



**SAF-HOLLAND S.A.**  
Société anonyme  
Siège social: 68-70, boulevard de la Pétrusse  
L-2320 Luxembourg  
R.C.S. Luxembourg: B 113.090  
Share Capital: EUR 453,611.12

### **Notice to all Shareholders**

All shareholders of SAF-HOLLAND S.A. (the “**Company**”) are hereby given notice upon instruction of the Board of Directors of the Company (the “**Board of Directors**”) that the annual general meeting of shareholders shall be held as follows:

### **Annual General Meeting 2016** (the “**AGM**”)

will be held on 28 April 2016, at 11:00 a.m. (Central European Summer Time, “**CEST**”) with the agenda below  
at  
the offices of GSK Luxembourg, 44, Avenue John F. Kennedy, L-1855 Luxembourg

### **AGENDA FOR THE AGM**

- 1. Presentation of the statutory management report and consolidated management report for the fiscal year ended 31 December 2015.**  
*The Board of Directors proposes that both management reports in respect of the fiscal year ended 31 December 2015 be APPROVED by the shareholders.*
- 2. 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 2015.**  
*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 2015 be APPROVED by the shareholders.*
- 3. Approval of the statutory financial statements of the Company for the fiscal year ended 31 December 2015.**  
*The Board of Directors proposes that the statutory financial statements of the Company for the fiscal year ended 31 December 2015 be APPROVED by the shareholders.*
- 4. Approval of the consolidated financial statements of the Company and its group for the fiscal year ended 31 December 2015.**

*The Board of Directors proposes that the consolidated financial statements of the Company and its group for the fiscal year ended 31 December 2015 be APPROVED by the shareholders.*

**5. Resolution concerning the allocation of the results of the Company for the fiscal year ended 31 December 2015 and approval of distributions.**

*The profit for the 2015 financial year amounts to EUR 18,700,317.72. The Board of Directors proposes to the shareholders (i) to distribute EUR 18,144,444.80 of the remaining profit by paying a dividend in cash to the shareholders of EUR 0.40 per share, which shall be due on 29 April 2016, and (ii) to carry forward the remaining profit of EUR 555,872.92 to the fiscal year ending on 31 December 2016.*

**6. Discharge of each of the persons that have acted as director of the Company during the fiscal year ended on 31 December 2015, i.e. Bernhard Schneider, Martin Kleinschmitt, Detlef Borghardt, Samuel Martin, Anja Kleyboldt and Martina Merz.**

*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 2015 with view to their mandate.*

**7. Approval and renewal of mandates of members of the Board of Directors and appointment to the Board of Directors.**

*The Board of Directors proposes to approve and renew the mandate as director of the Company of Anja Kleyboldt and Martin Kleinschmitt, whose mandates terminate on the date of the annual general meeting that will resolve on the annual accounts for the fiscal year ending on 31 December 2015, starting on 28 April 2016 after AGM until the date of the annual general meeting that will resolve on the annual accounts for the fiscal year ending on 31 December 2018 and to approve and extend the mandate as director of the Company of Martina Merz, whose mandate terminates on the date of the annual general meeting that will resolve on the annual accounts for the fiscal year ending on 31 December 2016, starting on 28 April 2016 after AGM until the date of the annual general meeting that will resolve on the annual accounts for the fiscal year ending on 31 December 2018.*

**8. 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 2015.**

*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 2015.*

**9. Election of the external auditor of the Company until the annual general meeting of the shareholders of the Company in respect of the fiscal year ending on 31 December 2016.**

*The Board of Directors proposes the election of PricewaterhouseCoopers Société coopérative, 2, rue Gerhard Mercator, L-2182 Luxembourg, as external auditors ("Réviseur d'entreprises agréé") until the annual general meeting of the shareholders of the Company in respect of the fiscal year ending on 31 December 2016.*

### **Quorum and majority requirements**

There is no quorum of presence requirement for the AGM. The agenda items are adopted by a simple majority of the voting rights duly present or represented.

### **Share capital and voting rights**

At the date of convening of the AGM, the Company's subscribed share capital equals EUR 453,611.12 and it is divided into 45,361,112 shares having a par value of EUR 0.01 each, all of which are fully paid up.

### **Available information and documentation**

The following information is available on the Company's website under <http://corporate.safholland.com/en/investoren/annual-general-meetings/2016.html> starting on the day of publication of this convening notice in the Luxembourg official gazette *Mémorial C* and at the Company's registered office in Luxembourg:

- a) full text of any document to be made available by the Company at the AGM including draft resolutions in relation to above agenda points to be adopted at the AGM (i.e. *inter alia* the annual report containing the 2015 annual financial statements, the management reports and the auditor reports on the statutory and consolidated accounts);
- b) this convening notice;
- c) the total number of shares and attached voting rights issued by the Company as of the date of publication of this convening notice;
- d) the proxy form as further mentioned below; and
- e) the correspondence voting form as further mentioned below.

