



SAF-HOLLAND S.A.
Société anonyme
Siège social: 68-70 boulevard de la Pétrusse
L-2320 Luxembourg
R.C.S. Luxembourg B 113.090

Important instructions regarding the exercise of your voting rights at the Annual General Meeting of the shareholders of SAF-HOLLAND S.A. to be held at the Chambre de Commerce, 7, Rue Alcide de Gasperi, L-2981 Luxembourg, on 28 April 2011 at 11.00 a.m. (CET) (the "Meeting")

You may exercise your voting rights at the Meeting in one of the following manners, as further described below :

- you can attend the General Meeting in person.
- You can appoint a proxy of your choice.
- You can appoint a proxy representative nominated by SAF-HOLLAND S.A.
- You can vote by correspondence.

In the event that you do not wish to participate at the General Meeting in person and if you want to exercise your right to vote at the General Meeting by proxy or by voting by correspondence, please use the form of proxy and vote by correspondence enclosed (the "**Form**"). In this case, we request that you read and follow the instructions set out below carefully in order to ensure that your registration and your vote are recorded properly.

In order to exercise your voting rights at the Meeting, these instructions shall be read together with the information set out in the convening notice to the General Meeting.

1. Execution of voting rights by a third party

If you want to authorise a person in your trust as your representative at the Meeting, please fill out section 1. of the Form and sign it (signature block at the bottom of section 1. of the Form).

2. Authorisation and instructions for the proxy nominated by SAF-HOLLAND S.A.

If you do not authorise a third party to take part personally at the Meeting, we offer the option of appointing a proxy voting representative nominated by SAF-HOLLAND S.A.

SAF-HOLLAND S.A. nominates as solely authorised proxy with the right of delegating the authorisation to another person, Mrs Claudia Andresen, employee of Haubrok Corporate Events GmbH, Munich.

The proxy is authorised to execute the voting rights only as far as you have given explicit instructions on the proposed resolutions made by the Board of Directors of SAF-HOLLAND S.A. on the agenda items of the Meeting.

The assignment of SAF-HOLLAND S.A.'s proxy for entering an objection as well as filing a petition and asking questions is excluded.

If you want to benefit from this service, please cross the box in section 2. of the Form, fill out section 4. of the Form and sign the Form (signature block at the bottom of section 4. of the Form).

To benefit from this service, please return the completed and duly signed Form to SAF-HOLLAND S.A., c/o Haubrok Corporate Events GmbH, Landshuter Allee 10, 80637 Munich, Germany, by 11:59 p.m. (CEST) on 14 April 2011 – receipt by SAF-HOLLAND S.A. – at the latest.



3. Vote by correspondence

Should you not be able to attend the Meeting in person and if you do not wish to appoint a proxy, you may also exercise your shareholder rights by voting by correspondence.

If you want to cast your votes by correspondence, please cross the box in section 3. of the Form, fill out section 4. of the Form and sign the Form (signature block at the bottom of section 4. of the Form).

If you want to cast your votes by correspondence, please return the completed and duly signed Form to SAF-HOLLAND S.A., c/o Haubrok Corporate Events GmbH, Landshuter Allee 10, 80637 Munich, Germany, by 11:59 p.m. (CET) on 14 April 2011 – receipt by SAF-HOLLAND S.A. – at the latest.

4. Attestation

In all instances, you must request and obtain an attestation from your depository bank stating the number of shares held by you as of the date of issuance of the attestation and that the shares are blocked in your account until the close of the General Meeting.

You may wish to provide your custodian bank with the enclosed form of record of share ownership, which has to be filled out and signed by your custodian bank.

Alternatively, your custodian bank may use its own form, provided that the number of shares held by you is indicated and that it is set out that the shares are blocked in your account until the close of the General Meeting. Please note that the attestation must be provided in text form in the German or English language.



