

ADJUSTMENT OF THE REMUNERATION OF THE SUPERVISORY BOARD OF SAF-HOLLAND SE OVERVIEW OF THE PROPOSED CHANGES

The Annual General Meeting of the Company on June, 10 2021 resolved on the remuneration for the members of the Supervisory Board and the remuneration system on which it is based with **a majority of 99.96%**.

It is proposed to amend section 16 of the Articles of Association of SAF-HOLLAND SE on the remuneration of the Supervisory Board in the following aspects (1) introduction of a fixed remuneration for the membership in committees, (2) introduction of the uniform payment of attendance fees for all members and chairpersons of the Supervisory Board and committees and (3) regulation regarding the handling of video conferences in the payment of attendance fees.

In the opinion of the Management Board and the Supervisory Board, the regulations proposed to the Annual General Meeting 2022 take into account the increased demands on the activities in the Supervisory Board of a listed company as well as the increased digitalisation of the Supervisory Board's work due to the current situation.

The proposed amendments are summarised below:

(1) Introduction of a fixed remuneration for committee membership

Current remuneration system	New remuneration system	Explanation
No fixed remuneration has been paid for committee membership to date.	Each member of a committee receives an <u>additional annual remuneration of EUR 5,000.00</u> .	<p>According to DCGK G.17</p> <p>The remuneration of the members of the Supervisory Board shall adequately take into account the higher time requirements of the Chairman and the Deputy Chairman of the Supervisory Board as well as the Chairman and the members of committees.</p> <p>The amount of the additional annual remuneration was determined on the basis of a benchmark based on the positioning of SAF-HOLLAND SE in terms of sales, number of employees and market capitalisation at the time of the study in July 2021.</p>

(2) Introduction of uniform payment of attendance fees for all members and chairpersons of the Supervisory Board and committees

Current remuneration system	New remuneration system	Explanation
Chairpersons of committees have <u>not</u> received attendance fees to date.	For attending a meeting of a committee, the <u>respective member</u> shall receive an attendance fee of <u>EUR 500.00</u> per meeting.	Standardisation of the payment of attendance fees in order to adequately take into account the time spent by the chairpersons and members of committees. In addition, this will lead to an alignment with market standard.

(3) Regulation for the payment of attendance fees in case of video conferences

Current remuneration system	New remuneration system	Explanation
<p>Up to now, there were no or no clear regulations on how to deal with payment of attendance fees in case of video conferences (up to now only face-to-face meetings and telephone conferences).</p> <p>Attendance fee for one meeting day: EUR 1,000.00 Attendance fee for a telephone conference: EUR 500.00</p>	<p>Participation by telephone or video conference in a meeting or participation in a telephone or video conference meeting shall also be deemed to be participation in a meeting.</p> <p>A distinction is now made with regard to the payment of attendance fees for meetings of the Supervisory Board and for meetings of the committees:</p> <p>Attendance fee for a meeting of the Supervisory Board in person and for a virtual meeting of the Supervisory Board: EUR 1,000.00</p> <p>Attendance fee for a meeting of the committee in person and for a virtual meeting of a committee: EUR 500.00</p>	<p>Change based on the new requirements from the COVID-19 pandemic, which necessitated more virtual meetings.</p> <p>In addition, alignment with contemporary practice, where video conferencing will no longer be used only in exceptional cases in the Supervisory Board.</p> <p>In addition, alignment with a contemporary and customary practice in which video conferences will no longer only be used in exceptional cases in the Supervisory Board. A distinction between both forms of meetings does not appear to make sense as meeting duration and preparation efforts are identical.</p> <p>The fact that committee meetings are usually shorter than meetings of the entire Supervisory Board is taken into account by a differentiated attendance fee.</p>

Note: All other components of the Supervisory Board remuneration shall remain unchanged.