company targets											
	Group sales (EUR million)	1,755.5	1,809.8	1,865.8	1,921.8	0.25	2,106,170	125	31.25			
	Adjusted EBIT margin (in % of sales)	7.0	7.5	8.0	8,5	0.25	9.60	125	31.25			
	Net working capital (in % of sales)	18.3	17.8	17.3	16.8	0.25	14.82	125	31.25			
Individual targets												
	Post Merger Integration (PMI) of Haldex						0.075		125	9.38		9.38
	SAP-Hana-Integration						0.075		125	9.38		9.38
	Fulfillment of the audit obligation in accordance with the CSRD-Report						0.10		125	10.00		10.00
										200.000	245.020¹	
										122.51		
Wilfried Trepels CFO	Due to the departure of Mr Wilfried Trepels on March 31, 2023, an actual target achievement of 100% for the pro rata 2023 financial year was fixed at the end of the contract.											
Dr. André Philipp COO	Due to the departure of Dr André Philipp on June 30, 2023, an actual target achievement of 100% was set for the pro rata 2023 financial year at the end of the contract.											

¹ Reduced by 5% due to voluntary waiver under the future collective agreement.

Long-term variable remuneration (LTI)

Basic structure

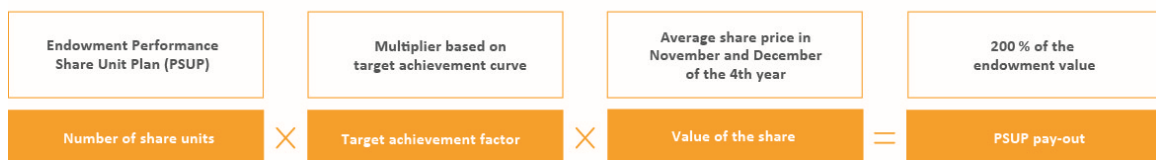
Convenience Translation

The long-term variable remuneration, or LTI, is a share-based variable remuneration component aimed at increasing the company’s long-term value and aligning the interests of the management and executives with the interests of the shareholders of SAF HOLLAND SE in the long-term. This takes the form of a Performance Share Unit Plan (PSUP), introduced in 2013, which considers both the company’s performance and its share price development. The LTI also includes an ESG target, which is consistent with the provisions of the German Corporate Governance Code. The financial targets are weighted at 80%, and the ESG target is weighted at 20%. The PSUP stipulates a performance period of four years. With the help of the PSUP, the interests of the Management Board members are to be aligned even more clearly with those of the shareholders with respect to a sustainable increase in the company’s value. The PSUP also ensures the long-term commitment of the Management Board members to the company and increases their motivation.

The number of virtual shares at the beginning of the performance period is determined by dividing the respective endowment by the average share price in the last two months of the year preceding the grant. Upon expiration of the performance period, the number of virtual shares granted is adjusted by multiplying it by a target achievement factor. The target achievement factor is the ratio of the company’s average performance (adjusted EBIT margin) during the performance period versus the average target value previously set for the performance period. The long-term variable remuneration is paid out with the payroll on the basis of the audited Consolidated Financial Statements.

The amount of the participants’ payment entitlement is determined by multiplying the virtual shares with the average share price during the last two months of the performance period and the target achievement factor.

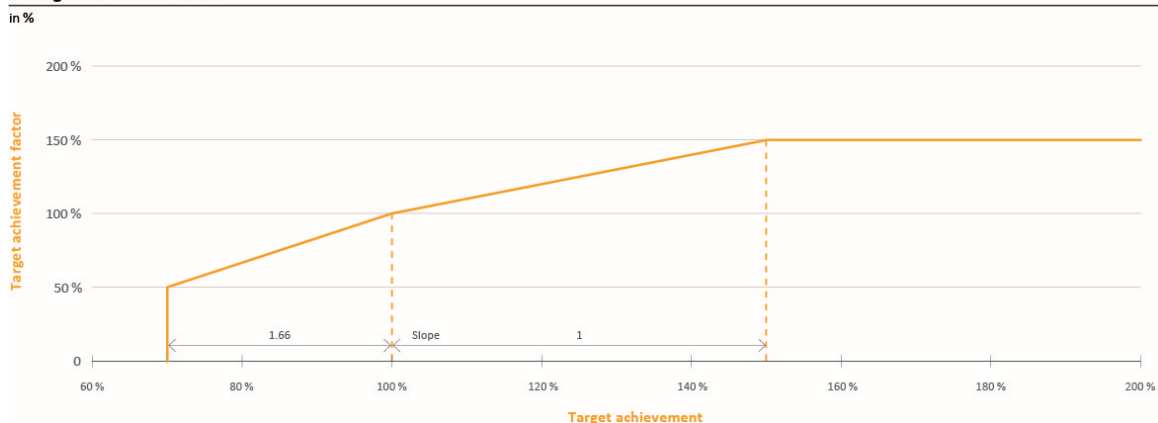
The calculation of the PSUP payout is as follows:



The prerequisite for exercising value appreciation rights is the achievement of a defined performance target. The performance target has been met when the Group has achieved an average minimum operating performance measured by the performance indicator “adjusted EBIT margin” during the entitlement period. A level of target achievement that is below 70% results in a target achievement factor of “0” and no payout.

Convenience Translation

LTI target achievement curve



A potential payment may be temporarily withheld by the Supervisory Board should imminent or urgent financial factors at SAF HOLLAND SE and/or a Group company make the payment impossible. Generally, the Supervisory Board is allowed to suspend or terminate the LTI plan at any time. Rights under plans already granted cannot be subsequently changed without the participant's consent.

The maximum payout under the terms of the PSUP is 200% of the grant (maximum value) in each case. This cap, in conjunction with the fixed base salary and the upper limit for short-term variable remuneration of 125%, constitutes the maximum limit of remuneration for Management Board members.

If a Management Board member leaves the company prior to the expiration of the performance period as a result of death, disablement, disability or reaching the contractually agreed retirement age, the member or their surviving dependents will receive any potential payout on a pro rata basis on the due date for the payment.

The loss of all rights under the PSUP occurs only in the case of extraordinary termination by the company. In the event of termination of the employment contract for any other reason, payment shall be made at the time of payment in the amount that the Management Board member would have been entitled to at the time of payment. This determination of the amount takes any pro rata reduction into account. In deviation from the above regulation, in the case of Alexander Geis, the virtual shares allocated for the years 2019, 2020 and 2021 are vested. This means that they are not reduced on a pro rata basis in the event the employment contract is terminated before the end of the respective assessment period.

Convenience Translation

Grants in the 2023 fiscal year

The LTI plan granted in 2023 is based on the following performance indicators (basis: mid-term planning 2023):

Performance period 2023 – 2026

Average target: Adjusted EBIT margin	8.7
Average share price (issue price)	EUR 8.90
Sustainability target	CO2 reduction by 10%

Grants (target amount divided by the issue price)

	Target amount in EUR	
	thousand	No. of shares granted
Alexander Geis	507	56,929
Frank Lorenz-Dietz	220	24,719
Wilfried Trepels	0	0
Dr. André Philipp	0	0

Target achievement and payout in 2023

The following overview shows the relevant indicators for the LTI plan allocated in 2019, the corresponding target achievement and the resulting payout amount in 2023:

Calculation of LTI – PSUP 2019

	2019	2020	2021	2022	Average
Earnings					
Adjusted EBIT margin	6.20%	6.10%	7.50%	8.00%	6.95%
Share price Nov./Dec. 2017 2018	12.33				
PSUP target 2019	7.46%				
Target achievement	93.16				
Target achievement factor	88.45				

Convenience Translation

	100% target achieve- ment in EUR thousand	No. of shares granted	Target achieve- ment factor	Grant price Nov./Dec. 2022	Target achievement in EUR thousand	Target achievement in %
Alexander Geis	340	27,575	0.8845	8.90	217	64
Frank Lorenz- Dietz	Due to entry on January 1, 2023, there is no entitlement to the Performance Share Unit Plan 2019-2022.					
Wilfried Trepels	Due to entry on February 15, 2022 there is no entitlement the Performance Share Unit Plan 2019-2022.					
André Philipp	170	13,788	0.8845	8.90	109	64

Supplementary clauses

Malus and clawback clauses

The Supervisory Board is permitted to take extraordinary developments and events appropriately into account. In such cases, the employment contracts of Management Board members provide for malus and clawback clauses. These largely concern the performance-based variable remuneration components and, above all, the LTI. Entitlements to remuneration may be cancelled in justified cases (malus). Alternatively, there is the option to reclaim a payment already made (clawback). The malus or clawback provision can apply when a Management Board member intentionally breaches a material duty and this breach of duty meets the definition of a “gross breach of duty,” justifying the member’s dismissal from the Management Board (Section 84(3) of the German Stock Corporation Act.

In the 2023 fiscal year, the Supervisory Board did not see any reason to make use of the options to reduce the variable remuneration components, claw them back, or waive them entirely.

Post-contractual non-compete clause

Mr Geis’ contract contains a post-contractual non-competition clause, which prohibits him from providing services to or for a competitor for a period of one year after leaving the company. He will receive compensation for this in accordance with Section 74(2) of the German Commercial Code in the amount of 50% of the contractual services last received.

A contractual non-competition clause generally applies to all members of the Management Board during the terms of their contracts.

Post-contractual non-compete clause

Mr Geis’ contract contains a post-contractual non-competition clause, which prohibits him from providing services to or for a competitor for a period of one year after leaving the

Convenience Translation

company. He will receive compensation for this in accordance with Section 74(2) of the German Commercial Code in the amount of 50% of the contractual services last received.

A contractual non-competition clause generally applies to all members of the Management Board during the terms of their contracts.

Severance clause

In the event of the early termination of the employment contract due to revocation of the appointment or any other cause of early termination, the decision of whether or not to grant a severance payment is at the company's discretion. Severance payments are always limited to a maximum of two years' total remuneration (i.e., annual base salary, short-term variable remuneration [STI] and long-term variable remuneration [LTI]). The calculation of the fixed annual remuneration is based on either the previous or the current year. When determining variable remuneration (STI and LTI), the amount of variable remuneration granted in the past fiscal year is to be used as a basis.

If the contract with a Management Board member is terminated for good cause for which the member is responsible or terminated at the request of the member, no severance payment shall be made.

When severance payments are made, they are to be credited against the non-competition compensation.

Disclosures on third-party benefits

No benefits were promised or granted to the members of the Management Board by third parties in 2023.

Change of control

In the event of a change of control, every member of the Management Board has the right once to resign from office by observing a three-month notice period to the end of the respective month and to terminate the service contract on that same date. This extraordinary right of termination only exists within one month of the date on which the Management Board member becomes aware that a change of control has actually taken place. In the event of premature termination of the service contract due to a change of control, the Management Board member has no entitlement to severance pay.

