

## Declaration of Conformity

As a Luxembourg *société anonyme* (S.A.) listed solely on a stock exchange in Germany, SAF-HOLLAND S.A. (“**SAF-HOLLAND**” or “**Company**”) is neither subject to the Luxembourg nor the German standards for corporate governance. Nevertheless, the Company’s Board of Directors (“**Board of Directors**”) as well as the Group Management Board, consisting of the members of the management board of SAF-HOLLAND GmbH as well as of the President Region China and the President Region APAC (“**Group Management Board**”), acting as the operational management for the SAF-HOLLAND Group like the executive board (*Vorstand*) of a German stock corporation (*Aktiengesellschaft*), are committed to responsible and transparent corporate governance, business integrity, sustainability and compliance with ethical values. Therefore, SAF-HOLLAND complies with the recommendations and suggestions of the German Corporate Governance Code (*Deutscher Corporate Governance Kodex*) on a voluntary basis to the extent allowed by Luxembourg corporate law and the Company’s single-tier board structure. The existing limitations are reflected in the following Declaration of Conformity.

### Declaration of Conformity with the recommendations of the German Corporate Governance Code

The Board of Directors declares that SAF-HOLLAND has complied and will comply with the recommendations of the Government Commission’s German Corporate Governance Code (*Deutscher Corporate Governance Kodex*) (“**Code**”) in its version of 7 February 2017 as published by the Federal Ministry of Justice and Consumer Protection (*Bundesministerium der Justiz und für Verbraucherschutz*) on 24 April 2017 in the official section of the German Federal Gazette (*Bundesanzeiger*), taking into account the above-mentioned particularities of its legal structure, with the following exceptions:

- Number 3.8 para. 2 and 3 of the Code: The D&O liability insurance policies taken out for members of the Board of Directors and the Group Management Board do not provide for a deductible. In the view of the Company, a deductible does not appear necessary to ensure that members of the Board of Directors and the Group Management Board act responsibly and solely in the interest of the Company.
- Numbers 3.10 of the Code: The Company’s Annual Report contains statements on corporate governance in the group management report (*Konzernlagebericht*). However, this information is provided solely for the purpose of complying with the applicable Luxembourg law. As far as the Code contains recommendations for a corporate governance report beyond the scope of the requirements of the applicable Luxembourg law, compliance with those exceeding recommendations of the Code will only be ensured as far as this corresponds with the Company’s interests. Shareholders’ need for information is ensured by full compliance with disclosures required by law.
- Number 5.3.2 of the Code: The Chairman of the Audit Committee is not independent because he is at the same time partner of a firm advising the Company. However, the Board of Directors believes that this fact does neither constitute a conflict of interests nor affect its exercise of duty. At the same time, the Audit Committee can in this manner also rely on a proven financial expert with specific industry knowledge.
- Number 7.1.3 of the Code: As described in the Company’s Annual Report (Group management report: section “Corporate Governance” (subsection “remuneration system”), the Company does not offer a stock option program. Information on similar securities-based incentive systems of the Company for the Group Management Board are essentially contained in general terms in the Company’s Annual Report (Group management report: section “Corporate Governance” (subsection “remuneration system”).

Luxembourg, March 20, 2019

Martina Merz

Chairwoman of the Board of Directors