



**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 / Extraordinary General Meeting of the shareholders of SAF-HOLLAND S.A. to be held at GSK Luxembourg SA, 44, Avenue John F. Kennedy, 2nd floor, L-1855 Luxembourg on 27 April 2017 at 8.30 a.m. (AGM) and on 27 April 2017 at 9.30 a.m. (EGM) (Central European Summer Time, "CEST"). You may exercise your voting rights at the AGM / EGM **in person** or in one of the following manners, as further described below:

- 1) Execution of voting rights by a third party**
- 2) Authorisation and instructions for the proxy nominated by SAF-HOLLAND S.A.**
- 3) Vote by correspondence**

**In order to exercise your voting rights at the AGM / EGM, these instructions shall be read together with the information set out in the convening notice to the AGM / EGM published on 28 March 2017.**

**1. Execution of voting rights by a third party**

To authorise a representative of your choice, please 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 LINK Market Services GmbH, Landshuter Allee 10, 80637 Munich, Germany, by fax (+49-89-210-27-289) or e-mail (agm@linkmarketservices.de) by 11:59 p.m. (CEST) on 20 April 2017 receipt by SAF-HOLLAND S.A. - at the latest, followed by the original by regular mail.

**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 AGM / EGM, Mr Markus Laue, Bad Nauheim, Germany, employee of LINK Market Services GmbH, Munich, shall act as your proxyholder. The proxyholder is authorised to execute your voting rights only as far as you have given explicit instructions (section 4). 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**, give explicit instructions in **section 4**, sign the form and send it to the under **section 1** mentioned address.

**3. Vote by correspondence**

Should you not be able to attend the AGM / EGM in person and if you do not wish to appoint a proxy, you may also exercise your shareholder rights by voting by correspondence by ticking the box in **section 3**, give explicit instructions in **section 4**, sign the form and send it to the under **section 1** mentioned address.

**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 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 **13 April 2017 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 must be received by SAF-HOLLAND S.A. by fax on **20 April 2017 at 11:59 p.m. (CEST)** at the latest, followed by the original by mail to:

SAF-HOLLAND S.A.  
c/o LINK Market Services GmbH  
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.



SAF-HOLLAND S.A.  
*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 / Extraordinary General Meeting to be held at  
GSK Luxembourg SA, 44, Avenue John F. Kennedy, 2nd floor, L-1855 Luxembourg  
on 27 April 2017 at 8.30 a.m. (AGM) and 9.30 a.m. (EGM) (CEST)

### 1. Execution of voting rights by a third party



I/We authorise 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 / EGM 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, Country

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

\_\_\_\_\_  
City

\_\_\_\_\_  
Date

\_\_\_\_\_  
Signature 1st Shareholder / if applicable Signature 2nd Shareholder



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



I/We, herewith grant authorisation to the proxy representative of SAF-HOLLAND S.A., 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 / EGM, as applicable, of SAF-HOLLAND S.A. on 27 April 2017 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 1<sup>st</sup> Shareholder / if applicable Signature 2<sup>nd</sup> Shareholder

**3. 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 / EGM 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<sup>st</sup> Shareholder / if applicable Signature 2<sup>nd</sup> Shareholder



**4. Individual instructions/vote by correspondence (next pages)**

**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 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 S.A. on the agenda items by ticking 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 2016.	<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 auditor 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 2016.	<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 2016.	<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 2016.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**AGENDA ITEM 5.**

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
Resolution concerning the allocation of the results of the Company for the fiscal year ended 31 December 2016 and approval of distributions.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**AGENDA ITEM 6.**

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
Discharge of each of the persons that have acted as director of the Company during the fiscal year ended on 31 December 2016, i.e. Bernhard Schneider, Martina Merz, Samuel Martin, Detlef Borghardt, Martin Kleinschmitt, Anja Kleyboldt and Jack Gisinger.	<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 auditor 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 2016.	<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>
Approval and renewal of the mandate of Mr. Detlef Borghardt as member of the Board of Directors.	<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>
Approval of the appointment of Mr. Jack Gisinger as new 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 and appointment of Mr. Carsten Reinhardt as new member of the Board of Directors.	<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>
Acknowledgment of the resignation of Mr. Bernhard Schneider and Mr. Sam Martin as members of the Board of Directors.	<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>
Renewal of the mandate of the external auditor 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 2017.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



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

**AGENDA ITEM 1.**

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
Renewal and use of the Authorised Share Capital I of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**AGENDA ITEM 2.**

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
Renewal of Authorised Share Capital I of the Company (Alternative agenda point in relation to agenda point 1. above)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**AGENDA ITEM 3.**

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
Renewal of the share buy-back programme of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**AGENDA ITEM 4.**

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
Amendment of the requirements for the dismissal of Board Members	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



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

The Annual General Meeting 2017 and an Extraordinary General Meeting of the shareholders of SAF-HOLLAND S.A. will be held on 27 April 2017 at 8:30 a.m. (AGM) and 9.30 a.m. (EGM) (Central European Summer Time, "CEST") at the offices of GSK Luxembourg SA, 44, Avenue John F. Kennedy, 2nd floor, L-1855 Luxembourg.

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

We hereby confirm to *(please fill in)*

\_\_\_\_\_  
Surname, First Name of the Shareholder / Shareholders

\_\_\_\_\_  
Street, No.

\_\_\_\_\_  
City, Postcode, Country

that \_\_\_\_\_ shares of SAF-HOLLAND S.A.; ISIN: LU0307018795  
No. of Shares

are kept safe by us in a securities account 14 calendar days before the date of the AGM / EGM ("Record Date"),  
**i.e. on 13 April 2017 at 11.59 p.m. (CEST).**

\_\_\_\_\_  
City, Date

\_\_\_\_\_  
Signature and Stamp of the Depository Bank

**Depository Bank Details:**

\_\_\_\_\_  
Name of the Depository Bank

\_\_\_\_\_  
Street, No. / City, Postcode, Country

\_\_\_\_\_  
Contact / Telephone Number for Queries

**Important:**

**Attestations must be received by the Company (by fax) at the latest on the 20 April 2017 at 11:59 p.m. CEST, followed by the original by mail to:**

SAF-HOLLAND S.A.  
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.