Share Ownership Guidelines

The Executive Board is contractually obliged to purchase and hold shares in the company in the amount of a fixed annual salary. Virtual shares under the LTI program are credited at 50% and shares already acquired by the company are credited at 100%. The build-up can take place within 48 months in four equal annual instalments. The corresponding regulations are contained in the so-called Share Ownership Guidelines. As a result, the interests of the Management Board and the shareholders are further aligned and the sustainable and long-term development of SAF HOLLAND is additionally rewarded.

Convenience Translation

In the view of the Supervisory Board, the existing LTI program fulfils the requirements of comparable Share Ownership Guidelines for the following reasons: (1) The performance of the virtual shares corresponds to the share price development. (2) The members of the Executive Board do not have freedom of choice regarding the investments from their remuneration, but are obliged to invest in the virtual shares. (3) Due to the annual award and the four-year performance period, the value of the virtual shares held after a four-year build-up phase is at least equal to that of an annual base salary of a member of the Executive Board.

REMUNERATION GRANTED AND DUE

The following table presents the individual remuneration granted and due to the current members of the Management Board in the 2023 fiscal year pursuant to Section 162(1), second sentence, no. 1 of the German Stock Corporation Act.

		Alexander Geis				Frank Lorenz-Dietz				Wilfried Trepels				André Philipp			
		Chairman of the Management Board since February 26, 2019				Ordinary member of the Management Board since January 1, 2023				Ordinary member of the Management Board from May 16, 2022, to March 31, 2023				Ordinary member of the Management Board from January 1, 2019, to June 30, 2023			
		2022		2023		2022		2023		2022		2023		2022		2023	
		In EUR thousand		In EUR thousand		In EUR thousand		In EUR thousand		In EUR thousand		In EUR thousand		In EUR thousand		In EUR thousand	
		in %		in %		in %		in %		in %		in %		in %		in %	
Non-performance-based remuneration	Base salary	734	59	795	56			390	90	244	90	98	21	375	52	72	13
	Fringe benefits	30	2	37	3			43	10	26	10	10	2	34	5	9	2
	Other remuneration ⁴											125 ²	26			130 ⁴	24
Total		764	61	832	59	0	0	433	100	270	100	233	49	409	57	211	39
One-year variable remuneration	STI 2021	393	31							0	0			226	31		
	STI 2022			360	26			0	0							221	41
	STI 2023											50 ³	11				
Multi-year variable remuneration	LTI 2018 – 2021	92	8							0	0			92	12		
	LTI 2019 – 2022			217	15			0	0							109	20
	LTI 2022 & 2023											193 ³	40				
Total		485	39	577	41	0	0	0	0	0	0	243	51	318	43	330	61
Total remuneration		1,249	100	1,409	100	0	0	433	100	270	100	476	100	727	100	541	100

¹ Including the amount deducted based on a voluntary waiver under the collective agreement to secure future viability.

² According to the service contract, Mr. Trepels receives a fixed target achievement of 100% for the pro rata 2022 financial year.

³ Due to the resignation of Mr. Wilfried Trepels on March 31, 2023, the STI claims 2023 as well as the LTI claims 2022 and 2023 were settled on a lump sum basis.

⁴ Due to Mr. André Philipp's resignation from office on March 9, 2023 the remuneration from this point on will be presented as "other remuneration".

SUPERVISORY BOARD REMUNERATION

The currently valid remuneration paid to the members of the Supervisory Board is governed by Article 16 of the Articles of Association of SAF HOLLAND SE. It has been in force since the company's Annual General Meeting on May 23, 2023, at which the proposed system of remuneration for Supervisory Board members and the proposed amendment to Section 16 of the Articles of Association were approved by a majority of 99.97%. The remuneration of the Supervisory Board is designed as purely fixed remuneration and is commensurate with the tasks of the Supervisory Board and the situation of the company. No performance-related or share-based remuneration components are granted.

Under the current remuneration system, the members of the Supervisory Board receive fixed annual remuneration and the members of the Audit Committee and the Nomination and Remuneration Committee receive additional remuneration for their work on the respective committees. The Chair and Deputy Chair of the Supervisory Board as well as the Chair of the Audit Committee and other committees receive additional remuneration. The remuneration of the Supervisory Board is as follows:

Remuneration of the Supervisory Board

FIXED REMUNERATION OF THE SUPERVISORY BOARD			
Chairman EUR 120,000	Deputy Chairman EUR 70,000	Member EUR 50,000	
COMMITTEE WORK REMUNERATION			
Audit Committee		Nomination and Remuneration Committee	
Chairman EUR 25,000	Member EUR 10,000	Chairman EUR 20,000	Member EUR 7,500

The remuneration system therefore takes the greater time commitment of the Chairman and his deputy into account. The increased time required for committee work, both for their chairmen and their members, is also appropriately reflected in the remuneration.

For their participation in meetings of the Supervisory Board, members receive an attendance fee of EUR 1,000.00 per meeting. For their participation in a committee meeting, members receive an attendance fee of EUR 500.00 per meeting. The attendance fee is only paid once for several meetings held on the same day. Attendance of a meeting also includes attendance of a meeting held by telephone or video conference or participation in a meeting by telephone or video conference.

The company shall ensure that liability insurance exists for the benefit of the Supervisory Board members. In addition to the remuneration described in the above paragraphs, the company shall reimburse Supervisory Board members for any expenses reasonably incurred in the exercise of their Supervisory Board mandate and any value-added taxes payable on their remuneration and expenses.

Convenience Translation

Supervisory Board members who are members of the Supervisory Board or one of its committees or hold the office of chair or deputy chairperson for only part of the fiscal year shall receive the appropriate remuneration on a pro rata basis. This also applies to the remuneration for the chairpersons of committees.

