



**SAF-HOLLAND S.A.**  
*Société anonyme*  
Siège social: 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 and ordinary general meeting of the shareholders of SAF-HOLLAND S.A. to be held at Hotel le Royal 12, Boulevard Royal, L-2249 Luxembourg, on 24 April 2008 at 11.00 a.m. (CEST) (the "General Meeting")**

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

- you can attend the General Meeting 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 General Meeting in person and if you want to exercise your right to vote at the General Meeting 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 General Meeting, these instructions shall be read together with the information set out in the convening notice to the General Meeting.**

#### **1. Execution of voting rights by a third party**

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

#### **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 General Meeting, 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 Andresen, 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 General Meeting.

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 cross the box in section 2. of the Form, fill out section 4. of the Form and sign the Form (signature block at the bottom of 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 11:59 p.m. (CEST) on 22 April 2008 – receipt by SAF-HOLLAND S.A. – at the latest.



### **3. Vote by correspondence**

Should you not be able to attend the General Meeting 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 cross the box in section 3. of the Form, fill out section 4. of the Form and sign the Form (signature block at the bottom of 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 23 April 2008 – 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 stating the number of shares held by you as of the date of issuance of the attestation and that the shares are blocked in your account until the close of the General Meeting.

You may wish to provide your custodian bank with the enclosed form of record of share ownership, which has to be filled out and signed by your custodian bank.

Alternatively, your custodian bank may use its own form, provided that the number of shares held by you is indicated and that it is set out that the shares are blocked in your account until the close of the General Meeting. Please note that the attestation must be provided in text form in the German or English language.



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PROXY FORM FOR THE  
EXTRAORDINARY & ORDINARY ANNUAL GENERAL MEETING  
(THE "MEETING")  
TO BE HELD AT THE HOTEL LE ROYAL  
12, BOULEVARD ROYAL, L-2449 LUXEMBOURG  
ON 24 APRIL 2008 AT 11.00 A.M. (CEST)

**1. Authorisation to a third party**

Authorisation

I/We authorise herewith Mr/Mrs \_\_\_\_\_  
<Surname, First Name, Postal Code/City>

with the right of delegating the authority to another person to be my/our proxy during the Meeting and to execute my/our voting rights in my/our name and on my/our behalf.

\_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_  
(City) (Date) (Signature 1<sup>st</sup> Shareholder) (if applicable Signature 2<sup>nd</sup> Shareholder)

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 Meeting and to execute the voting rights in the name and on behalf of this shareholder.

\_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_  
(City) (Date) (Signature 1<sup>st</sup> Proxy holder) (if applicable Signature 2<sup>nd</sup> Proxy holder)

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

By crossing this box

I/we, herewith grant authorisation to the proxy representative of SAF-HOLLAND S.A., Mrs Claudia Andresen, 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 Meeting of SAF-HOLLAND S.A. on 24 April 2008 and to execute my/our voting rights in my name and on my behalf in the manner subsequently described in section 4. below (*please mark with a cross*) .

**3. Vote by correspondence**

By crossing this box

I/we hereby state that :

- I/we will not attend the Meeting in person or be represented by a proxy attending the Meeting in person;
- I/we wish to cast my/our vote at the Meeting on the proposed resolutions made by the board of directors of the SAF-HOLLAND S.A on the agenda items, by crossing 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 notice to the Meeting and that I/we have taken into account the contents of this 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 correspondence voting form when casting my/our votes by correspondence.



#### 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 cross 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.

Please cross only within the small box.

##### 1. EGM Agenda Item 1.

PROPOSED OF RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>The Meeting resolves to amend article 17.1 of the articles of association of SAF-HOLLAND S.A (the "<b>Articles</b>")so that the annual general meeting of SAF-HOLLAND S.A shall be held on the fourth Thursday in April of each year at 11.am, and as a result, the annual general meeting of SAF-HOLLAND S.A with respect to the financial year ended on 31 December 2007 shall be held on 24 April 2008 at 11.am (CEST).</p> <p>The Meeting, thus, resolves to amend article 17.1 of the Articles so that it reads henceforth as follows:</p> <p>"17.1</p> <p><i>The annual general meeting of the shareholders of the Company (the <b>Annual General Meeting</b>) shall be held at the registered office of the Company, or at such other place in the municipality of its registered office as may be specified in the notice of meeting, on fourth Thursday in April of each year at 11.a.m."</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

##### 2. EGM Agenda Item 2.

PROPOSED OF RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>The Meeting resolves to amend article 18.3 of the Articles in order to delete the last sentence of that article. The Meeting, thus, resolves to amend article 18.3 of the Articles so that it reads henceforth as follows:</p> <p>"18.3</p> <p><i>The convening notices for all general meetings of the shareholders will contain the agenda of the meeting and will be published twice with an eight day interval and at least eight days before the date of the meeting in the Luxembourg Official Gazette and in a nationwide daily newspaper. Registered letters may also be sent to shareholders registered in the share register (if any) eight days before the meeting but if such registered letters are also sent while the convening notices are published according to the preceding sentence, the Board of Directors need not evidence that this formality has been complied with."</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



**Voting instruction or voting by correspondence, as applicable, for the ordinary part of the Meeting (the “AGM”)**

**1. AGM Agenda Item 1.**

No resolution is proposed.

