



Further details on how to reach the Hotel Le Royal can be found on the website www.hotelroyal.lu/de/contacts/plan.html.

SAF-HOLLAND S.A.

Société anonyme
Siège social: 68-70, boulevard de la Pétrusse
L-2320 Luxembourg
R.C.S. Luxembourg : B 113.090



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Notice to all Shareholders

All shareholders of SAF-HOLLAND S.A. (the "Company") are hereby given notice that an

Extraordinary & Ordinary Annual General Meeting (the "Meeting")

will be held on April 24, 2008,
at 11:00 a.m. (CEST)

in L-2449 Luxembourg, 12, boulevard Royal,
Hotel Le Royal
Room: Arlequin & Amélie, Basement

AGENDA

I. Agenda relating to the extraordinary part of the Meeting (the "EGM")

1. Amendment of article 17.1 of the articles of association of the Company so that this article be reworded as follows : "17.1 The annual general meeting of the shareholders of the Company (the Annual General Meeting) 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 the fourth Thursday of April in each year at 11:00 am.". Article 17.2 of the articles of association of the Company, which reads as follows : "17.2 If such day is a legal holiday, the Annual General Meeting shall be held on the next following business day.", remains unchanged.
2. Amendment of article 18.3 of the articles of association of the Company so that the last sentence of this article, which reads as follows, be deleted : "In respect of shares listed on a regulated market and held in a depository system pursuant to article 6.5 or 6.10, the call shall be made by the means of communicating commonly used on such market, notwithstanding the provisions of the preceding sentence."

II. Agenda relating to the ordinary annual part of the Meeting (the "AGM")

1. Presentation of the reports of the board of directors and the report of the external auditor (*réviseur d'entreprises*) of the Company for the financial year ended 31 December 2007.
2. Approval of (i) the stand alone accounts for the financial year ended 31 December 2007 and (ii) the consolidated accounts for the financial year ended 31 December 2007, and allocation of the result as per 31 December 2007.
3. Payment of a dividend to the shareholders of the Company in an amount of EUR 0.4247 per share, the individual amounts payable to each shareholder to be rounded up or down to the nearest whole cent amount.
4. Discharge (*quitus*) to each of the members of the board of directors of the Company, consisting of Dr Rolf Bartke, Dr Siegfried Goll, Mr Rudi Ludwig, Mr Richard Muzzy, Mr Gerhard Rieck, Mr Ulrich Otto Sauer, Mr Bernhard Schneider, and Mr Martin Schwab for, and in connection with, the financial year ended 31 December 2007.
5. Discharge (*quitus*) to the external auditor (*réviseur d'entreprises*) of the Company, ERNST & YOUNG, Société Anonyme, for, and in connection with, the financial year ended 31 December 2007.
6. Renewal of the mandate of the external auditor (*réviseur d'entreprises*) of the Company, ERNST & YOUNG, Société Anonyme.
7. Miscellaneous.

Quorum and majority requirements

A quorum of presence of at least half of the issued and outstanding share capital is required for purposes of the agenda items relating to the EGM. The EGM agenda items are adopted by a majority of at least 2/3 of the shares present or represented. In the event the quorum is not reached at the first meeting, the EGM will be reconvened. At the reconvened meeting,

no quorum is required and decisions are adopted at 2/3 of the present or represented shares. There is no quorum of presence requirement for the AGM. The agenda items are adopted by a simple majority of the shares present or represented.

Share capital and voting rights

At the point of convening of the Meeting, the Company's subscribed share capital equals EUR 188,373.75 and it is divided into 18,837,375 shares having a par value of EUR 0.01 each, all of which are fully paid up.

Attendance and registration procedures

According to Luxembourg law, the right to vote at the Meeting is restricted to shareholders. Shareholders must, therefore, be able to evidence that they are shareholders as at 24 April 2008 in order to attend the Meeting.

Pursuant to article 6.5 of the articles of association of the Company, all shareholders who wish to participate in the Meeting and to exercise the right to vote at the Meeting in person, by proxy or by voting by correspondence shall request an attestation from their depository bank stating the number of shares held by the shareholder as of the date of issuance of the attestation and that the shares are blocked in the account of the shareholder until the close of the Meeting, and the attestation shall be sent to the Company, so that it shall be received by the Company no later than Tuesday, 22 April 2008, at 11:59 p.m. CEST at the following address:

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

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

Shareholders who have submitted the attestation to the Company so that the attestation is received by the Company prior to 18 April 2008, at 11:59 p.m. CEST, will receive their admission tickets by mail. Shareholders who have submitted the attestation to the Company so that the attestation is received by the Company later than 18 April 2008, 11:59 p.m. CEST, but prior to 22 April 2008, at 11:59 p.m. CEST, will receive their admission tickets at the registration area to the Meeting (in front of the room "Arlequin & Amélie" in the basement of the Hotel Le Royal).

Proxy Voting Representatives

Shareholders who do not wish to participate in the Meeting themselves may arrange to be represented at the Meeting and for their votes to be cast by any authorized agent, including but not limited to a bank or shareholders' association, by conferring the appropriate proxy. The authorised agent will have to identify himself by submitting the admission ticket of the shareholder and by presenting a written power of attorney at the Meeting.

In order to simplify the execution of their voting rights, the Company provides the option of appointing a proxy voting representative named by the Company and bound by the instructions of the shareholder prior to the Meeting. Shareholders who wish to appoint the proxy voting representative named by the Company to vote on their behalf, shall send a duly completed and signed proxy form to the Company, so that it shall be received by the Company no later than Tuesday 22 April 2008, at 11:59 p.m. CEST at the following address:

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

Shareholders who will receive their admission tickets by mail will receive a form for proxy votes. Forms for proxy votes can also be downloaded on the Company's website at www.safholland.de. In addition, forms will be sent upon written request to the Company at the following address:

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

Vote by correspondence

Shareholders who wish to vote by correspondence must request a form for voting by correspondence from the Company at the following address

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

or alternatively download the form from the Company's website at www.safholland.de, and send the duly completed and signed form to the above mentioned address so that it shall be received by the Company no later than Wednesday 23 April 2008, at 11:59 p.m. CEST.

Audiovisual Transmission

The EGM and the AGM are transmitted respectively via live streaming on the internet until the end of the official statements of the Board of Directors only. The transmission can be followed at www.safholland.de.

Miscellaneous

Subject to compliance with the threshold notification obligations provided for by the Luxembourg law of 11 January 2008 on transparency requirements for issuers of securities, there is no limit to the maximum number of votes that may be exercised by the same person, whether in its own name or by proxy.

The AGM shareholders documentation (i.e. *inter alia* the agenda, the annual report containing the 2007 annual financial statements and the auditor reports on the stand-alone and consolidated accounts) is available on the Company's website at www.safholland.de and at the Company's registered office in Luxembourg.

For further information you can contact the service provider, Haubrok Corporate Events GmbH, by dialing +49.(0)89.210.27.222 (Mon. - Fri. 9:00 a.m. to 5:00 p.m. CEST).

Luxembourg, in April 2008

SAF-HOLLAND S.A.
Board of Directors