The remuneration is paid after the end of the Annual General Meeting that receives the Consolidated Financial Statements for the fiscal year for which the remuneration is paid or decides on their approval. The remuneration for the 2022 financial year was paid in 2023, the remuneration for the 2023 financial year will therefore be paid after the 2024 Annual General Meeting.

No advances or loans were extended to Supervisory Board members or to former Supervisory Board members in 2023.

The total remuneration of the Supervisory Board members for 2023 amounted to EUR 442,897.00 (previous year: EUR 378,900.00).

The presentation of the Supervisory Board remuneration for 2023 now follows the concept of the payment-oriented view, analogous to the presentation of the Executive Board remuneration, and is distributed among the individual members as follows:

Remuneration granted and owed to the Supervisory Board in 2023 (in EUR thousand) for the 2022 financial year

Supervisory Board member	Components of total remuneration												Total remuneration	
	Fixed remuneration of Supervisory Board as a whole (% of total remuneration)				Committee work remuneration (% of total remuneration)				Attendance fees (% of total remuneration)				2023	2022
	2023	in %	2022	in %	2023	in %	2022	in %	2023	in %	2022	in %		
Dr. Martin Kleinschmitt	100.0	83%	100.0	87%	10.0	8%	0.0	0%	10.5	9%	15.0	13%	120.5	115.0
Martina Merz ¹	56.9	83%	60.0	83%	4.7	7%	0.0	0%	7.0	10%	12.0	17%	68.6	72.0
Carsten Reinhardt	40.0	75%	40.0	77%	5.3	10%	0.0	0%	8.0	15%	12.0	23%	53.3	52.0
Ingrid Jägering	40.0	59%	40.0	58%	20.0	29%	20.0	29%	8.0	12%	9.0	13%	68.0	69.0
Matthias Arleth	40.0	58%	40.0	58%	20.0	29%	20.0	29%	8.5	12%	9.0	13%	68.5	69.0
TOTAL	276.9	73%	280.0	74%	60.0	16%	40.0	11%	42.0	11%	57.0	15%	378.9	377.0

¹ Proportionate calculation due to the departure at the end of December 12, 2022

Convenience Translation

Remuneration granted and owed to the Supervisory Board in 2024 (in EUR thousand) for the 2023 financial year

Supervisory Board member	Components of total remuneration												Total remuneration	
	Fixed remuneration of Supervisory Board as a whole (% of total remuneration)				Committee work remuneration (% of total remuneration)				Attendance fees (% of total remuneration)				2024	2023
	2024	in %	2023	in %	2024	in %	2023	in %	2024	in %	2023	in %		
Dr. Martin Kleinschmitt	120.0	82 %	100.0	83 %	17.5	12 %	10.0	8 %	8.5	6 %	10.5	9 %	146.0	120.5
Martina Merz ¹	-	-	56.9	83 %	-	-	4.7	7 %	-	-	7.0	10 %	-	68.6
Ingrid Jägering	70.0	68 %	40.0	59 %	25.0	24 %	20.0	29 %	7.5	7 %	8.0	12 %	102.5	68.0
Carsten Reinhardt	50.0	73 %	40.0	75 %	11.0	16 %	5.3	10 %	7.5	11 %	8.0	15 %	68.5	53.3
Matthias Arleth	40.0	58 %	40.0	58 %	20.0	29 %	20.0	29 %	8.5	12 %	9.0	13 %	68.5	69.0
Jurate Keblyte	37.4	75 %	-	-	6.5	13 %	-	-	6.0	12 %	-	-	49.9	-
TOTAL	327.4	74 %	276.9	73 %	80.0	18 %	60.0	16 %	35.5	8 %	42.0	11 %	442.9	378.9

¹ Proportionate calculation due to the departure at the end of December 12, 2022.

² Pro rata temporis calculation due to entry on April 3, 2023.

OUTLOOK FOR FISCAL YEAR 2024 FROM A REMUNERATION PERSPECTIVE

MANAGEMENT BOARD REMUNERATION

As resolved at the 2023 Annual General Meeting, the maximum remuneration will be adjusted in 2024. Furthermore, the upper and lower limits for target achievement under the short-term incentive (STI) are to be changed so that a target achievement level of 75% to 150% is possible in the future. In addition, the appropriateness of the Management Board's remuneration will be reviewed again by an external consultant in 2024. The level of possible target achievement within the scope of the STI will also be adjusted to allow for a target achievement level of 75%-150% in the future.

LTI sustainability criteria

As a non-financial target, the LTI – Performance Period 2024-2027: 4-year plan - that a 10% reduction in CO2 emissions in the EMEA region compared to 2024 has been achieved in four years.

SUPERVISORY BOARD REMUNERATION

On March 24, 2023, the members of the Supervisory Board have made a voluntary commitment to purchase shares. This voluntary commitment stipulates that in the first five years of their membership on the Supervisory Board, the members of the Supervisory Board will each acquire SAF HOLLAND SE shares for 20% of their annual fixed remuneration (basic remuneration) and hold them for at least the duration of their membership. The voluntary commitment provides for a total of 100% of the fixed remuneration to be invested in shares over the five-year term. The first share purchase of 20% for the 2022 financial year. The second share purchase for the 2023 financial year will take place after the 2024 Annual General Meeting. With this voluntary commitment, the

members of the Supervisory Board want to create a further element for aligning their interests with the long-term corporate success of SAF HOLLAND SE.