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PROXY FORM FOR THE
ANNUAL GENERAL MEETING
(THE "MEETING")
TO BE HELD AT THE CHAMBRE DE COMMERCE,
7, RUE ALCIDE DE GASPERI, L-2981 LUXEMBOURG
ON 28 APRIL 2011 AT 11.00 A.M. (CET)

1. Authorisation to a third party

Authorisation

I/We authorise herewith Mr/Mrs _____
<Surname, First Name, Postal Code/City>

with the right of delegating the authority to another person to be my/our proxy during the Meeting and to execute my/our voting rights in my/our name and on my/our behalf.

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

Delegated Authorisation

I/We herewith grant Mr/Mrs _____
<Surname, First Name, Postal Code/City>

the delegated authorisation to be the proxy of the shareholder mentioned above in this section 1. during the Meeting and to execute the voting rights in the name and on behalf of this shareholder.

_____, _____, _____, _____
(City) (Date) (Signature 1st Proxy holder) (if applicable Signature 2nd Proxy holder)

2. Authorisation and instructions to the proxy of SAF-HOLLAND S.A.

By crossing this box

I/We, herewith grant authorisation to the proxy representative of SAF-HOLLAND S.A., Mrs Claudia Andresen, employee of Haubrok Corporate Events GmbH, Munich to hold the power of attorney, together with the right to delegate her authority to another person, to represent me/us at the Meeting of SAF-HOLLAND S.A. on 28 April 2011 and **to execute my/our voting rights in my name and on my behalf in the manner subsequently described in section 4. below (please mark with a cross) .**

3. Vote by correspondence

By crossing this box

I/We hereby state that :

- I/We will not attend the Meeting in person or be represented by a proxy attending the Meeting in person;
- I/We wish to cast my/our vote at the Meeting on the proposed resolutions made by the Board of Directors of the SAF-HOLLAND S.A on the agenda items, by crossing the appropriate box set forth next to each proposal of resolution in section 4 below; and
- I am/We are fully aware of the contents of the convening notice to the Meeting and that I/we have taken into account the contents of this convening notice in order to cast my/our vote on the proposed resolution made by the Board of Directors of SAF-HOLLAND S.A. on the agenda items in the present correspondence voting form when casting my/our votes by correspondence.



4. Individual instructions/vote by correspondence

Individual instructions for the proxy of SAF-HOLLAND S.A.

Please issue an instruction for each proposed resolution made by the Board of Directors of SAF-HOLLAND S.A. on the agenda items. Only one instruction may be issued for each item of the agenda. If you do not explicitly issue instructions in respect of the individual agenda items, the proxy representative of SAF-HOLLAND S.A. will abstain from voting for these items.

Please cross only within the small box.

Voting by correspondence

Please cast your votes for each proposed resolution made by the Board of Directors of SAF-HOLLAND S.A. on the agenda items. Only one vote may be issued for each item of the agenda. If you do not explicitly cast a vote in respect of the individual agenda items, no vote shall be taken into account.

Please cross only within the small box.

Voting instruction or voting by correspondence, as applicable, for the Annual General Meeting (the "AGM")

1. Agenda Item 1.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
Presentation of the statutory management report and consolidated management report for the fiscal year ended 31 December 2010. <i>The Board of Directors proposes that both management reports in respect of the fiscal year ended 31 December 2010 be APPROVED by the shareholders.</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

2. Agenda Item 2.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
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 2010. <i>The Board of Directors proposes that the reports by the auditors in respect of both the statutory and the consolidated financial statements for the fiscal year ended 31 December 2010 be APPROVED by the shareholders.</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

3. Agenda Item 3.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
Approval of the statutory financial statements of the Company for the fiscal year ended 31 December 2010. <i>The Board of Directors proposes that the statutory financial statements of the Company for the fiscal year ended 31 December 2010 be APPROVED by the shareholders.</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

4. Agenda Item 4.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Approval of the consolidated financial statements of the Company and its group for the fiscal year ended 31 December 2010.</p> <p><i>The Board of Directors proposes that the consolidated financial statements of the Company and its group, for the fiscal year ended 31 December 2010 be APPROVED by the shareholders.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

