



**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 OFFICES OF BONN & SCHMITT, 22-24, RIVES DE CLAUSEN, L-2165 LUXEMBOURG ON 23 APRIL 2015 AT 11.00 A.M. (CEST)**

**(THE "AGM" OR THE "MEETING")**

You may exercise your voting rights at the above mentioned AGM, as applicable, in one of the manners mentioned and described below. In all instances, you must request and obtain an Attestation (the "**Attestation**") from your depository bank which is safe-keeping your shares in SAF-HOLLAND S.A. (the "**Company**") stating the number of shares held by you as shareholder at least 14 calendar days before the date of the AGM being determined as 08 April 2015 at 11:59 pm (CEST) ("**Record Date**"). 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 16 April 2015 at 11:59 p.m. (CEST) at the latest, followed by the original by mail to:

SAF-HOLLAND S.A.  
c/o HCE Haubrok AG  
Landshuter Allee 10  
80637 Munich  
Germany  
Fax: +49-89-210-27-289

You have the following opportunities to have your voting rights represented at the AGM.

- 1) If you want to attend the AGM in person, please send the Attestation from your depository bank to order an admission ticket to**

SAF-HOLLAND S.A.  
c/o HCE Haubrok AG  
Landshuter Allee 10  
80637 Munich  
Germany  
Fax: +49-89-210-27-289

The Attestation must be made in text form in German or English.

Attestations must be received by the Company (by fax) at the latest on the 16 April 2015 at 11:59 p.m. (CEST). Exercise of voting rights of shares in connection with late Attestations will not be possible at the AGM. Upon receipt of the Attestation within the given deadline the Company will presume that such shareholder will attend and vote at the AGM.

- 2) If you are not able to attend the AGM in person you may appoint a proxyholder to attend the AGM on your behalf. Therefore please send the Attestation from your depository bank to order an admission ticket on his/her name. Alternatively use the proxy form printed on the admission ticket you ordered for yourself as described under 1). The proxyholder will have to identify himself by presenting a valid identification card and by submitting your admission ticket.**

Attestations must be received by the Company (by fax) at the latest on the 16 April 2015 at 11:59 p.m. (CEST). Exercise of voting rights of shares in connection with late Attestations will not be possible at the AGM. Upon receipt of the Attestation within the given deadline the Company will presume that such shareholder will attend and vote at the AGM.

- 3) If you are not able to attend the AGM in person you may alternatively appoint the proxy representative nominated by SAF-HOLLAND S.A. or cast your votes by correspondence. Therefore please send the Attestation from your depository bank and the authorisation and instruction to the proxy representative of the Company respectively your vote by correspondence.**

SAF-HOLLAND S.A. appoints as proxy representative of the Company Mr. Markus Laue, employee of HCE Haubrok AG, Munich. The proxy representative of the Company is authorised to vote only if you have issued express instructions about each of management's draft resolutions on the agenda. The proxy representative is obligated to vote pursuant to your instructions with regard to the draft shareholders' resolutions proposed by the Board of Directors of the Company in the agenda for the AGM.

**Important note:**

Please be advised that the instructions to exercise your voting rights **are only valid** if you have filled out the “AUTHORISATION AND INSTRUCTIONS TO THE PROXY REPRESENTATIVE OF SAF-HOLLAND S.A./VOTE BY CORRESPONDENCE FOR THE AGM ON 23 APRIL 2015”. Additionally, we allow shareholders who are attending the AGM and who have registered properly before the deadline, to authorise the proxy representative appointed by the Company to exercise the shareholders' voting rights at the Meeting.

The proxy representative will not vote at the AGM if the authorisation does not meet the formal requirements. If instructions are not correctly filled out or are unclear, the proxy representative will abstain from voting during the voting process with regard to the respective agenda items, or will not participate in the votes. The proxy representative is required to follow instructions and cannot exercise the voting right during votes that were not announced prior to the Meeting (e.g. procedural motions). With regard to the voting process, the proxy representative will abstain from voting or not participate in voting. The same applies to voting on a countermotion, or a resolution that differs in content from a management proposal listed in the published agenda. It is not permissible to instruct the proxy representative of the Company to declare objections, make proposals or ask questions. In the event of personal participation or participation by an authorised third party in the AGM, the proxy authorisation and instructions given before the AGM will become null and void. The same aforementioned regulations for the proxy representative apply to the voting by correspondence. If a vote by correspondence is not explicitly cast in respect of the individual agenda items, no vote shall be taken into account.