REPORT OF THE INDEPENDENT AUDITOR ON THE FORMAL AUDIT OF THE REMUNERATION REPORT PURSUANT TO SECTION 162(3) GERMAN STOCK CORPORATION ACT

To SAF-HOLLAND SE, Bessenbach

OPINION

We have formally audited the remuneration report of the SAF-HOLLAND SE, Bessenbach, for the financial year from January 1 to December 31, 2023 to determine whether the disclosures pursuant to Section 162(1) and (2) of the German Stock Corporation Act have been made in the remuneration report. In accordance with Section 162(3) of the German Stock Corporation Act, we have not audited the content of the remuneration report.

In our opinion, the information required by Section 162(1) and (2) of the Stock Corporation Act has been disclosed in all material respects in the accompanying remuneration report. Our opinion does not cover the contents of the remuneration report.

BASIS FOR THE OPINION

We conducted our formal audit of the remuneration report in accordance with Section 162(3) of the Stock Corporation Act and IDW (*Institut der Wirtschaftsprüfer*) (Institute of Public Auditors in Germany) Auditing Standard: The formal audit of the remuneration report in accordance with Section 162(3) of the German Stock Corporation Act (IDW AuS 870 (09.2023)). Our responsibility under that provision and that standard is further described in the "Auditor's Responsibilities" section of our auditors' report. As an audit firm, we have complied with the requirements of the IDW Quality Management Standard: Requirements to quality management for audit firms (*IDW Qualitätsmanagementstandard – IDW QMS 1 (09.2022)*). We have complied with the professional duties pursuant to the Professional Code for German Public Auditors and German Chartered Auditors (*Berufssatzung für Wirtschaftsprüfer und vereidigte Buchprüfer – BS WP/vBP*), including the requirements for independence.

RESPONSIBILITY OF THE MANAGEMENT BOARD AND THE SUPERVISORY BOARD

The management board and the supervisory board are responsible for the preparation of the remuneration report, including the related disclosures, that complies with the requirements of Section 162 of the Stock Corporation Act. They are also responsible for such internal control as they determine is necessary to enable the preparation of a remuneration report, including the related disclosures, that is free from material misstatement, whether due to fraud (i.e., fraudulent financial reporting and misappropriation of assets) or error.

AUDITORS' RESPONSIBILITIES

Our objective is to obtain reasonable assurance about whether the information required by Section 162(1) and (2) of the Stock Corporation Act has been disclosed in all material respects in the remuneration report and to express an opinion thereon in an auditors' report.

We planned and performed our audit to determine, through comparison of the disclosures made in the remuneration report with the disclosures required by Section 162(1) and (2) of the Stock Corporation Act, the formal completeness of the remuneration report. In accordance with Section 162(3) of the Stock Corporation Act, we have not audited the accuracy of the disclosures, the completeness of the content of the individual disclosures, or the appropriate presentation of the remuneration report.

Frankfurt am Main, March 8, 2024

PricewaterhouseCoopers GmbH
Wirtschaftsprüfungsgesellschaft

Stefan Hartwig
Wirtschaftsprüfer

(German Public Auditor)

Richard Gudd
Wirtschaftsprüfer

(German Public Auditor)

IV.
Information on agenda item 10:
Profit and Loss Transfer Agreement
Profit and Loss Transfer Agreement

by and between

1. **SAF-HOLLAND SE**, whose registered office is in Bessenbach, registered in the commercial register of the Aschaffenburg Local Court (*Amtsgericht Aschaffenburg*) under no. HRB 15646

– the “**Controlling Company**” –,

and

2. **SAF-HOLLAND GmbH**, whose registered office is in Bessenbach, registered in the commercial register of the Aschaffenburg Local Court (*Amtsgericht Aschaffenburg*) under no. HRB 9685

– the “**Controlled Company**” –

– the Controlling Company and Controlled Company also referred to collectively below as the “**Parties**” or individually as a “**Party**” –

Background

The Controlling Company is the sole shareholder of the Controlled Company.

The Parties intend that the Controlled Company will transfer its entire profits arising during the term of this Profit and Loss Transfer Agreement (the “**Agreement**”) to the Controlling Company and that the Controlling Company will compensate any net loss of the Controlled Company for the year arising during the term of this Agreement.

NOW, THEREFORE, the Parties hereby agree as follows:

Section 1
Transfer of profits

1. The Controlled Company hereby agrees to transfer its entire profits in accordance with the provisions of Section 301 of the German Stock Corporation Act (*Aktiengesetz, AktG*), as amended from time to time, to the Controlling Company. The profit transfer may not exceed the amount referred to in Section 301 of the German Stock Corporation Act, as amended from time to time. Should the wording of this Agreement conflict with the statutory provisions in the event of future

Convenience Translation

amendments of Section 301 of the German Stock Corporation Act, the statutory provisions will apply, as amended from time to time.

2. The Controlled Company may place amounts from the net income for the year in retained earnings within the meaning of Section 272(3) of the German Commercial Code (*Handelsgesetzbuch, HGB*) with the approval of the Controlling Company to the extent permitted under commercial law and economically justified based on reasonable commercial judgement. Other retained earnings within the meaning of Section 272(3) of the German Commercial Code that are established during the term of this Agreement are, to the extent legally admissible, to be released at the request of the Controlling Company and to be transferred as profits under the conditions set out in Section 301 of the German Stock Corporation Act, as amended from time to time.
3. Any amounts from the release of capital reserves, retained earnings established before this Agreement comes into force and/or any profits carried forward established before this Agreement comes into force may not be transferred as profits.
4. The obligation to transfer profits arises at the end of the financial year of the Controlled Company and becomes due on this date.

