



**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 (“AGM”) 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 26 April 2018 at 10:30 a.m. (Central European Summer Time, “CEST”). You may exercise your voting rights at the AGM 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, these instructions shall be read together with the information set out in the Convening Notice to the AGM published on 27 March 2018.**

**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](mailto:agm@linkmarketservices.de)) by 11:59 p.m. (CEST) on 19 April 2018 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, 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 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](mailto:agm@linkmarketservices.de)) by 11:59 p.m. (CEST) on 19 April 2018 receipt by SAF-HOLLAND S.A. - at the latest, followed by the original by regular mail.

**3. Vote by correspondence**

Should you not be 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 by ticking the box in Section 3, give explicit instructions in Section 4, sign the Form and send it 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](mailto:agm@linkmarketservices.de)) by 11:59 p.m. (CEST) on 19 April 2018 receipt by SAF-HOLLAND S.A. - at the latest, followed by the original by regular mail.

**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 12 April 2018 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, at the latest on 19 April 2018 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 the exercise of voting rights of shares in connection with late Attestations, and/or Forms will not be possible at the AGM.



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**Société anonyme**  
**Registered office: 68-70 boulevard de la Pétrusse**  
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# **FORM**

**for the Annual General Meeting (“AGM”) to be held at  
GSK Luxembourg SA, 44, Avenue John F. Kennedy, 2nd floor, L-1855 Luxembourg  
on 26 April 2018 at 10:30 a.m. (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 and to execute my/our voting rights in my/our name and on my/our behalf.

\_\_\_\_\_  
City

\_\_\_\_\_  
Date

\_\_\_\_\_  
Signature 1<sup>st</sup> Shareholder / if applicable Signature 2<sup>nd</sup> 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 and to execute the voting rights in the name and on behalf of this shareholder.

\_\_\_\_\_  
City

\_\_\_\_\_  
Date

\_\_\_\_\_  
Signature 1<sup>st</sup> Shareholder / if applicable Signature 2<sup>nd</sup> 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, as applicable, of SAF-HOLLAND S.A. on 26 April 2018 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 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 provide 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 provide instructions, your vote will not be taken into account.***



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

**AGENDA ITEM 1.**

<b>PROPOSED RESOLUTION</b>	<b>For</b>	<b>Against</b>	<b>Abstention</b>
Approval of the statutory management report and consolidated management report for the fiscal year ended 31 December 2017.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**AGENDA ITEM 2.**

<b>PROPOSED RESOLUTION</b>	<b>For</b>	<b>Against</b>	<b>Abstention</b>
Approval 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 2017.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**AGENDA ITEM 3.**

<b>PROPOSED RESOLUTION</b>	<b>For</b>	<b>Against</b>	<b>Abstention</b>
Approval of the statutory financial statements of the Company for the fiscal year ended 31 December 2017.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**AGENDA ITEM 4.**

<b>PROPOSED RESOLUTION</b>	<b>For</b>	<b>Against</b>	<b>Abstention</b>
Approval of the consolidated financial statements of the Company and its group for the fiscal year ended 31 December 2017.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**AGENDA ITEM 5.**

<b>PROPOSED RESOLUTION</b>	<b>For</b>	<b>Against</b>	<b>Abstention</b>
Resolution concerning the allocation of the results of the Company for the fiscal year ended 31 December 2017 and approval of distributions.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**AGENDA ITEM 6.**

<b>PROPOSED RESOLUTION</b>	<b>For</b>	<b>Against</b>	<b>Abstention</b>
Discharge of each of the persons that have acted as director of the Company during the fiscal year ended on 31 December 2017, i.e., Martina Merz, Bernhard Schneider, Dr. Martin Kleinschmitt, Detlef Borghardt, Jack Gisinger, Anja Kleyboldt, Samuel Martin and Carsten Reinhardt.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**AGENDA ITEM 7.**

<b>PROPOSED RESOLUTION</b>	<b>For</b>	<b>Against</b>	<b>Abstention</b>
Discharge to the external auditors 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 2017.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**AGENDA ITEM 8.**

<b>PROPOSED RESOLUTION</b>	<b>For</b>	<b>Against</b>	<b>Abstention</b>
Renewal of the mandate of the external auditors 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 2018.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



**Attestation**  
**(Record of share ownership)**

The Annual General Meeting (“AGM”) 2018 of the shareholders of SAF-HOLLAND S.A. will be held on 26 April 2018 at 10:30 a.m. (Central European Summer Time, “CEST”) at the offices of GSK Luxembourg SA, 44, Avenue John F. Kennedy, 2<sup>nd</sup> floor, L-1855 Luxembourg.

This Attestation is issued to shareholders, who take part in the AGM.

We hereby confirm to *(please fill in)*

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

\_\_\_\_\_  
Street Name, Number

\_\_\_\_\_  
Postal Code, City, Country

that \_\_\_\_\_ shares of SAF-HOLLAND S.A., ISIN: LU0307018795  
Number of Shares

are kept safe by us in a securities account 14 calendar days before the date of the AGM (“Record Date”),  
**i.e., on 12 April 2018 at 11.59 p.m. (CEST).**

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

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

**Depository bank details:**

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

\_\_\_\_\_  
Street Name, Number, Postal Code, City, Country

\_\_\_\_\_  
Contact: Name and Telephone Number for Queries

**Important:**

**Attestations must be received by the Company (by fax) on 19 April 2018 at 11:59 p.m. (CEST) at the latest, followed by the original by regular 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](mailto:agm@linkmarketservices.de)

The exercise of voting rights of shares in connection with late Attestations will not be possible at the AGM.