



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 Extraordinary General Meeting (“EGM”) of the shareholders of SAF-HOLLAND S.A. to be held before the Luxembourg civil law notary Edouard Delosch or his replacement at GSK Stockmann SA, 44, Avenue John F. Kennedy, 2nd floor, L-1855 Luxembourg on 14 February 2020 at 11:00 a.m. (Central European Time, “CET”). You may exercise your voting rights at the EGM **in person** or in one of the following manners, as further described below:

- 1) **Exercise 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 EGM, these instructions shall be read together with the information set out in the convening notice to the EGM.

1. Exercise of voting rights by a third party

To grant power of attorney to a person 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. (CET) on 7 February 2020 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 EGM, Mr Markus Laue, Bad Nauheim, Germany, employee of LINK Market Services GmbH, Munich, shall act as your proxyholder. The proxyholder is authorised to exercise your voting rights only as far as you have given explicit voting instructions (section 4). The proxy nominated by SAF-HOLLAND S.A. is not mandated for entering an objection nor for filing a petition or asking questions on your behalf. 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 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 voting 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 EGM (“**Record Date**”), i.e. on **31 January 2020 at 11:59 p.m. (CET)**. 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 **7 February 2020 at 11:59 p.m. (CET)** 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 - E-Mail: agm@linkmarketservices.de

Please note that exercise of voting rights of shares in connection with late attestations, and/or Forms will not be possible at the EGM.



SAF-HOLLAND S.A.
Société anonyme
Registered office: 68-70 boulevard de la Pétrusse
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FORM

**for the Extraordinary General Meeting to be held at
GSK Stockmann SA, 44, Avenue John F. Kennedy, 2nd floor, L-1855 Luxembourg
on 14 February 2020 at 11:00 a.m.**

1. Exercise 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 EGM and to exercise 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 EGM and to exercise 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 nominated by SAF-HOLLAND S.A.



I/We, herewith grant authorisation to the proxy representative nominated by 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 EGM, as applicable, of SAF-HOLLAND S.A. on 14 February 2020 and to exercise 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 read the content of the convening notice I/we wish to cast my/our vote at the 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 voting 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
EXTRAORDINARY GENERAL MEETING (THE "EGM")**

AGENDA ITEM 1.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
Presentation and approval of the conversion plan of the Company from a public limited liability company (société anonyme) into a European company (SE) as published in the RESA of 16 December 2019 under number RESA_2019_285.255, and the report explaining and justifying the legal and economic aspects of the conversion, and indicating the consequences for the shareholders and employees prepared in accordance with article 420-21 of the Company Act and with article 37 of the EC regulation No. 2157/2001 of 8 October 2001 on the Statute for a European company (SE) (the "SE Regulation");	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 2.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
Presentation and acknowledgement of the report issued by PricewaterhouseCoopers as independent auditor (réviseur d'entreprise) prepared in accordance with article 420-21 paragraph (3) of the Luxembourg law of 10 August 1915 on commercial companies, as amended (the "Companies Act") and with article 37 of the SE Regulation;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 3

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Approval of the restatement of the Company's articles of association in order to reflect the changes resulting from the conversion of the Company into a European company (Societas Europaea), and in particular article 1 which relates to the legal form of the Company as well as article 10 which relates to the powers of the board of directors which shall be read as follows:</p> <p>Article 1. Name.</p> <p>1.1 There exists among the shareholders and all those who may become owner of the shares, a European public limited liability company (société européenne) under the name of «SAF-HOLLAND SE» (the "Company").</p> <p>1.2 The Company shall be governed by these Articles and the laws of the Grand Duchy of Luxembourg, and by the Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute for an European company (SE) (the "SE Regulation"), and the Council Directive 2001/86/EC of 8 October 2001 supplementing the statute for an European Company with regard to the involvement of employees (the "SE Directive"). [...]</p> <p>Article 10. Powers of the Board of Directors.</p> <p>10.1 The Board of Directors is vested with the broadest powers to manage the business of the Company and to authorize and/or perform all acts of administration and disposition, which are within the purpose and in the best interest of the Company. All powers not expressly reserved by the law or by the SE Regulation or these Articles to the General Meeting fall within the competence of the Board of Directors.</p> <p>Without prejudice to any other applicable legal provisions, at least the following categories of transactions shall require an express decision by the Board of Directors:</p> <p>(a) the preparation of the annual accounts and the annual consolidated accounts of the Company (if applicable), and their approval in view of their submission to the general meeting of the shareholders of the Company;</p> <p>(b) the preparation of the management reports and their submission to the general meeting of the shareholders of the Company;</p> <p>(c) the preparation of the reports to be prepared by the Board of Directors in accordance with the law and their submission to the shareholders of the Company;</p> <p>(d) the issuance of shares of the Company in the framework and within the limit of the authorized share capital;</p> <p>(e) the distribution of interim dividends by the Company; and</p> <p>(f) the issuance of warrants and convertible bonds by the Company.</p> <p>10.2 The Board of Directors shall in particular approve important transactions between the Company and any party related to the Company from an accounting perspective ("Related Party"). Important transactions within the meaning of this article shall be any transaction between the Company and a Related Party, the publication and disclosure of which could be susceptible to have a significant impact in the economic decisions of the Company's shareholders and which could create the risk for the Company and its shareholders, which are not Related Parties, including minority shareholders. The nature and position of the Related Party has to be taken into consideration."</p>	<p><input type="checkbox"/></p>	<p><input type="checkbox"/></p>	<p><input type="checkbox"/></p>

AGENDA ITEM 4.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
Approval of the conversion of the Company into a European company (SE) under the name of "SAF-HOLLAND SE";	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 5.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
Confirmation of the mandates of the current members of the Board of Directors until the annual general meeting approving the annual accounts for the financial year ending 31 December 2019;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 6

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
Re-appointment of PricewaterhouseCoopers as independent auditor (réviseur d'entreprise) of the Company for the financial year ending 31 December 2019.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



Attestation
(Record of Share Ownership)

The Extraordinary General Meeting 2020 (“EGM”) of the shareholders of SAF-HOLLAND S.A. to be held before the Luxembourg civil law notary Edouard Delosch or his replacement, will be held on 14 February 2020 at 11.00 a.m. (Central European Time, “CET”) at the offices of GSK Stockmann SA, 44, Avenue John F. Kennedy, 2nd floor, L-1855 Luxembourg.

This Attestation is issued to shareholders in order to be able to attend 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 EGM (“Record Date”),
i.e. on 31 January 2020 at 11.59 p.m. (CET).

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 7 February 2020 at 11:59 p.m. CET, 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 EGM.