



SAF-HOLLAND S.A.
Société anonyme
Registered office: 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 44, Avenue John F. Kennedy, L-1855 Luxembourg, on 28 April 2016 at 11:00 a.m. (Central European Summer Time, "CEST") (the "AGM")

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

- you can attend the AGM 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 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 24 March 2016.

In all instances, you must request and obtain an **Attestation** from your depository bank which is safe-keeping your shares in SAF-HOLLAND S.A. stating the number of shares held by you as shareholder 14 calendar days before the date of the AGM ("**Record Date**"), i.e. on **14 April 2016** at 11:59 p.m. (CEST).

You may provide your depository bank with the enclosed form of Attestation or its own form providing the number of shares held by you as a shareholder. The Attestation has to be filled out and signed by your depository bank (in German or English) and must be received by SAF-HOLLAND S.A. by fax on 21 April 2016 at 11:59 p.m. (CEST) 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 (0)89 210 27-289

Please note that exercise of voting rights of shares in connection with late attestations and/or Forms will not be possible at the AGM.

1. Attending the AGM in person

If you want to attend the AGM in person, please send the Attestation from your depository bank 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 AGM.

2. Authorization to a third party

To authorize a proxy of your choice, fill out section 1. of the Form enclosed, sign it and return the completed and duly signed Form to SAF-HOLLAND S.A., c/o HCE Haubrok AG, Landshuter Allee 10, 80637 Munich, Germany, by fax (+49-89-210-27-289) or e-mail (registration@hce.de) by 11:59 p.m. (CEST) on 21 April 2016 – receipt by SAF-HOLLAND S.A. – at the latest, followed by the original by regular mail.

In addition, please send the Attestation from your depository bank to order an admission ticket and fill out the proxy form printed on the admission ticket you ordered for yourself. The proxyholder will have to identify himself by presenting a valid identification card and by submitting your admission ticket.



3. Authorization and instructions to the proxy representative nominated by SAF-HOLLAND S.A.

If you do not wish to authorize a third party to take part personally at the AGM, you can appoint Mr Markus Laue, employee of HCE Haubrok AG, Munich, as your proxyholder. The proxyholder is authorized to execute your voting rights only as far as you have given explicit instructions. The assignment of SAF-HOLLAND S.A.'s proxy for entering an objection as well as filing a petition and asking questions is excluded.

To benefit from this service, please tick the box in section 2. of the Form enclosed, sign the Form and return the completed Form to SAF-HOLLAND S.A. as described under section 2. above.

4. Vote by correspondence

If you are not able to attend the AGM in person and if you do not wish to appoint a proxy, you may also exercise your shareholder rights by voting by correspondence. Therefore please tick the box in section 3. of the Form enclosed, sign the Form and return the completed Form to SAF-HOLLAND S.A. as described under section 2. above.

For questions about proxy voting our AGM hotline is available Monday through Friday (except on public holidays in Luxembourg as well as 25 March 2016 and 28 March 2016) from 9:00 a.m. – 5:00 p.m. CEST at the following number

+49 (0) 89 / 210 27 222



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FORM

FOR THE
ANNUAL GENERAL MEETING

TO BE HELD

at 44, Avenue John F. Kennedy, L-1855 Luxembourg
on 28 April 2016 at 11:00 a.m. (CEST) (THE "AGM")

1. Authorization to a third party

By ticking this box for the AGM

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

with the right of delegating the authority to another person to be my/our proxy during the AGM 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 authorization to be the proxy of the shareholder mentioned above in this section 1. during the AGM 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. Authorization and instructions to the proxy representative nominated by SAF-HOLLAND S.A.

By ticking this box for the AGM

I/We, herewith grant authorization to the proxy representative of SAF-HOLLAND S.A., Mr Markus Laue, employee of HCE Haubrok AG, 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 S.A. on 28 April 2016 and to execute my/our voting rights in my/our name and on my/our behalf in the manner subsequently described in section 4. below (*please mark with a cross*).

_____, _____, _____
Name(s) Admission card number (if available) Number of shares on admission card (if available)

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



3. Vote by correspondence

By ticking this box for the AGM

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 S.A on the agenda items, by ticking the appropriate box set forth next to each proposal of resolution in section 4. below.

| | | |
|---------|--------------------------------------|---|
| _____ | _____ | _____ |
| Name(s) | Admission card number (if available) | Number of shares on admission card (if available) |
| _____ | _____ | _____ |
| (City) | (Date) | (Signature 1 st Shareholder) |
| | | (if applicable Signature 2 nd Shareholder) |

4. Individual instructions/vote by correspondence

Individual instructions for the proxy representative nominated by 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.

Please tick 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.

Please tick only within the small box.

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



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

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 2015. <i>The Board of Directors proposes that both management reports in respect of the fiscal year ended 31 December 2015 be APPROVED by the shareholders.</i> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

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 2015. <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 2015 be APPROVED by the shareholders.</i> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

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 2015. <i>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.</i> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

AGENDA ITEM 4.

| PROPOSED RESOLUTION | VOTE FOR | VOTE AGAINST | ABSTENTION |
|---|--------------------------|--------------------------|--------------------------|
| 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. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

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 2015 and approval of distributions.</p> <p><i>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.</i></p> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|---|--------------------------|--------------------------|--------------------------|

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 2015, i.e. Bernhard Schneider, Martin Kleinschmitt, Detlef Borghardt, Samuel Martin, Anja Kleyboldt and Martina Merz.</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 2015 with view to their mandate.</i></p> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

AGENDA ITEM 7.

| PROPOSED RESOLUTION | VOTE FOR | VOTE AGAINST | ABSTENTION |
|---|--------------------------|--------------------------|--------------------------|
| <p>Approval and renewal of mandates of members of the Board of Directors and appointment to the Board of Directors.</p> <p><i>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.</i></p> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

AGENDA ITEM 8.

| 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 2015.</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 2015.</i></p> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

AGENDA ITEM 9.

| PROPOSED RESOLUTION | VOTE FOR | VOTE AGAINST | ABSTENTION |
|--|--------------------------|--------------------------|--------------------------|
| <p>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.</p> <p><i>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.</i></p> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |