



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 of the shareholders of SAF-HOLLAND S.A. to be held at the Chambre de Commerce, 7, Rue Alcide de Gasperi, L-2981 Luxembourg, on 24 April 2014 at 11.00 a.m. (Central European Summer Time, "CEST") (the "AGM")

You may exercise your voting rights at the AGM, as applicable, in one of the following manners, as further described below:

- you can attend the AGM in person.
- You can appoint a proxy of your choice.
- You can appoint a proxy representative nominated by SAF-HOLLAND S.A.
- You can vote by correspondence.

In the event that you do not wish to participate at the AGM in person and if you want to exercise your right to vote at the AGM by proxy or by voting by correspondence, please use the form of proxy and vote by correspondence enclosed (the "**Form**"). In this case, we request that you read and follow the instructions set out below carefully in order to ensure that your registration and your vote are recorded properly.

In order to exercise your voting rights at the AGM, these instructions shall be read together with the information set out in the convening notice to the AGM published on 24 March 2014.

1. Execution of voting rights by a third party

If you want to authorise a person in your trust as your representative at the AGM, please **fill out** section 1. of the Form and **sign** it (signature block at the bottom of section 1. of the Form).

To benefit from this service, please return the completed and duly signed Form to SAF-HOLLAND S.A., c/o Haubrok Corporate Events GmbH, Landshuter Allee 10, 80637 Munich, Germany, by fax (+49-89-210-27-298) or e-mail (registration@haubrok-ce.de) by 11:59 p.m. (CEST) on 17 April 2014 – 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, we offer the option of appointing a proxy voting representative nominated by SAF-HOLLAND S.A.

SAF-HOLLAND S.A. nominates as solely authorised proxy with the right of delegating the authorisation to another person, Mrs. Claudia Schneckenburger, employee of Haubrok Corporate Events GmbH, Munich.

The proxy is authorised to execute the voting rights only as far as you have given explicit instructions on the proposed resolutions made by the Board of Directors of SAF-HOLLAND S.A. on the agenda items of the AGM, as applicable.

The assignment of SAF-HOLLAND S.A.'s proxy for entering an objection as well as filing a petition and asking questions is excluded.



If you want to benefit from this service, please **tick the box** in section 2. of the Form, **sign** the Form (signature block at the bottom of section 2. of the Form) and **fill out** section 4. of the Form.

To benefit from this service, please return the completed and duly signed Form to SAF-HOLLAND S.A., c/o Haubrok Corporate Events GmbH, Landshuter Allee 10, 80637 Munich, Germany, by fax (+49 -(0)89 210 27-298) or e-mail (registration@haubrok-ce.de) by 11:59 p.m. (CEST) on 17 April 2014 - receipt by SAF-HOLLAND S.A. - at the latest, followed by the original by regular mail.

3. Vote by correspondence

Should you not be able to attend the AGM in person and if you do not wish to appoint a proxy, you may also exercise your shareholder rights by voting by correspondence.

If you want to cast your votes by correspondence, please **tick the box** in section 3. of the Form and **sign** the Form (signature block at the bottom of section 3. of the Form) and **fill out** section 4. of the Form.

If you want to cast your votes by correspondence, please return the completed and duly signed Form to SAF-HOLLAND S.A., c/o Haubrok Corporate Events GmbH, Landshuter Allee 10, 80637 Munich, Germany, by 11:59 p.m. (CEST) on 17 April 2014 – receipt by SAF-HOLLAND S.A. – at the latest.

4. Attestation

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 9 April 2014 at midnight (CEST).

You may wish to provide your depository bank with the enclosed form of attestation, which has to **be filled out and signed by your depository bank**.

Alternatively, your depository bank may use its own form, provided that the number of shares held by you as shareholder at the Record Date is indicated in such form. Please note that the attestation must be provided in text form in the German or English language.

