



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**”)/ Extraordinary General Meeting (“**EGM**”) 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 25 April 2019 at 11:00 a.m. (AGM) and on 25 April 2019 at 12:00 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 26 March 2019.

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 18 April 2019 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 **11 April 2019 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 **18 April 2019 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/EGM.



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 25 April 2019 at 11:00 a.m. (AGM) and 12:00 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 25 April 2019 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



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 1st Shareholder / if applicable Signature 2nd 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 2018.	<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 2018.	<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 2018.	<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 2018.	<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 2018 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 2018, i.e., Martina Merz, Dr. Martin Kleinschmitt, Detlef Borghardt, Jack Gisinger, Anja Kleyboldt and Carsten Reinhardt.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 7.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
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 2018.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 8.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
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 2019.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 9.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
Renewal of the mandate of Martina Merz as the Board member of the Company until the ordinary Annual General Meeting of the shareholders of the Company in respect of the fiscal year ending on 31 December 2022.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 10.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
Renewal of the mandate of Martin Kleinschmitt as the Board member of the Company until the ordinary Annual General Meeting of the shareholders of the Company in respect of the fiscal year ending on 31 December 2022.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 11.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
Renewal of the mandate of Jack Gisinger as the Board member of the Company until the ordinary Annual General Meeting of the shareholders of the Company in respect of the fiscal year ending on 31 December 2020.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 12.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
Renewal of the mandate of Anja Kleyboldt as the Board member of the Company until the ordinary Annual General Meeting of the shareholders of the Company in respect of the fiscal year ending on 31 December 2020.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



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

The following agenda points of the EGM refer to amendments to the articles of association of the Company. The detailed amendments are shown in the redline version of the new articles of association as published on the website of the Company (link as shown in the convening notice). Most changes are necessary due to changes in the applicable Luxembourg corporate law.

AGENDA ITEM 1.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
Change of article pertaining to the transfer of registered office	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 2.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
Clarification in relation to share capital article	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 3.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
Definition “Regulated Market” and “Independent Director”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 4.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
Amendments pertaining to the articles governing the Board meetings and the decisions of the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 5.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
Amendment to the article dealing with the date of Annual General Meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 6.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
Amendment in the article dealing with provisions of the Luxembourg Takeover Law	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 7.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
Detailed wording on procedure of the general meetings of shareholders	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 8.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
----------------------------	-----------------	---------------------	-------------------

Insertion of a notification obligation of Transparency Law	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--	--------------------------	--------------------------	--------------------------

AGENDA ITEM 9.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
Increase of Authorised Share Capital I	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 10.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
Increase of the Special Amount of the Authorised Share Capital I of the Company (Applying an exclusion of the Pre-emptive Rights)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 11A.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
Increase of the Remaining Amount of the Authorised Share Capital I of the Company (Agenda Item 11A will only be proposed for approval provided agenda item 10 is approved)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 11B.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
Increase of the Remaining Amount of the Authorised Share Capital of the Company (Agenda Item 11B will only be proposed for approval provided agenda item 10 is not approved)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 12.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
Full restatement of the Articles to reflect above-mentioned amendments (as far as necessary)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



Attestation
(Record of Share Ownership)

The Annual General Meeting 2019 (“AGM”) and an Extraordinary General Meeting 2019 “EGM”) of the shareholders of SAF-HOLLAND S.A. will be held on 25 April 2019 at 11:00 a.m. (AGM) and 12:00 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 11 April 2019 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 18 April 2019 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/EGM.