Section 2 Assumption of losses

The provisions of Section 302 of the German Stock Corporation Act, as amended from time to time, are to be applied by analogy to the assumption of losses.

Section 3 Advance payments

1. The Controlling Company may claim advance payments toward the profits expected to be transferred to it for the current financial year during the ongoing financial year provided that this is legally admissible and the Controlled Company's liquidity allows for such advance payments. The Controlled Company may claim advance payments toward the net loss expected to be compensated for the current financial year during the ongoing financial year provided that this is legally admissible and it requires such advance payments considering its liquidity.
2. Any profits to be remitted after the end of the relevant financial year or the net loss for the year to be compensated are to be set off against the advance payments made during the course of the year. Any overpayments by the Controlled Company will be treated as interest-bearing loans granted by the Controlled Company to the Controlling Company. Any overpayments by the Controlling Company will be treated as interest-bearing loans granted by the Controlling Company to the

Convenience Translation

Controlled Company. This is without prejudice to all the other provisions of this Agreement.

Section 4 **Effective date, term of the Agreement**

1. This Agreement requires the approval of the Controlling Company's general meeting and the approval of the shareholders' meeting of the Controlled Company.
2. The Agreement will become effective upon being entered in the commercial register responsible for the Controlled Company and will then apply retroactively for the entire financial year in progress at the time of entry in the commercial register.
3. The Agreement is entered into for an indefinite period.
4. Either Party may terminate this Agreement observing a notice period of three (3) months to the end of a financial year of the Controlled Company, but no earlier than at the end of the financial year after the expiry of which the minimum tax term of a profit and loss transfer agreement prescribed in Section 14(1), first sentence, no. 3 in conjunction with Section 17 of the German Corporate Income Tax Act (*Körperschaftsteuergesetz, KStG*) and Section 2(2), second sentence of the German Trade Tax Act (*Gewerbesteuerengesetz, GewStG*), as amended from time to time, which is required for recognition of the corporate income and trade tax group, has been fulfilled (according to the current legal situation five (5) years (60 months), calculated from the start (midnight) of the financial year of the Controlling Company in which this Agreement became effective by being registered in the commercial register responsible for the Controlled Company (referred to below as the "Minimum Term")). If this Agreement is registered in the financial year of the Controlled Company commencing on January 1, 2024, the Minimum Term will expire at the close (midnight) of December 31, 2028 or, if no financial year of the Controlled Company ends on that date, at the end of the financial year in progress on that date.
5. This is without prejudice to the right to terminate for cause without observing a notice period. Cause exists in particular but not exclusively if (i) the Controlling Company no longer holds a majority of the voting rights in the Controlled Company, (ii) the Controlling Company sells or contributes the shares in the Controlled Company, (iii) the Controlling Company or Controlled Company is merged, split or liquidated, or (iv) an outside shareholder acquires an interest in the Controlled

Convenience Translation

Company for the first time within the meaning of Section 307 of the German Stock Corporation Act.

6. Any notice of termination must be made in writing and signed.
7. If this Agreement ends, the Controlling Company will be required to provide the Controlled Company's creditors with security in accordance with Section 303 of the German Stock Corporation Act.
8. If the implementation of this Agreement is not recognized for tax purposes or not recognized in full for a financial year, then the Parties agree that (in derogation of Section 4(4) of this Agreement) the new Minimum Term will only begin on the first day of the financial year of the Controlled Company for which this Agreement is implemented again for the first time.

Section 5 Amendments to the Agreement

Any amendments or additions to the provisions of this Agreement must be in writing and signed. This also applies to this clause regarding signed written form.

Section 6 Final provisions

1. The provisions of this Agreement are to be interpreted in such a way that the tax group for corporate income tax and trade tax purposes intended by the Parties becomes fully effective. If any provision of the Agreement is or becomes ineffective or void, the remainder of the provisions of the Agreement will remain in full force and effect. The contractual provision concerned is to be replaced with another provision that comes as close as possible to the intended purpose. The same applies in the event that any provisions of the Agreement are incomplete.
2. If the application of statutory provisions is intended in this Agreement, the latest version of the relevant statutory provisions is to be applied unless otherwise explicitly agreed in this Agreement.

V.
Further information and notes

1. Total number of shares and voting rights at the time of convening the Annual General Meeting

At the time of convening the Annual General Meeting, the Company's share capital was EUR 45,394,302.00, divided into 45,394,302 no-par value bearer shares with a notional interest in the share capital of EUR 1.00 per share. The Company does not currently hold any treasury shares. At the time of convening the Annual General Meeting, the total number of voting rights was thus 45,394,302.

2. Requirements for attending the Annual General Meeting and exercising voting rights

Only those shareholders who have duly registered for the Annual General Meeting and provided proper proof of their shareholding are entitled to attend the Annual General Meeting and exercise their voting rights.