Attestations must be received by SAF-HOLLAND S.A. by fax **on 17 April 2014 at 11:59 p.m. (CEST)** at the latest, followed by the original by mail to:

SAF-HOLLAND S.A.
c/o Haubrok Corporate Events GmbH
Landshuter Allee 10
80637 Munich
Germany
fax: +49 (0)89 210 27-298

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



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**FORM FOR THE
ANNUAL GENERAL MEETING
TO BE HELD AT
THE CHAMBRE DE COMMERCE, 7, RUE ALCIDE DE GASPERI, L-2981 LUXEMBOURG
ON 24 APRIL 2014 AT 11.00 A.M. (CEST) (THE "AGM")**

1. Authorisation to 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 and to execute my/our voting rights in my/our name and on my/our behalf.

_____, _____ (Date) _____ (Signature 1st Shareholder) _____ (if applicable Signature 2nd Shareholder)
(City)

Delegated Authorisation

I/We herewith grant Mr/Mrs _____
<Surname, First Name, Postal Code/City>

the delegated authorisation to be the proxy of the shareholder mentioned above in this section 1. during the AGM and to execute the voting rights in the name and on behalf of this shareholder.

_____, _____ (Date) _____ (Signature 1st Proxy holder) _____ (if applicable Signature 2nd Proxy holder)
(City)

2. Authorisation and instructions to the proxy of SAF-HOLLAND S.A.

By ticking this box for the AGM

I/We, herewith grant authorisation to the proxy representative of SAF-HOLLAND S.A., Mrs Claudia Schneckenburger, employee of Haubrok Corporate Events GmbH, Munich, to hold the power of attorney, together with the right to delegate her authority to another person, to represent me/us at the AGM, as applicable, of SAF-HOLLAND S.A. on 24 April 2014 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)

_____, _____ (Date) _____ (Signature 1st Shareholder) _____ (if applicable Signature 2nd Shareholder)
(City)



3. Vote by correspondence

By ticking this box for the AGM

I/We hereby state that :

- I/We will not attend the AGM, as applicable, in person or be represented by a proxy attending the Meeting in person;
- I/We wish to cast my/our vote at the AGM 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; and
- I am/We are fully aware of the contents of the convening notices to the AGM and that I/we have taken into account the contents of the convening notice in order to cast my/our vote on the proposed resolution made by the Board of Directors of SAF-HOLLAND S.A. on the agenda items in the present Form when casting my/our votes by correspondence.

Name(s)	Admission card number (if available)	number. of shares on admission card (if available)
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(City)	(Date)	(Signature 1st Shareholder)	(if applicable Signature 2 nd Shareholder)
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4. Individual instructions/vote by correspondence

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. Only one instruction may be issued for each item of the agenda. If you do not explicitly issue instructions in respect of the individual agenda items, the proxy representative of SAF-HOLLAND S.A. will abstain from voting for these items.

Please tick only within the small box

Voting by correspondence

Please cast your votes for each proposed resolution made by the Board of Directors of SAF-HOLLAND S.A. on the agenda items. Only one vote may be issued for each item of the agenda. If you do not explicitly cast a vote in respect of the individual agenda items, no vote shall be taken into account.

Please tick only within the small box.



