



**IMPORTANT INSTRUCTIONS REGARDING THE EXERCISE OF YOUR VOTING RIGHTS AT THE
2ND EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF SAF-HOLLAND S.A.
TO BE HELD AT 22-24, RIVES DE CLAUSEN, L-2165 LUXEMBOURG
ON 4 JUNE 2012 AT 11.30 A.M. (CEST) (THE "2ND EGM")**

You may exercise your voting rights at the 2nd EGM, as applicable, in one of the manners mentioned and described below. 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 2nd EGM ("Record Date"), i.e. on 21 May 2012. 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 30 May 2012 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: +49-89-210-27-298

You have the following opportunities to have your voting rights represented at the 2nd EGM.

- 1) If you want to attend the 2nd EGM in person, please send the attestation from your depository bank to order an admission ticket to**

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

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 30 May 2012 at 11:59 p.m. (CEST). Exercise of voting rights of shares in connection with late Attestations will not be possible at the 2nd EGM. Upon receipt of the Attestation within the given deadline the Company will presume that such shareholder will attend and vote at the 2nd EGM.

- 2) If you are not able to attend the 2nd EGM in person you may appoint a proxyholder to attend the 2nd EGM 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 30 May 2012 at 11:59 p.m. (CEST). Exercise of voting rights of shares in connection with late Attestations will not be possible at the 2nd EGM. Upon receipt of the Attestation within the given deadline the Company will presume that such shareholder will attend and vote at the 2nd EGM.

- 3) If you are not able to attend the 2nd EGM 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 resp. your vote by correspondence**

SAF-HOLLAND S.A. appoints as proxy representative of the company Mrs. Claudia Andresen, employee of Haubrok Corporate Events GmbH, 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 resolutions of management in the agenda.

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 2nd EGM ON 04 June 2012. Additionally, we allow shareholders who are attending the 2nd EGM, who have registered properly before the deadline, to authorise the proxy representative appointed by the company to exercise the shareholders' voting rights at the Meetings.

The proxy representative will not vote at the 2nd EGM if the authorisation do 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 voting. The proxy representative is required to follow instructions and cannot exercise the voting right during votes that were not announced prior to the shareholders' 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 counter-motion, a proposal of management that deviates from the nominated candidates and a resolution that differs in content from a management proposal listed in the 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 2nd EGM, the proxy authorisation and instructions given before the 2nd EGM 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 **EGM hotline** is available Monday through Friday (except bank holidays in Luxembourg) 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 2ND EGM ON 04 JUNE 2012**

You are requested to send this completed authorisation and instruction form/vote by correspondence **together with the attestation of your depositary bank** for the 2nd EGM before the deadline on 30 May 2012 directly to the proxy of the company (via post or fax):

SAF-HOLLAND S.A.
c/o Haubrok Corporate Events GmbH
Landshuter Allee 10
80637 Munich
Deutschland

or via fax to: +49 (0)89 210 27-298
or via email at: registration@haubrok-ce.de

Authorisation (please complete)

I/We _____ authorise the proxy representative of SAF-HOLLAND S.A.
(name(s) of account holder(s))

Mrs. Claudia Andresen, with the right of delegating the authority to another person, to represent me/us at the 2nd EGM of SAF-HOLLAND S.A. on 4. June 2012 and to exercise the voting right(s) for _____ shares pursuant to the
(no. of shares acc. to attestation)
attestation from my depositary bank for me/us or have them exercised, as instructed below.

Vote by correspondence (please complete)

I/We _____ will not attend the 2nd EGM and cast my/our votes for the
(name(s) of account holder(s))
2nd EGM of SAF-HOLLAND S.A. on 4. June 2012 for _____ shares pursuant to the attestation from my depositary
(no. of shares acc. to attestation)
bank as marked below:

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 item EGM	YES	NO	ABSTENTION
1 Increase of the authorised share capital of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Amendment and restatement of the articles of association of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Implementation of a share buy-back programme of the Company	<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 4 May 2012.

I/We hereby confirm that I/we have read the "IMPORTANT INSTRUCTIONS REGARDING THE EXERCISE OF YOUR VOTING RIGHTS AT THE 2nd EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF SAF-HOLLAND S.A. TO BE HELD AT 22-24, RIVES DE CLAUSEN, L-2165 LUXEMBOURG ON 4 JUNE 2012 AT 11.30 A.M. (CEST)" and agree to the conditions set forth therein with regard to proxy voting.

Please make sure, that all pages of „AUTHORISATION AND INSTRUCTIONS TO THE PROXY REPRESENTATIVE OF SAF-HOLLAND S.A./VOTE BY CORRESPONDENCE FOR THE 2nd EGM ON 4 JUNE 2012“ reach SAF-HOLLAND S.A., so that your voting rights can be represented duly in the 2nd EGM.

_____, _____, _____
place date signature(s)

Please provide your telephone number in case of any queries: _____