### **Attendance and registration procedures**

Shareholders are obliged to obtain an attestation from their depository bank ("**Attestation**") which is safe-keeping their shares in the Company stating the number of shares held by the shareholder 14 calendar days before the date of the AGM ("**Record Date**"), i.e. on 14 April 2016 at 11:59 p.m. (CEST). The Attestation must be dispatched by fax and the original by regular mail to:

#### **SAF-HOLLAND S.A.**

c/o HCE Haubrok AG  
Landshuter Allee 10  
80637 Munich  
Germany  
Fax: +49 (0)89 210 27-289

The attestation must be made in text form in German or English.

Attestations must be received by the Company (by fax) at the latest on the 21 April 2016 at 11:59 p.m. (CEST). Exercise of voting rights of shares in connection with late Attestations will not be possible at the AGM. Upon receipt of the Attestation within the given deadline the Company will presume that such shareholder will attend and vote at the Meeting by issuing the admission ticket.

### **Proxy voting representatives**

Shareholders not being able to attend the AGM in person may appoint a proxyholder to attend the AGM on their behalf. The proxyholder will have to identify himself by presenting a valid identification card and by submitting the admission ticket of the shareholder.

In order to simplify the execution of their voting rights, the Company provides the option of appointing a proxy voting representative named by the Company and bound by the instructions of the shareholder prior to the AGM.

Proxy forms are available under the following contact details:

#### **SAF-HOLLAND S.A.**

c/o HCE Haubrok AG

Landshuter Allee 10

80637 Munich

Germany

Fax: +49 (0)89 210 27-289

E-Mail: [registration@hce.de](mailto:registration@hce.de)

Website: <http://corporate.safholland.com/en/investoren/annual-general-meetings/2016.html>

In such proxy form shareholders are kindly invited to fill in the required details, to date, sign and return the proxy form (including the Attestation) by e-mail or fax and the original by mail to:

#### **SAF-HOLLAND S.A.**

c/o HCE Haubrok AG

Landshuter Allee 10

80637 Munich

Germany

Fax: +49 (0)89 210 27-289

E-Mail: [registration@hce.de](mailto:registration@hce.de)

The duly filled in and signed proxy form (by fax or e-mail) must be received by the Company at the latest on the 21 April 2016 at 11:59 p.m. (CEST). Exercise of voting rights of shares in connection with duly filled in and signed proxy forms received after such date will not be possible at the AGM.

Shareholders who will receive their admission tickets by mail will receive a form for proxy voting. Forms for proxy voting can also be downloaded on the Company's website at <http://corporate.safholland.com/en/investoren/annual-general-meetings/2016.html>. In addition, forms will be sent upon written request to the Company at the following address:

**SAF-HOLLAND S.A.**

c/o HCE Haubrok AG  
Landshuter Allee 10  
80637 Munich  
Germany  
Fax: +49 (0)89 210 27-289

**Vote by correspondence**

Shareholders who wish to vote by correspondence must request a form for voting by correspondence from the Company at the following address:

**SAF-HOLLAND S.A.**

c/o HCE Haubrok AG  
Landshuter Allee 10  
80637 Munich  
Germany  
Fax: +49 (0) 89 210 27-289

or, alternatively, download the form from the Company's website at <http://corporate.safholland.com/en/investoren/annual-general-meetings/2016.html>, and send the duly completed and signed form to the above mentioned address so that it shall be received by the Company on the 21 April 2016 at 11:59 p.m. (CEST). Exercise of voting rights of shares in connection with duly filled in and signed proxy forms received after such date will not be possible at the AGM.

**Additional important information for shareholders**

Shareholders are hereby informed that exercise of voting rights is exclusively reserved to such persons that were shareholders on the Record Date (or their duly appointed proxyholders). Transfer of shares after the Record Date is possible subject to usual transfer limitations, as applicable. However, any transferee having become owner of the shares after the Record Date has no right to vote at the AGM.

One or more shareholder(s) representing at least 5% of the Company's share capital may request the addition of items to the agenda of the AGM by sending such requests at the latest until 6 April 2016 at 11:59 p.m. (CEST) to the following e-mail address, fax number or mail address:

**SAF-HOLLAND S.A.**

c/o HCE Haubrok AG  
Landshuter Allee 10  
80637 Munich  
Germany  
Fax: +49 (0)89 210 27-289  
E-Mail: [registration@hce.de](mailto:registration@hce.de)

Such request will only be accepted by the Company provided it includes (i) the wording of the agenda point, (ii) the wording of a proposed resolution pertaining to such agenda point, and (iii) an e-mail address and a postal address to which the Company may correspond and confirm receipt of the request.

This convening notice was dispatched by e-mail to (i) registered shareholders that were known by name and address to the Company on 24 March 2016, (ii) the members of the Board of Directors of the Company and (iii) the auditor of the Company.

Subject to compliance with the threshold notification obligations provided for by the Luxembourg law of 11 January 2008 on transparency requirements for issuers of securities, there is no limit to the maximum number of votes that may be exercised by the same person, whether in its own name or by proxy.

The results of the vote will be published on the Company's website within 15 days following the AGM.

For further information you may contact the service provider, HCE Haubrok AG, by dialling +49 (0)89 210 27-222 (Mon. - Fri. 9 a.m. to 5 p.m. CEST, except on public holidays in Luxembourg as well as 25 March 2016 and 28 March 2016).

Luxembourg, in March 2016

**SAF-HOLLAND S.A.**

The Board of Directors