For questions about proxy voting our **AGM hotline** is available Monday through Friday (except public holidays in Germany on 3 April 2015 and 6 April 2015) from 9:00 a.m. – 5:00 p.m. at the following number

**+49 (0) 89 / 210 27 222**



**AUTHORISATION AND INSTRUCTIONS TO THE PROXY REPRESENTATIVE OF  
SAF-HOLLAND S.A./ VOTE BY CORRESPONDENCE  
FOR THE AGM ON 23 APRIL 2015**

You are requested to send this completed authorisation and instruction form/vote by correspondence **together with the Attestation of your depositary bank** for the AGM **before the deadline on 16 April 2015 at 11:59 p.m. (CEST)** directly to the proxy of the Company (via post or fax or email):

SAF-HOLLAND S.A.  
c/o HCE Haubrok AG  
Landshuter Allee 10  
80637 Munich  
Deutschland

or via fax to: +49 (0)89 210 27-289  
or via email at: registration@hce.de

**Authorisation (please complete)**

I/We \_\_\_\_\_ (name(s) of account holder(s)) authorise the proxy representative of SAF-HOLLAND S.A. Mr. Markus Laue, with the right of delegating the authority to another person, to represent me/us at the AGM of SAF-HOLLAND S.A. on 23 April 2015 and to exercise the voting right(s) for \_\_\_\_\_ shares pursuant to the Attestation from my depositary bank for me/us or have them exercised, as instructed below. (no. of shares acc. to Attestation)

**Vote by correspondence (please complete)**

I/We \_\_\_\_\_ (name(s) of account holder(s)) will not attend the AGM and cast my/our votes for the AGM of SAF-HOLLAND S.A. on 23 April 2015 for \_\_\_\_\_ shares pursuant to the Attestation from my depositary bank as marked below. (no. of shares acc. to Attestation)

**Voting instructions or voting by correspondence, as applicable.**

Provide an instruction/vote on all agenda items with regard to the management's proposals. Only one instruction/vote can be provided for each agenda item.

Agenda items AGM	YES	NO	ABSTENTION
1 Presentation of the statutory management report and consolidated management report for the fiscal year ended 31 December 2014.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 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 2014.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval of the statutory financial statements of the Company for the fiscal year ended 31 December 2014.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of the consolidated financial statements of the Company and its group for the fiscal year ended 31 December 2014.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Resolution concerning the allocation of the results of the Company for the fiscal year ended 31 December 2014 and approval of distributions.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Discharge of each of the persons that have acted as director of the Company during the fiscal year ended on 31 December 2014, i.e. Bernhard Schneider, Martin Kleinschmitt, Detlef Borghardt, Richard W. Muzzy, Samuel Martin, Anja Kleyboldt and Martina Merz.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 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 2014.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 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 2015.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**These instructions/votes pertain to the proposed resolutions by the Board of Directors as published in the Mémorial on 23 March 2015.**

I/We hereby confirm that I/we have read the "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 OFFICES OF BONN & SCHMITT, 22-24, RIVES DE CLAUSEN, L-2165 LUXEMBOURG ON 23 APRIL 2015 AT 11.00 A.M. (CEST)" and agree to the conditions set forth therein with regard to proxy voting/vote by correspondence. Please make sure, that all pages of „AUTHORISATION AND INSTRUCTIONS TO THE PROXY REPRESENTATIVE OF SAF-HOLLAND S.A./VOTE BY CORRESPONDENCE FOR THE AGM ON 23 APRIL 2015“ reach SAF-HOLLAND S.A., so that your voting rights can be duly represented in the AGM.

\_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_  
place date signature(s)

Please provide your telephone number in case of any queries: \_\_\_\_\_