Registration and proof of share ownership must be made on a durable medium in readable form ("text format") (Section 126b of the German Civil Code) and in the German or English language. Proof of share ownership issued by the ultimate intermediary in accordance with Section 67c(3) of the German Stock Corporation Act will be sufficient proof of the shareholder's share ownership. The proof of share ownership must refer, according to the second sentence of Section 123(4) of the German Stock Corporation Act as amended by the German Financing for the Future Act which takes precedence in this respect over the provisions of the Company's Articles of Association, to the end of the business day on the twenty-second day prior to the Annual General Meeting, which would be May 20, 2024, 24:00 hours (CEST) (record date). Registration and proof of share ownership must be received by the Company no later than June 4, 2024, 24:00 hours (CEST), using one of the following contact options:

SAF-HOLLAND SE
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Germany

or

by fax: +49 89 8896906-33

or

by email: anmeldung@linkmarketservices.eu

In relation to the Company, only those persons who have provided proof of share ownership as of the record date will be deemed shareholders for the purpose of

Convenience Translation

attending the Annual General Meeting and exercising voting rights. The entitlement to participate in the Annual General Meeting and the scope of voting rights are determined solely on the basis of the shareholder's shareholding on the record date. The record date is not associated with any block on the salability of the shareholding. Even in the event of a full or partial sale of the shareholding after the record date, only the shareholder's shareholding on the record date is relevant for participation in the Annual General Meeting and the scope of voting rights. This means that sales of shares after the record date will have no effect on the entitlement to participate in the Annual General Meeting or on the scope of voting rights. The same applies to the acquisition of additional shares after the record date. Persons who do not yet hold any shares on the record date and only subsequently become shareholders are only entitled to attend and vote if they authorize themselves or have been authorized to exercise their rights. The record date has no significance for dividend entitlement.

Admission tickets to participate in the Annual General Meeting will be sent to shareholders after the receipt of their registration and proof of share ownership in due form and in a timely manner using one of the above contact options. Unlike registration for the Annual General Meeting and proof of share ownership, the admission tickets are merely organizational aids and not a prerequisite for attending the Annual General Meeting and exercising voting rights. To ensure the timely receipt of the admission tickets, we ask shareholders to request an admission ticket from their depository bank as early as possible. In these cases, the required registration and proof of share ownership will be provided directly by the depository bank. Shareholders who have requested an admission ticket from their depository bank in good time do not need to take any further action.

3. **Participation by the members of the Management Board and Supervisory Board**

All members of the Management Board and Supervisory Board intend to participate in the Annual General Meeting.

4. **Procedure for voting by proxy**

Shareholders may also have their voting rights exercised at the Annual General Meeting by a person assigned with power of attorney, e.g., an intermediary, shareholders' association, voting advisor or another person of their choice.

The granting of power of attorney, its revocation and the proof of authorization provided to the Company must be in text format (Section 126b of the German Civil Code). Intermediaries as defined by Section 67a(4) of the German Stock Corporation Act, shareholders' associations, voting advisors or other persons as defined by Section 135(8) of the Stock Corporation Act, insofar as they themselves have been granted power of attorney, may require different procedures, which would need to be obtained from them in each case.

The power of attorney may be declared to the proxy or declared or proven to the Company. If the power of attorney is granted, amended or revoked by declaration to

Convenience Translation

the Company, the declaration may be addressed to one of the following contact options:

SAF-HOLLAND SE

c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Germany

or

by email: safholland@linkmarketservices.eu

To be able to clearly assign the power of attorney, the full name or company, place of residence or business address, and admission ticket number of the shareholder must be stated.

Proof of power of attorney may also be furnished by the proxy presenting the power of attorney at the admission check-in on the day of the Annual General Meeting. The revocation of the power of attorney may also be effected by the shareholder personally attending the Annual General Meeting or by issuing a power of attorney to another proxy.

The Company will provide the form that can be used to grant power of attorney together with the admission ticket after registration has been completed. The form for granting power of attorney can also be downloaded from the Company's website at "<https://corporate.safholland.com/en/>" under "Investor Relations" and the heading "General Meeting". Power of attorney forms will also be available during the Annual General Meeting.

Proper registration and proof of share ownership are still required even if a power of attorney has been granted (see Section V., no. 2 "*Requirements for attending the Annual General Meeting and exercising voting rights*"). This does not preclude the granting of powers of attorney after registration and proof of share ownership.

5. **Procedure for voting by Company-appointed proxy**

We offer our shareholders the option to be represented by a Company-appointed proxy who exercises voting rights exclusively in accordance with the instructions of the shareholder in question. In addition to the power of attorney, these Company-appointed proxies must also be given instructions on how to exercise voting rights. They cannot exercise voting rights at their own discretion but only upon instructions issued by the shareholder. If no explicit instructions have been issued, or if the instructions are contradictory or unclear, the Company-appointed proxy will abstain from voting on the relevant resolution items; this also always applies to other motions. If an individual vote is to be held on an agenda item without this having been communicated in advance of the Annual General Meeting, an instruction on this agenda item as a whole will also be deemed to be a corresponding instruction for each item on the individual vote. Please note that Company-appointed proxies

Convenience Translation

cannot accept instructions to speak, ask questions, propose motions, or make statements for the record, either in advance of or during the Annual General Meeting. Company-appointed proxies may also not exercise any other shareholder rights, with the exception of exercising voting rights.

The authorization of Company-appointed proxies and the issuing of instructions must be in text format (Section 126b of the German Civil Code). The same applies to any amendment or revocation of the proxy or the instructions. The power of attorney and instruction form for Company-appointed proxies is printed on the admission ticket sent to shareholders after the registration and proof of share ownership have been received by the Company in due form and on time. A corresponding proxy and instruction form can also be downloaded from the Company's website at "<https://corporate.safholland.com/en/>" under "Investor Relations" and the heading "General Meeting".

The granting of power of attorney to Company-appointed proxies, the issuing of instructions, or their amendment or revocation must be received by the Company no later than June 10, 2024, 24:00 hours (CEST) using one of the following contact options:

SAF-HOLLAND SE

c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Germany

or

by email: safholland@linkmarketservices.eu

After June 10, 2024, 24:00 hours (CEST), shareholders attending the Annual General Meeting or their proxies may issue powers of attorney and instructions to Company-appointed proxies on-site until the opening of voting at the Annual General Meeting by submitting a power of attorney and instruction form at the meeting's entrance and exit check.

