



## SAF-HOLLAND S.A.

Société anonyme

Siège social: 68-70, boulevard de la Pétrusse

L-2320 Luxembourg

R.C.S. Luxembourg : B 113.090

## Notice to all Shareholders

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

### Ordinary General Meeting (the "**Meeting**")

will be held on June 26, 2009, at 12:00 p.m. (CEST) at

**BONN SCHMITT STEICHEN**  
**44, rue de la Vallée**  
**L-2261 Luxembourg**

The Meeting is convened following the postponement of the resolution on the allocation of the results for the fiscal year ended on December 31, 2008, decided during the annual general meeting held on May 14, 2009:

### Agenda for the Meeting to be held in Luxembourg on June 26, 2009

1. Resolution concerning the allocation of the results of the Company for the fiscal year ended 31 December 2008.

*The net profit for the fiscal year ended on December 31, 2008 amounts to EUR 3,854,439.*

*An amount equal to 5 % of the net profits of the Company for the year 2008 is required to 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.*

*It is not proposed by the Board of Directors that a dividend be distributed in respect of the results for the financial year 2008. The Board of Directors recommends that after deduction of an amount of EUR 1,865.30 in respect of the allocation to the legal reserve to bring it up to 10 % of the share capital of the Company, the remaining profit amounting to EUR 3,852,573.70 be carried forward.*

2. Miscellaneous.

### Reasons for the Meeting

Due to a printing mistake on the allocation proposal published with the convening notice to the annual general meeting held on May 14, 2009, the resolution on item 5 of the agenda has been postponed.

The Board of Directors of the Company resolved on May 26, 2009 to submit the allocation of the results to an ordinary general meeting on June 26, 2009.

### Quorum and majority requirements

There is no quorum of presence requirement for the Meeting. The agenda items are adopted by a simple majority of the voting rights duly present or represented and expressed during the Meeting.

### Share capital and voting rights

At the point of convening of the Meeting, the Company's subscribed share capital equals EUR 207,022.75 and it is divided into 20,702,275 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 of the Company. Shareholders must, therefore, be able to evidence that they are shareholders as at 26 June 2009 in order to attend the Meeting.

Pursuant to article 6.5 of the articles of association of the Company, all shareholders owning share(s) which are registered in the shareholder's register of the Company in the name of a depository or owning bearer shares deposited with a depository and which shareholders 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 Wednesday, June 24, 2009, 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 June 19, 2009, 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 19 June 2009, 11:59 p.m. CEST, but prior to June 24, 2009, at 11:59 p.m. CEST, will receive their admission tickets at the registration area to the Meeting.

### 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 written proxy. The authorised agent will have to identify himself by submitting the admission ticket of the shareholder and by presenting a duly signed 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 Wednesday June 24, 2009, 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](http://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](http://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 Thursday June 25, 2009, at 11:59 p.m. CEST.

### Miscellaneous

Subject to compliance with the threshold notification obligations provided for by the Luxembourg law of January 11, 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 Company's annual financial statements for the fiscal year ended December 31, 2008, the Company's consolidated financial statements for the fiscal year ended December 31, 2008, the management report and the auditor reports are available on the Company's website at [www.safholland.de](http://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 May 2009

SAF-HOLLAND S.A.  
Board of Directors