**2. AGM Agenda Item 2.**

PROPOSED OF RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>2.1 The Meeting resolves to approve the stand-alone accounts for the financial year ended 31 December 2007 and the consolidated accounts for the financial year ended 31 December 2007.</p> <p>The Meeting acknowledges that, regarding the stand alone accounts, SAF-HOLLAND S.A. made a profit with respect to the financial year ended 31 December 2007 of EUR 8,682,104.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>2.2 The Meeting resolves to set off the profits referred to in the previous resolution with the losses carried forward, corresponding to an amount of EUR 174,645, and incurred by SAF-HOLLAND S.A. during the previous financial years. The Meeting further resolves to allocate the remaining profit corresponding to EUR 8,507,459 (i) in an amount of EUR 18,837.38 to the legal reserve of SAF-HOLLAND S.A. (ii) in an amount of EUR 8,000,233.16 as payment by SAF-HOLLAND S.A. of a dividend to the shareholders of SAF-HOLLAND S.A. and (iii) the balance in an amount of EUR 488,388.46 to the freely distributable reserves of SAF-HOLLAND S.A.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**3. AGM Agenda Item 3.**

PROPOSED OF RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>The Meeting resolves to declare a dividend to the shareholders of SAF-HOLLAND S.A. in an aggregate amount of EUR 8,000,233.16, which represents a dividend of EUR 0.4247 per share, it being understood that the amount declared and payable with respect to each shareholder shall be rounded up or down to the nearest whole cent amount.</p> <p>The Meeting further resolves that the aggregate amount to be allocated as a payment of the dividend by SAF-HOLLAND S.A. and the amount to be allocated to the freely distributable reserves of SAF-HOLLAND S.A., as referred to in the previous resolution, shall be adjusted, if necessary, in order to take into account the adjustments to be made as a result of the rounding of the dividends to be paid.</p> <p>The Meeting further resolves to authorise and empower any director of SAF-HOLLAND S.A., each acting individually, in the name and on behalf of SAF-HOLLAND S.A., to take any relevant action in respect of the payment of such dividend, including, but not limited to steps regarding the setting of the record date and the payment date.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

#### 4. AGM Agenda Item 4.

PROPOSED OF RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
4.1 The Meeting resolves to grant full discharge ( <i>quitus</i> ) to Dr Rolf Bartke for the performance of his mandate, for, and in connection with, the financial year ended 31 December 2007.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.2 The Meeting resolves to grant full discharge ( <i>quitus</i> ) to Dr Siegfried Goll for the performance of his mandate, for, and in connection with, the financial year ended 31 December 2007.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.3 The Meeting resolves to grant full discharge ( <i>quitus</i> ) to Mr Rudi Ludwig for the performance of his mandate, for, and in connection with, the financial year ended 31 December 2007.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.4 The Meeting resolves to grant full discharge ( <i>quitus</i> ) to Mr Richard Muzzy for the performance of his mandate, for, and in connection with, the financial year ended 31 December 2007.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.5 The Meeting resolves to grant full discharge ( <i>quitus</i> ) to Mr Gerhard Rieck for the performance of his mandate, for, and in connection with, the financial year ended 31 December 2007.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.6 The Meeting resolves to grant full discharge ( <i>quitus</i> ) to Mr Ulrich Otto Sauer for the performance of his mandate, for, and in connection with, the financial year ended 31 December 2007.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.7 The Meeting resolves to grant full discharge ( <i>quitus</i> ) to Mr Bernhard Schneider for the performance of his mandate, for, and in connection with, the financial year ended 31 December 2007.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.8 The Meeting resolves to grant full discharge ( <i>quitus</i> ) to Mr Martin Schwab for the performance of his mandate, for, and in connection with, the financial year ended 31 December 2007.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

#### 5. AGM Agenda Item 5.

PROPOSED OF RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
The Meeting resolves to grant full discharge ( <i>quitus</i> ) to ERNST & YOUNG, <i>Société Anonyme</i> , a Luxembourg public limited liability company ( <i>société anonyme</i> ), having its registered office at 7, Parc d'Activité Syrdall, L-5365 Munsbach, and registered with the Luxembourg Trade and Companies Register under number B 47.771, for the performance of its mandate as external auditor ( <i>réviseur d'entreprises</i> ) of SAF-HOLLAND S.A., for, and in connection with, the financial year ended 31 December 2007.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



**6. AGM Agenda Item 6.**

PROPOSED OF RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>The Meeting resolves to renew the mandate of ERNST &amp; YOUNG, <i>Société Anonyme</i>, as external auditor (<i>réviseur d'entreprises</i>) of SAF-HOLLAND S.A. for a term which will expire at the end of the annual general meeting of the shareholders of SAF-HOLLAND S.A. called to approve the annual accounts for the financial year ended on 31 December 2008. The Board further proposes that the mandate of Ernst and Young, <i>Société Anonyme</i>, shall cover the stand-alone financial statements and the consolidated financial statements of SAF-HOLLAND S.A.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**7. AGM Agenda Item 1.**

No resolution is proposed.

\_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_  
(City) (Date) (Signature 1<sup>st</sup> Shareholder) (if applicable Signature 2<sup>nd</sup> Shareholder)