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
<p>Presentation of the statutory management report and consolidated management report for the fiscal year ended 31 December 2013.</p> <p><i>The Board of Directors proposes that both management reports in respect of the fiscal year ended 31 December 2013 be APPROVED by the shareholders.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 2.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>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 2013.</p> <p><i>The Board of Directors proposes that the reports by the auditors in respect of both the statutory and the consolidated financial statements for the fiscal year ended 31 December 2013 be APPROVED by the shareholders.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 3.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Approval of the statutory financial statements of the Company for the fiscal year ended 31 December 2013.</p> <p><i>The Board of Directors proposes that the statutory financial statements of the Company for the fiscal year ended 31 December 2013 be APPROVED by the shareholders.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 4.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Approval of the consolidated financial statements of the Company and its group for the fiscal year ended 31 December 2013.</p> <p><i>The Board of Directors proposes that the consolidated financial statements of the Company and its group for the fiscal year ended 31 December 2013 be APPROVED by the shareholders.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 5.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Resolution concerning the allocation of the results of the Company for the fiscal year ended 31 December 2013 and approval of distributions.</p> <p><i>The profit for the 2013 financial year amounts to EUR 13,272,465.98. As legally required, an amount equal to 5% of the net profits of the Company shall be allocated to the legal reserve of the Company under Luxembourg law until such legal reserve reaches 10% of the issued share capital of the Company. Such amount allocated to the legal reserve shall be EUR 23,619.21.</i></p> <p><i>The Board of Directors proposes to the shareholders (i) to distribute EUR 12,247,500.24 of the remaining profit by paying a dividend in cash to the shareholders of EUR 0.27 per share, which shall be due on 25 April 2014, and (ii) to carry forward the remaining profit of EUR 1,001,346.53 to the fiscal year ending on 31 December 2015.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 6.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Discharge of each of the persons that have acted as director of the Company during the fiscal year ended on 31 December 2013, i.e. Bernhard Schneider, Ulrich Sauer, Martin Kleinschmitt, Detlef Borghardt, Richard W. Muzzy, Samuel Martin, Anja Kleyboldt and Martina Merz.</p> <p><i>The Board of Directors proposes that the shareholders APPROVE the discharge of each of the persons who have acted as director during the fiscal year ended 31 December 2013 with view to their mandate.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 7.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Discharge to the external auditor of the Company, ERNST & YOUNG S.A., for and in connection with their mandate carried out as external auditor pertaining to the fiscal year ended 31 December 2013.</p> <p><i>The Board of Directors proposes that the shareholders APPROVE the discharge to ERNST & YOUNG S.A. for, and in connection with, the audit of the fiscal year ended 31 December 2013.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 8.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Approval and renewal of mandate of members of BoD and appointment to the Board of Directors</p> <p><i>The Board of Directors proposes to confirm the appointment and co-optation of Mrs. Martina Merz as member of the Board of Directors as of 01 December 2013 until 24 April 2014 before AGM.</i></p> <p><i>The Board of Directors proposes to appoint Mrs. Martina Merz as a member of the Board of Directors starting on 24 April 2014 after AGM until the date of the annual general meeting that will resolve on the annual accounts for the fiscal year ending on 31 December 2016.</i></p> <p><i>The Board of Directors proposes to approve and renew the mandate as director of the Company of Bernhard Schneider and Samuel Martin, whose mandates terminate on the date of the annual general meeting that will resolve on the annual accounts for the fiscal year ending on 31 December 2014, starting on 24 April 2014 after AGM until the date of the annual general meeting that will resolve on the annual accounts for the fiscal year ending on 31 December 2016.</i></p> <p><i>The Board of Directors proposes to approve and renew the mandate as director of the Company of Detlef Borghardt, whose mandate terminates on 24 April 2014, starting on 24 April 2014 after AGM until the date of the annual general meeting that will resolve on the annual accounts for the fiscal year ending on 31 December 2016.</i></p> <p><i>The Board of Directors proposes to approve and renew the mandate as director of the Company of Anja Kleyboldt, whose mandate started on 26 April 2012 and terminates on 24 April 2014, starting on 24 April 2014 after AGM until the date of the annual general meeting that will resolve on the annual accounts for the fiscal year ending on 31 December 2015.</i></p> <p><i>Provided that the above proposals of the Board of Directors are approved by the AGM, the Board of Directors will consist of the following members starting on 24 April 2014 after AGM:</i></p> <ul style="list-style-type: none"> <i>– Bernhard Schneider</i> <i>– Richard W. Muzzy</i> <i>– Samuel Martin</i> <i>– Detlef Borghardt</i> <i>– Anja Kleyboldt</i> <i>– Martin Kleinschmitt</i> <i>– Martina Merz</i> 	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 9.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Renewal of the mandate of the external auditor of the Company, ERNST & YOUNG S.A. until the annual general meeting of the shareholders of the Company in respect of the fiscal year ending on 31 December 2014.</p> <p><i>The Board of Directors proposes that ERNST & YOUNG S.A. be re-appointed as external auditors until the annual general meeting of the shareholders of the Company in respect of the fiscal year ended on 31 December 2014.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