5. Agenda Item 5.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Resolution concerning the allocation of the results of the Company for the fiscal year ended 31 December 2010 and approval of distributions.</p> <p><i>The profit for the 2010 financial year amounts to EUR 33,089,942.94.</i></p> <p><i>The Board of Directors recommends not paying a dividend to shareholders with view to the above-mentioned profit. As legally required, an amount equal to 5% of the net profits of the Company shall be allocated to the legal reserve of the Company under Luxembourg law until such legal reserve reaches 10% of the issued share capital of the Company. Additionally, the Board of Directors proposes to shareholders to allocate part of the above-mentioned profit to the extent necessary to a special reserve in accordance with applicable Luxembourg laws to reduce the exposure of the Company to Luxembourg net worth tax.</i></p> <p><i>The Board of Directors further proposes that the remainder of above-mentioned profit shall be netted with the loss carried forward from 2009 and the remainder amount after netting be carried forward into 2011.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. Agenda Item 6.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Discharge of each of the persons that have acted as director of the Company during the fiscal year ended on 31 December 2010 (i.e. Siegfried Goll, Rudi Ludwig, Richard W. Muzzy, Bernhard Schneider, Gerhard Rieck, Ulrich Sauer).</p> <p><i>The Board of Directors proposes that the shareholders APPROVE the discharge of each of the persons who have acted as director during the fiscal year ended 31 December 2010 with view to their mandate.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

7. Agenda Item 7.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Discharge to the external auditor of the Company, ERNST & YOUNG S.A. for, and in connection with their mandate carried out as external auditor pertaining to the fiscal year ended 31 December 2010.</p> <p><i>The Board of Directors proposes that the shareholders APPROVE the discharge to Ernst & Young S.A. for, and in connection with, the audit of the fiscal year ended 31 December 2010.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

8. Agenda Item 8.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Renewal of mandate of members and appointment to the Board of Directors</p> <p><i>The Board of Directors proposes to renew the mandate as director of the Company of Bernhard Schneider, whose mandate will terminate on 18 June 2011, until the date of the annual general meeting that will resolve on the annual accounts for the fiscal year ended on 31 December 2014.</i></p> <p><i>The Board of Directors proposes to renew the mandate as director of the Company of Richard W. Muzzy, whose mandate terminated on 23 April 2011, until the date of the annual general meeting that will resolve on the annual accounts for the fiscal year ending on 31 December 2012.</i></p> <p><i>The Board of Directors proposes to appoint Sam Martin, former Chief Operating Officer of the Group and president of SAF-HOLLAND, Inc., as member of the Board of Directors until the date of the annual general meeting that will resolve on the annual accounts for the fiscal year ending on 31 December 2012.</i></p> <p><i>The Board of Directors acknowledges that on the date of the Meeting Mr. Gerhard Rieck has reached the age-limit laid down by the Company's articles of association and therefore cannot take a further mandate in the Board of Directors.</i></p> <p><i>Provided the above proposals of the Board of Directors are approved by the Meeting, the Board of Directors will consist of the following members starting on 28 April 2011:</i></p> <ul style="list-style-type: none"> – Rudi Ludwig – Sam Martin – Richard W. Muzzy – Ulrich Sauer – Bernhard Schneider 	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



9. Agenda Item 9.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Renewal of the mandate of the external auditor of the Company, ERNST & YOUNG S.A. until the ordinary annual general meeting of the shareholders of the Company in respect of the fiscal year ending on 31 December 2011.</p> <p><i>The Board of Directors proposes that ERNST & YOUNG S.A. be re-appointed as external auditors until the ordinary annual general meeting of the shareholders of the Company in respect of the fiscal year ended on 31 December 2011.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

(City)

(Date)

(Signature 1st Shareholder)

(if applicable Signature 2nd Shareholder)

