



SAF-HOLLAND SE
Société européenne
Registered office: 68-70 boulevard de la Pétrusse
L-2320 Luxembourg
R.C.S. Luxembourg B 113.090

Important instructions regarding the attendance and exercise of your voting rights at the Extraordinary General Meetings (“**EGM I**” / “**EGM II**”) of the shareholders of SAF-HOLLAND SE (“**Company**”) to be held via an audio conference initiated from Luxembourg on 20 May 2020 at 12:00 p.m. (noon) (EGM I) and on 20 May 2020 at 1 p.m. (EGM II) (Central European Summer Time, “CEST”). You may exercise your voting rights at the EGM (I and II) in one of the following manners, as further described below:

- 1) **Authorisation and instructions for the proxy representative nominated by SAF-HOLLAND SE**
- 2) **Vote by correspondence**

In order to exercise your voting rights at the EGM (I and II), these instructions shall be read together with the information set out in the convening notice to the EGM (I and II) published on 17 April 2020 March.

1. Authorisation and instructions for the proxy nominated by SAF-HOLLAND SE

SAF-HOLLAND SE nominated Mrs Tessa Bodeving, Luxembourg, or any other employee of the offices of Me Edouard Delosch to act as your proxy representative at the EGM I and II.

The proxy representative EGM (I and II) (being Mrs Tessa Bodeving or any other employee of the offices of Me Edouard Delosch) is authorised to execute your voting rights only as far as you have given explicit instructions (section 3). To benefit from this service, please tick the box in **section 1** of the Form, give explicit instructions in **section 3**, sign the form and send it to the address mentioned below. The assignment of SAF-HOLLAND SE's proxy for entering an objection as well as filing a petition and asking questions is excluded.

2. Vote by correspondence

Besides of the proxy representative of the Company, you may exercise your shareholder rights by voting by correspondence by ticking the box in **section 2** of the Form, give explicit instructions in **section 3**, sign the form and send it to the address mentioned below .

Attestation (see: last page)

In all instances, you must request and **obtain an attestation** from your depository bank which is safe-keeping your shares in SAF-HOLLAND SE stating the number of shares held by you as shareholder 14 calendar days before the date of the EGM (“**Record Date**”), i.e. on **6 May 2020 at 11.59 p.m. (CEST)**. You may wish to provide your depository bank with the enclosed form of attestation or its own form providing your held shares, which has to **be filled out and signed by your depository bank** (in German or English).

Attestations and the Forms must be received by SAF-HOLLAND SE by fax and/or e-mail on 15 May 2020 at 11:59 p.m. (CEST) at the latest, followed by the original by mail to:

SAF-HOLLAND SE
c/o LINK Market Services GmbH
Landshuter Allee 10 - 80637 Munich - Germany
Fax: +49 (0)89 210 27-289 - E-Mail: agm@linkmarketservices.de

Please note that exercise of voting rights of shares in connection with late attestations, and/or Forms will not be possible at the EGM (I and II).



SAF-HOLLAND SE
Société anonyme
Registered office: 68-70 boulevard de la Pétrusse
L-2320 Luxembourg
R.C.S. Luxembourg B 113.090

FORM

for the Extraordinary General Meeting (I and II) to be held via an audio conference initiated from Luxembourg at 12:00 p.m. (noon) (EGM I) and 1 p.m. (EGM II) (CEST)

1. Authorisation and instructions to the proxy of SAF-HOLLAND

I/We, herewith grant authorisation to the proxy representative of SAF-HOLLAND SE, , Mrs Tessy Bodeving, Luxembourg or any other employee of the offices of Me Edouard Delosch, to hold the power of attorney, together with the right to delegate his authority to another person, to represent me/us at the EGM I and EGM II, as applicable, of SAF-HOLLAND SE on 20 May 2020 and to execute my/our voting rights in my/our name and on my/our behalf in the manner subsequently described in section 3. below (please mark with a cross).

Name(s) number. of shares held as at the Record Date

_____, _____
City Date Signature 1st Shareholder / if applicable Signature 2nd Shareholder

2. Vote by correspondence

I/We hereby state that :

After having noticed the content of the convening notice I/we wish to cast my/our vote at the EGM (I and II) on the proposed resolutions made by the Board of Directors of the SAF-HOLLAND SE on the agenda items, by ticking the appropriate box set forth next to each proposal of resolution in section 5 below.

Name(s) number. of shares held as at the Record Date

_____, _____
City Date Signature 1st Shareholder / if applicable Signature 2nd Shareholder

3. Individual instructions/vote by correspondence (next pages)

Individual instructions for the proxy of SAF-HOLLAND SE

Please issue an instruction for each proposed resolution made by the Board of Directors of SAF-HOLLAND SE on the agenda items by ticking within the small boxes.

If you do not give instructions, your vote will not be taken into account.



Voting by correspondence (next pages)

Please cast your votes for each proposed resolution made by the Board of Directors of SAF-HOLLAND SE on the agenda items by ticking the small box

If you do not give instructions, your vote will not be taken into account.

4. If you wish to attend the EGM (I and II) by telephone, please complete the information as set out below. If you do not wish to attend the EGM (I and II), please do not complete the section below.

