



IMPORTANT INSTRUCTIONS REGARDING THE EXERCISE OF YOUR VOTING RIGHTS AT THE EXTRAORDINARY GENERAL MEETING I OF THE SHAREHOLDERS OF SAF-HOLLAND S.A. TO BE HELD AT THE OFFICES OF BONN & SCHMITT, 22-24, RIVES DE CLAUSEN, L-2165 LUXEMBOURG ON 22 DECEMBER 2015 AT 10.30 A.M. (CET)

(THE “EGM I”)

You may exercise your voting rights at the above mentioned EGM I, as applicable, in one of the manners mentioned and described below. In all instances, you must request and obtain an Attestation (the “**Attestation**”) from your depository bank which is safe-keeping your shares in SAF-HOLLAND S.A. (the “**Company**”) stating the number of shares held by you as shareholder at least 14 calendar days before the date of the EGM I being determined as 08 December 2015 at 11:59 pm (CET) (“**Record Date**”). Please note that the Attestation must be provided in text form in the German or English language. Attestations must be received by SAF-HOLLAND S.A. by fax or e-mail on 16 December 2015 at 11:59 p.m. (CET) at the latest, followed by the original by mail to:

SAF-HOLLAND S.A.
c/o HCE Haubrok AG
Landshuter Allee 10
80637 Munich
Germany
Fax: +49-89-210-27-289
E-Mail: registration@hce.de

(“Address Details”)

You have the following opportunities to have your voting rights represented at the EGM I.

- 1) If you want to attend the EGM I in person, please send the Attestation from your depository bank using the Address Details, procedure and within the deadline as described above to order an admission ticket.**

Upon receipt of the Attestation within the given deadline the Company will presume that such shareholder will attend and vote at the EGM I.

- 2) If you are not able to attend the EGM I in person you may appoint a proxyholder to attend the EGM I on your behalf. Therefore please send the Attestation from your depository bank using the Address Details, procedure and within the deadline as described above to order an admission ticket on his/her name. Alternatively use the proxy form printed on the admission ticket you ordered for yourself as described under 1). The proxyholder will have to identify himself by presenting a valid identification card and by submitting your admission ticket.**

Attestations and proxies must be received by the Company (by fax or e-mail) at the latest on the 16 December 2015 at 11:59 p.m. (CET) under above Address Details. Exercise of voting rights of shares in connection with late Attestations will not be possible at the EGM I. Upon receipt of the Attestation and proxy within the given deadline the Company will presume that the respective proxyholder of the shareholder will attend and vote at the EGM I.

- 3) If you are not able to attend the EGM I in person you may alternatively appoint the proxy representative nominated by SAF-HOLLAND S.A. or cast your votes by correspondence. In such case please send the Attestation from your depository bank and the authorisation and instructions to the proxy representative of the Company respectively your vote by correspondence using the Address Details, procedure and within the deadline as described above.**

SAF-HOLLAND S.A. appoints as proxy representative of the Company Mr. Markus Laue, employee of HCE Haubrok AG, Munich. The proxy representative of the Company is authorised to vote only if you have issued express instructions about each of the draft resolutions of the Board of Directors on the agenda. The proxy representative is obligated to vote pursuant to your instructions with regard to the draft resolutions proposed by the Board of Directors of the Company in the agenda for the EGM I.

Important note:

Please be advised that the instructions to exercise your voting rights **are only valid** if you have filled out the “AUTHORISATION AND INSTRUCTIONS TO THE PROXY REPRESENTATIVE OF SAF-HOLLAND S.A./VOTE BY CORRESPONDENCE FOR THE EGM I ON 22 DECEMBER 2015”. Additionally, we allow shareholders who are attending the EGM I and who have registered properly before the deadline, to authorise the proxy representative appointed by the Company to exercise the shareholders' voting rights at the EGM I.



The proxy representative will not vote at the EGM I if the authorisation does not meet the formal requirements. If instructions are not correctly filled out or are unclear, the proxy representative will abstain from voting during the voting process with regard to the respective agenda items, or will not participate in the votes. The proxy representative is required to follow instructions and cannot exercise the voting right during votes that were not announced prior to the EGM I (e.g. procedural motions). With regard to the voting process, the proxy representative will abstain from voting or not participate in voting. The same applies to voting on a counter-motion, or a resolution that differs in content from a Board of Directors proposal listed in the published agenda. It is not permissible to instruct the proxy representative of the Company to declare objections, make proposals or ask questions. In the event of personal participation or participation by an authorised third party in the EGM I, the proxy authorisation and instructions given before the EGM I will become null and void. The same aforementioned regulations for the proxy representative apply to the voting by correspondence. If a vote by correspondence is not explicitly cast in respect of the individual agenda items, no vote shall be taken into account.

