



**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 Annual General Meeting (“AGM”) of the shareholders of SAF-HOLLAND SE (“Company”) to be held via an audio conference initiated from Luxembourg on 20 May 2020 at 11:00 a.m. (Central European Summer Time, “CEST”). You may exercise your voting rights at the AGM 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 AGM, these instructions shall be read together with the information set out in the convening notice to the AGM published on 17 April 2020 March.**

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

SAF-HOLLAND SE nominated Mr Markus Laue, Bad Nauheim, Germany, employee of LINK Market Services GmbH, Munich, to act as your proxy representative on the AGM.

The proxy representative for the AGM (being Mr Markus Laue) 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 AGM (“**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](mailto: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 AGM



**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 Annual General Meeting to be held via an audio conference initiated from Luxembourg at 11:00 a.m. (CEST)**

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

I/We, herewith grant authorisation to the proxy representative of SAF-HOLLAND SE, Mr Markus Laue, Bad Nauheim, employee of LINK Market Services GmbH, Munich, to hold the power of attorney, together with the right to delegate his authority to another person, to represent me/us at the AGM, 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 1<sup>st</sup> Shareholder / if applicable Signature 2<sup>nd</sup> 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 AGM 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 1<sup>st</sup> Shareholder / if applicable Signature 2<sup>nd</sup> 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 AGM by telephone, please complete the information as set out below. If you do not wish to attend the AGM, please do not complete the section below.**

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Surname, First Name of the Shareholder / Shareholders

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Street, No.

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City, Postcode, Country

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E-mail Address

Based on the information set out above, the Company will send to shareholders dial-in details in order to attend the AGM as audio conferences.



**VOTING INSTRUCTIONS OR VOTING BY CORRESPONDENCE, AS APPLICABLE, FOR THE ANNUAL GENERAL MEETING (THE “AGM”)**

**AGENDA ITEM 1.**

<b>PROPOSED RESOLUTION</b>	<b>VOTE FOR</b>	<b>VOTE AGAINST</b>	<b>ABSTENTION</b>
Presentation of the statutory management report and consolidated management report for the fiscal year ended 31 December 2019.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**AGENDA ITEM 2.**

<b>PROPOSED RESOLUTION</b>	<b>VOTE FOR</b>	<b>VOTE AGAINST</b>	<b>ABSTENTION</b>
Presentation of the reports by the auditors of the Company in respect of the statutory financial statements of the Company and in respect of the consolidated financial statements of the Company and its Group for the fiscal year ended 31 December 2019.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**AGENDA ITEM 3.**

<b>PROPOSED RESOLUTION</b>	<b>VOTE FOR</b>	<b>VOTE AGAINST</b>	<b>ABSTENTION</b>
Approval of the statutory financial statements of the Company for the fiscal year ended 31 December 2019.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**AGENDA ITEM 4.**

<b>PROPOSED RESOLUTION</b>	<b>VOTE FOR</b>	<b>VOTE AGAINST</b>	<b>ABSTENTION</b>
Approval of the consolidated financial statements of the Company and its Group for the fiscal year ended 31 December 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**AGENDA ITEM 5.**

<b>PROPOSED RESOLUTION</b>	<b>VOTE FOR</b>	<b>VOTE AGAINST</b>	<b>ABSTENTION</b>
Resolution concerning the allocation of the results of the Company for the fiscal year ended 31 December 2019.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**AGENDA ITEM 6.**

<b>PROPOSED RESOLUTION</b>	<b>VOTE FOR</b>	<b>VOTE AGAINST</b>	<b>ABSTENTION</b>
Discharge of each of the persons that have acted as director of the Company during the fiscal year ended on 31 December 2019, i.e. Dr. Martin Kleinschmitt, Martina Merz, Detlef Borghardt, Jack Gisinger, Anja Kleyboldt, Ingrid Jägering and Carsten Reinhardt.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**AGENDA ITEM 7.**

<b>PROPOSED RESOLUTION</b>	<b>VOTE FOR</b>	<b>VOTE AGAINST</b>	<b>ABSTENTION</b>
Discharge to the external auditors of the Company, PricewaterhouseCoopers Société coopérative, for and in connection with their mandate carried out as external auditor pertaining to the fiscal year ended 31 December 2019.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



**AGENDA ITEM 8.**

<b>PROPOSED RESOLUTION</b>	<b>VOTE FOR</b>	<b>VOTE AGAINST</b>	<b>ABSTENTION</b>
Renewal of the mandate of the external auditors of the Company, PricewaterhouseCoopers Société coopérative until the ordinary Annual General Meeting of the shareholders of the Company in respect of the fiscal year ending on 31 December 2020 or until the transfer of the Company to Germany.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**AGENDA ITEM 9.**

<b>PROPOSED RESOLUTION</b>	<b>VOTE FOR</b>	<b>VOTE AGAINST</b>	<b>ABSTENTION</b>
Acknowledgment of the resignation of Jack Gisinger as member of the Board of Directors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**AGENDA ITEM 10.**

<b>PROPOSED RESOLUTION</b>	<b>VOTE FOR</b>	<b>VOTE AGAINST</b>	<b>ABSTENTION</b>
Approval of the appointment of the mandate of Ingrid Jägering as new member of the Board of Directors of the Company until the ordinary Annual General Meeting of the shareholders of the Company in respect of the fiscal year ending on 31 December 2020.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**AGENDA ITEM 11.**

<b>PROPOSED RESOLUTION</b>	<b>VOTE FOR</b>	<b>VOTE AGAINST</b>	<b>ABSTENTION</b>
Approval (advisory vote) of the proposed remuneration policy of the Board of Directors of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**AGENDA ITEM 12.**

<b>PROPOSED RESOLUTION</b>	<b>VOTE FOR</b>	<b>VOTE AGAINST</b>	<b>ABSTENTION</b>
Approval (advisory vote) of the remuneration report of the Company for the fiscal year ended 31 December 2019.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



**Attestation**  
**(Record of Share Ownership)**

The Annual General Meeting 2020 (“**AGM**”) of the shareholders of SAF-HOLLAND SE will be held on 20 May 2020 at 11.00 a.m. (Central European Summer Time, “CEST”) via an audio conference initiated from Luxembourg.

This Attestation is issued to shareholders to take part in the AGM.

We hereby confirm to *(please fill in)*

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Surname, First Name of the Shareholder / Shareholders

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Street, No.

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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 AGM (“**Record Date**”), **i.e. on 6 May 2020 at 11.59 p.m. (CEST)**.

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City, Date

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Signature and Stamp of the Depository Bank

**Depository Bank Details:**

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Name of the Depository Bank

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Street, No. / City, Postcode, Country

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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 AGM.