Surname, First Name of the Shareholder / Shareholders

Street, No.

City, Postcode, Country

E-mail Address

Based on the information set out above, the Company will send to shareholders dial-in details in order to attend the EGM (I and II) as audio conferences.



**VOTING INSTRUCTIONS OR VOTING BY CORRESPONDENCE, AS APPLICABLE, FOR THE
EXTRAORDINARY GENERAL MEETING (THE “EGM I”)**

AGENDA ITEM 1.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
Approval of the increase of the Company's share capital by an amount of EUR 44,940,358.98 to an amount of EUR 45,394,302.00 by the increase of the nominal value of the shares from an amount of EUR 0.01 to an amount of EUR 1.00 by way of incorporation of reserves	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 2.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
Approval of the restatement of the Company's Articles of Association in order to reflect the changes resulting from the capital increase	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 3.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
Presentation and acknowledgement of the report of the Board of Directors setting out the reasons for the creation of a new authorised capital in the amount of EUR 22.697.151,00 (including the exclusion of subscription rights) in accordance with Article 420-26 (5) of the Luxembourg law of 10 August 1915 on commercial companies, as amended from time to time	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 4.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
Approval of the cancellation of the existing authorised capital, on the creation of a new authorised capital in the amount of EUR 22,697,151.00 and on the authorisation to exclude the shareholders' subscription rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 5.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
Approval of the restatement of the Company's Articles of Association in order to reflect the changes resulting from the cancellation of the existing authorised capital and the creation of the new authorised capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



**VOTING INSTRUCTIONS OR VOTING BY CORRESPONDENCE, AS APPLICABLE, FOR THE
EXTRAORDINARY GENERAL MEETING (THE “EGM II”)**

AGENDA ITEM 1.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
Presentation and approval of (i) the draft terms of transfer and (ii) the explanatory report issued by the Board of Directors explaining and justifying the legal and economic aspects of the proposed transfer, and explaining the implications of the transfer for shareholders, creditors and employees with regard to the proposed transfer of the Company’s registered office from the Grand Duchy of Luxembourg to Germany	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 2.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
Approval of the new version of the Articles of Association with regard to the transfer of the Company’s registered office from the Grand Duchy of Luxembourg to Germany, conversion from par value shares to no-par value shares, the change of the management system from a monistic (one-tier) management system into a dualistic (two-tier) management system and other points	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 3.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
Approval of the transfer of the Company’s registered office from the Grand Duchy of Luxembourg to Germany	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 4.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
Appointment of the members of the new Supervisory Board of the Company			
a) Matthias Arleth	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b) Ingrid Jägering	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c) Dr. Martin Kleinschmitt	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
d) Martina Merz	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
e) Carsten Reinhardt	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 5.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
Presentation and acknowledgement of the report of the Board of Directors setting out the reasons for granting an authorisation to issue convertible bonds, option bonds and/or income bonds and/or profit participation rights (or combinations of these instruments) with the authorisation to exclude the shareholders’ subscription rights in accordance with Article 420-26 (5) of the Luxembourg law of 10 August 1915 on commercial companies, as amended from time to time	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 6.



PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
Approval to grant an authorisation to issue convertible bonds, option bonds and/or income bonds and/or profit participation rights (or combinations of these instruments) with the authorisation to exclude the shareholders' subscription rights, on the creation of a conditional capital 2020 in the amount of EUR 22,697,151.00	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 7.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
Approval of the restatement of the new version of the Company's Articles of Association in order to reflect the changes resulting from the creation of the new conditional capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 8.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
Election of the auditor for the financial year 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



Attestation
(Record of Share Ownership)

Two Extraordinary General Meetings (“**EGM I and EGM II**”) of the shareholders of SAF-HOLLAND SE will be held on 20 May 2020 at 11. 12:00 p.m. (noon) (EGM I) and 1 p.m. (EGM II) (Central European Summer Time, “CEST”) via an audio conference initiated from Luxembourg.

This Attestation is issued to shareholders to take part in the EGM (I and II).

We hereby confirm to *(please fill in)*

Surname, First Name of the Shareholder / Shareholders

Street, No.

City, Postcode, Country

that _____ shares of SAF-HOLLAND SE; ISIN: LU0307018795
No. of Shares

are kept safe by us in a securities account 14 calendar days before the date of the EGM (I and II) (“**Record Date**”), **i.e. on 6 May 2020 at 11.59 p.m. (CEST)**.

City, Date

Signature and Stamp of the Depository Bank

Depository Bank Details:

Name of the Depository Bank

Street, No. / City, Postcode, Country

Contact / Telephone Number for Queries

Important:

Attestations must be received by the Company (by fax and/or e-mail) at the latest on the 15 May 2020 at 11:59 p.m. CEST, followed by the original by mail to:

SAF-HOLLAND SE
c/o LINK Market Services GmbH
Landshuter Allee 10 - 80637 Munich - Germany
Fax: +49 (0)89 210 27-289 - E-Mail: agm@linkmarketservices.de

Exercise of voting rights of shares in connection with late Attestations will not be possible at the EGM (I and II).