

Corporate News

Annual General Meeting approves dividend payment of EUR 0.45 per share

- Attendance rate of more than 67 percent
- Annual and Extraordinary General Meetings approve proposed resolutions by a large majority
- Conversion price and conversion ratio adjusted for the convertible bonds due on September 12, 2020

Luxembourg, April 26, 2019. The 13th Annual General Meeting of SAF-HOLLAND S.A. on April 25, 2019 in Luxembourg, was met by strong interest from SAF-HOLLAND's shareholders, with an attendance rate of more than 67 percent. The proposed resolutions of the management were approved by a large majority. This included the presentation of the annual financial statements and the consolidated financial statements for the financial year 2018, including the management report and group management report, as well as the auditors' report and the discharge of the members of the Board of Directors. The Annual General Meeting also discharged the auditor, PricewaterhouseCoopers Société coopérative, for the 2018 financial year, who was then reappointed as the auditor for the 2019 financial year.

Annual General Meeting resolves dividend of EUR 0.45 per share

The Annual General Meeting also resolved a dividend of EUR 0.45 (previous year EUR 0.45) per share for the 2018 financial year, which corresponds to a payout ratio of 42.4 percent based on the reported Group result for the period of EUR 48.1 million. SAF-HOLLAND is thereby continuing its long-term dividend policy of distributing between 40 percent and 50 percent of its reported Group result for the period to shareholders.

Mandates of Martina Merz, Dr. Martin Kleinschmitt, Jack Gisinger and Anja Kleyboldt extended

The management's request to extend the mandates of Martina Merz, Dr. Martin Kleinschmitt, Jack Gisinger and Anja Kleyboldt were approved. Martina Merz and Dr. Martin Kleinschmitt are appointed until the Annual General Meeting, which resolves on the results of the 2022 financial year. The appointments of Jack Gisinger and Anja Kleyboldt now end with the Annual General Meeting, which resolves on the results of the 2020 financial year.

Extraordinary General Meeting approves an increase in Authorized Capital I

The Extraordinary General Meeting, which took place immediately after the Annual General Meeting, also approved all of the management's resolution proposals with one exception by a large majority. One of the most important items was the increase in Authorized Capital I from EUR 164.9 million to EUR 227.0 million.

The voting results of the Annual and Extraordinary General Meeting 2019 are available on SAF-HOLLAND's website at:

<https://corporate.safholland.com/en/investor-relations/general-meeting/annual-general-meeting/2019>



Conversion price and conversion ratio adjusted for the convertible bonds maturing on September 12, 2020

Section 9 (1) (d) of the Terms and Conditions of the Convertible Bonds (ISIN: DE000A1ZN7J4) provides for an adjustment of the conversion price and therefore of the conversion ratio if the cash dividend exceeds the amount of EUR 0.27 per share. The adjustment takes place on April 26, 2019.

The adjusted conversion price is EUR 11.7345 (previously EUR 11.9235), consequently the adjusted conversion ratio is 8,521.8799 (previously 8,386.7992).

About SAF-HOLLAND

SAF-HOLLAND S.A., located in Luxembourg, is the largest independent listed supplier to the commercial vehicle market in Europe delivering mainly to the trailer markets. With sales of approximately EUR 1,301 million in 2018, the Company is one of the world's leading manufacturers and suppliers of chassis-related systems and components primarily for trailers, trucks, buses, and recreational vehicles. The product range comprises axle and suspension systems, fifth wheels, kingpins, and landing gear marketed under the brands SAF, Holland, Neway, KLL, V.Orlandi and York. SAF-HOLLAND sells its products to Original Equipment Manufacturers (OEM) on six continents. The Group's Aftermarket business supplies spare parts to the service networks of Original Equipment Suppliers (OES), as well as to end customers and service centers through its extensive global distribution network. SAF-HOLLAND is one of the few suppliers in the truck and trailer industry that is internationally positioned in almost all markets worldwide. With the innovation campaign "SMART STEEL – ENGINEER BUILD CONNECT" SAF-HOLLAND combines mechanics with sensors and electronics and drives the digital networking of commercial vehicles and logistics chains. More than 4,400 committed employees worldwide are already today working on the future of the transportation industry.

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Future-oriented statements

This press release contains certain future-oriented statements that are based on current assumptions and forecasts made by the management of SAF-HOLLAND S.A. Various known and unknown risks, uncertainties and other factors may lead to the actual results, financial position, development or performance of the company deviating considerably from the appraisals specified here. The company assumes no obligation to update future-oriented statements of this nature or adapt them to future events or developments.

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