The authorization of Company-appointed proxies does not preclude personal participation in the Annual General Meeting. If a shareholder wishes to attend and exercise his or her shareholder rights in person or through another proxy despite having already authorized a Company-appointed proxy, attendance in person or attendance through a proxy will be deemed to be a revocation of the authorization of the Company-appointed proxy.

Proper registration and proof of share ownership are also required when authorizing Company-appointed proxies (see Section V., no. 2 "*Requirements for attending the Annual General Meeting and exercising voting rights*").

6. **Information on other shareholder rights**

a) **Additions to the agenda at the request of a minority pursuant to the second and third sentences of Article 56 of the SE Regulation, Section 50(2) of the German SE Implementation Act (SEAG), and Section 122(2) of the German Stock Corporation Act**

Pursuant to Article 56, second sentence and third sentence of the SE Regulation and Section 50(2) of the German SE Implementation Act, whose contents correspond to Section 122(2), first sentence of the German Stock Corporation Act, shareholders whose shares alone or together reach 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), third sentence of the German Stock Corporation Act at least 30 days before the Annual General Meeting, i.e., no later than May 11, 2024, 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

A 90-day holding period prior to the date of the Annual General Meeting as required by Section 122(1), third sentence of the German Stock Corporation Act is not set as a prerequisite for applying to add a further item to the Annual General Meeting agenda of an SE in keeping with Section 50(2) of the German SE Implementation Act.

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 on the Company's website at "<https://corporate.safholland.com/en/>" under "Investor Relations" and the heading "General Meeting" and communicated to shareholders in accordance with Section 125(1), third sentence of the German Stock Corporation Act.

b) **Countermotions and election proposals from shareholders pursuant to Sections 126(1) and 127 of the German Stock Corporation Act**

Each shareholder is entitled to submit countermotions to the resolutions proposed by the management on the agenda items and to make proposals for the

Convenience Translation

selection of statutory auditors or for the election of members of the Supervisory Board. Such motions and proposals for nomination (together with any reasons) are to be sent only to one of the following contact options:

SAF-HOLLAND SE

c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Germany

or

by fax: +49 89 8896906-55

or

by email: antraege@linkmarketservices.eu

Countermotions and proposals for nomination addressed otherwise will not be considered.

Countermotions and proposals for nomination received by the Company no later than May 27, 2024, 24:00 hours (CEST), 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 "General Meeting". The publication of countermotions and proposals for nomination will include the name of the shareholder and any reasons given. Any comments by the management will also be published under the heading "General Meeting". A countermotion and any statement of reason need not be made available under the conditions of Section 126(2) of the German Stock Corporation Act. Section 126 of the Stock Corporation Act applies mutatis mutandis to a shareholder's proposal for the election of members of the Supervisory Board or auditors pursuant to Section 127 of the Stock Corporation Act. In addition, proposals for nomination pursuant to Section 127 of the Stock Corporation Act will only be made accessible if they contain the information pursuant to Section 124(3), fourth sentence of the Stock Corporation Act and Section 125(1), fifth sentence of the Stock Corporation Act.

It is important to note that countermotions and proposals for nomination 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 proposals for nomination on agenda items during the Annual General Meeting without prior communication to the Company remains unaffected.

- c) **Right to information pursuant to Section 131 and Section 293g(3) of the German Stock Corporation Act**

Convenience Translation

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) of the German Stock Corporation Act).

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) of the German Stock Corporation Act.

Regarding agenda item 10, in addition, information is to be provided in the Annual General Meeting to every shareholder upon request in accordance with Section 293g(3) of the German Stock Corporation Act also on all material matters of SAF-HOLLAND GmbH related to drawing up the Profit and Loss Transfer Agreement.

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

d) Other explanations

Other explanations on the rights of shareholders pursuant to Article 56, second and third sentences of the SE Regulation, Section 50 (2) of the German SE Implementation Act, and Sections 122(2), 126(1), 127 and 131(1) of the German Stock Corporation Act, are available on the Company's website at "<https://corporate.safholland.com/en/>" under "Investor Relations" and the heading "General Meeting".

7. Data privacy for shareholders and their proxies

When shareholders register for the Annual General Meeting and exercise their shareholder rights in relation to the Annual General Meeting or appoint a voting proxy, the Company processes personal data about the shareholders and/or their proxies in order to enable the shareholders and/or their proxies to exercise their rights in relation to the Annual General Meeting. The Company processes personal data as the data controller in compliance with the provisions of the General Data Protection Regulation ("**GDPR**") and all other relevant laws.

Details of how personal data is processed and on the rights of shareholders and/or their proxies under the GDPR are available on the Company website at "<https://corporate.safholland.com/de/>" under "Investor Relations" and the heading "General Meeting".

8. **Website on which the information pursuant to Section 124a of the German Stock Corporation Act is accessible**

This invitation to the Annual General Meeting, the documents to be made available to the Annual General Meeting and further information in connection with the Annual General Meeting can be accessed via the Company's website at "<https://corporate.safholland.com/en/>" under "Investor Relations" and the heading "General Meeting" as of the convening of the Annual General Meeting.

Any countermotions, proposals for nomination and requests for additions from shareholders received by the Company and subject to publication will also be made available on the above website. The results of the voting will also be published subsequent to the Annual General Meeting.

Bessenbach, April 2024

**SAF-HOLLAND SE
The Management Board**