For questions about proxy voting our **EGM hotline** is available
Monday to Friday from 9 a.m. to 5 p.m. CET, except on public holidays in Luxembourg at the following number

+49 (0) 89 / 210 27 222



**AUTHORISATION AND INSTRUCTIONS TO THE PROXY REPRESENTATIVE OF
SAF-HOLLAND S.A./ VOTE BY CORRESPONDENCE
FOR THE EGM I ON 22 DECEMBER 2015**

You are requested to send this completed authorisation and instructions form/vote by correspondence **together with the Attestation of your depository bank** for the EGM I **before the deadline on Wednesday 16 December 2015 at 11:59 p.m. (CET)** directly to the proxy of the company (via post or fax or email):

SAF-HOLLAND S.A.
c/o HCE Haubrok AG
Landshuter Allee 10
80637 Munich
Deutschland

or via fax to: +49 (0)89 210 27-289
or via email at: registration@hce.de

Authorisation (please complete)

I/We _____ authorise the proxy representative of SAF-HOLLAND S.A.
(name(s) of account holder(s))
Mr. Markus Laue, with the right of delegating the authority to another person, to represent me/us at the EGM I of
SAF-HOLLAND S.A. on 22 Dec. 2015 and to exercise the voting right(s) for _____ shares pursuant to the
(no. of shares acc. to Attestation)
Attestation from my depository bank for me/us or have them exercised, as instructed below.

Vote by correspondence (please complete)

I/We _____ will not attend the EGM I and cast my/our votes for the
(name(s) of account holder(s))
EGM I of SAF-HOLLAND S.A. on 22 Dec. 2015 for _____ shares pursuant to the Attestation from my depository
(no. of shares acc. to Attestation)
bank as instructed below.

Voting instructions or voting by correspondence, as applicable.

Provide an instruction/vote on all agenda items with regard to the Board of Directors' proposals. Only one instruction/vote can be provided for each agenda item.

Agenda items EGM I	YES	NO	ABSTENTION
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1. Resolution that the remaining amount of the currently existing Authorised Share Capital I of the Company (EUR 164,949.63) is permitted to be used by the Board of Directors as follows.

An amount of up to EUR 45,361.11 representing 4,536,111 newly issued shares and being 10% of the currently issued share capital of the Company ("**Special Amount**") may be issued by the Board of Directors without such issue being subject to any preferential subscription rights of existing shareholders. In addition, the issue price for the newly issued shares out of the Special Amount shall not be significantly lower than the stock exchange price of the Company's shares already listed.

The remaining amount of the then still available Authorised Share Capital I being EUR 119,588.52 representing 11,958,852 newly issued shares ("**Remaining Amount**") may be issued by the Board of Directors only by respecting the preferential subscription rights of existing shareholders.

Furthermore, it is resolved that the authorisation to use the Special Amount of the above-mentioned Authorised Share Capital I shall be renewed and be valid for a period of five (5) years starting with the day of publication of this EGM deed or the deed of any subsequent EGM, as applicable, in the official Luxembourg gazette Mémorial C.

The time period for the authorisation to use the Remaining Amount will not be altered and remains to run until and including 25 July 2017.

Subsequently, article 5 of the Articles shall be amended to reflect above content.



These instructions/votes pertain to the above agenda points as proposed by the Board of Directors and as published in the convening notice to the EGM I.

I/We hereby confirm that I/we have read the "IMPORTANT INSTRUCTIONS REGARDING THE EXERCISE OF YOUR VOTING RIGHTS AT THE EXTRAORDINARY GENERAL MEETING I OF THE SHAREHOLDERS OF SAF-HOLLAND S.A. TO BE HELD AT THE OFFICES OF BONN & SCHMITT, 22-24, RIVES DE CLAUSEN, L-2165 LUXEMBOURG ON 22 DECEMBER 2015 AT 10.30 A.M. (CET)" and agree to the conditions set forth therein with regard to proxy voting/vote by correspondence. Please make sure, that all pages of „AUTHORISATION AND INSTRUCTIONS TO THE PROXY REPRESENTATIVE OF SAF-HOLLAND S.A./VOTE BY CORRESPONDENCE FOR THE EGM I ON 22 DECEMBER 2015“ reach SAF-HOLLAND S.A., so that your voting rights can be duly represented in the EGM.

_____, _____, _____
place date signature(s)

Please provide your telephone number in case of any queries: _____