

**SAF-HOLLAND SE**

**Bessenbach**

ISIN: DE000SAFH001

WKN: SAFH00

**Annual General Meeting 2021  
(Virtual Annual General Meeting)**

**Additional explanations to the Rights of the Shareholders  
pursuant to Art. 56 sentence 2 and sentence 3 SE Regulation, Section 50 (2) German  
SE Implementation Act, Sections 122 (2), 126 (1) and 127 German Stock Corporation  
Act, Section 1 (2) sentence 3 COVID-19 Act and Section 1 (2) sentence 1 no. 3,  
sentence 2 COVID-19 Act**

The invitation to the general meeting already contains explanations to the rights of the shareholders according to Art. 56 sentence 2 and sentence 3 SE Regulation, Section 50 (2) German SE Implementation Act (SE-Ausführungsgesetz – "**SEAG**"), Sections 122 (2), 126 (1) and 127 German Stock Corporation Act (Aktiengesetz – "**AktG**"), Section 1 (2) sentence 3 of the Act on Measures in the Law of Companies, Cooperatives, Associations, Foundations and Condominiums to Combat the Effects of the COVID-19 Pandemic (*Gesetz über Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins-, Stiftungs- und Wohnungseigentumsrecht zur Bekämpfung der Auswirkungen der COVID-19-Pandemie* – "**COVID-19 Act**"), published as Art. 2 of the Act on Mitigation of the Consequences of the COVID-19 Pandemic in Civil, Insolvency and Criminal Procedure Law of 27 March 2020 (*Gesetz zur Abmilderung der Folgen der COVID-19-Pandemie im Zivil-, Insolvenz- und Strafverfahrensrecht*, as last amended by Art. 11 of the Act on the Further Shortening of the Residual Debt Discharge Procedure and the Adjustment of pandemic-related regulations in the Law on Companies, Cooperatives, Associations, Foundations and Tenancy and Lease Law of 22 December 2020 (*Gesetz zur weiteren Verkürzung des Restschuldbefreiungsverfahrens und zur Anpassung pandemiebedingter Vorschriften im Gesellschafts-, Genossenschafts-, Vereins- und Stiftungsrecht sowie im Miet- und Pachtrecht vom 22. Dezember 2020*)), in conjunction

with the Ordinance on the Prolongation of Measures in the Law of Companies, Cooperatives, Associations and Foundations to Combat the Effects of the COVID-19 Pandemic of 20 October 2020 (*Verordnung zur Verlängerung von Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins- und Stiftungsrecht zur Bekämpfung der Auswirkungen der COVID-19-Pandemie vom 20. Oktober 2020*), and Section 1 (2) sentence 1 no. 3, sentence 2 of the COVID-19 Act. The following information serve as a further explanation of these provisions.

Where references are made to the requirements of the German Stock Corporation Act (AktG), no reference is made to the requirements of Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute for the European Company (SE) ("**SE Regulation**") or the German SE Implementation Act for reasons of clarity.

**1. Supplementing the agenda upon the request of a minority pursuant to Art. 56 sentence 2 and sentence 3 SE Regulation, Section 50 (2) SEAG, Section 122 (2) AktG**

One or more shareholders who individually or together hold at least EUR 500,000.00 of the share capital (this corresponds to 500,000 shares) may request pursuant to Article 56 sentence 2 and sentence 3 SE Regulation, Section 50 (2) SEGA, which corresponds to the content of Section 122 (2) sentence 1 AktG, that one or more additional items be put on the agenda and that such addition is announced by public notice. Each new item on the agenda must have its reasons or a proposed resolution attached. Such requests must be addressed to the Management Board of the Company in writing and, in accordance with Section 122 (2) sentence 3 AktG, must be received by the Company 30 days before the Annual General Meeting, in other words, no later than May 10, 2021, 24:00 hours (CEST). Any requests for additional items to be put on the agenda that are received after this deadline will not be considered. Please address such requests to:

**SAF-HOLLAND SE**  
Management Board  
c/o Link Market Services GmbH  
Landshuter Allee 10  
80637 Munich

A ninety-day holding period prior to the date of the Annual General Meeting as required by Section 122 (1) sentence 3 AktG is not set as a precondition for applying for an additional item to be put on the agenda of the Annual General Meeting of an SE in keeping with Section 50 (2) SEAG.

Any additional items for the agenda subject to mandatory public announcement will be published in the Federal Gazette without delay after they are received and forwarded to those media channels for publication where it can be expected that they disseminate information throughout the European Union. Moreover, the information will be published on the website of SAF-HOLLAND SE at "<https://corporate.safholland.com/en>" under "General Meeting" in the "Investor Relations" section and communicated to the shareholders in accordance with Section 125 (1) sentence 3 AktG.

Any admissible proposed resolution submitted with the request for an additional item to be put on the agenda will be treated in the virtual Annual General Meeting as if it had been submitted again to the Annual General Meeting, provided the shareholder making the application is duly registered and duly furnished proof of ownership of their shares.

Extracts from the provisions of the SE Regulation, SEAG and AktG on which these shareholder rights are based are as follows:

**Art. 56 SE Regulation:**

One or more shareholders who together hold at least 10% of an SE's subscribed capital may request that one or more additional items be put on the agenda of any general meeting. The procedures and time limits applicable to such requests shall be laid down by the national law of the Member State in which the SE's registered office is situated or, failing that, by the SE's statutes. The above proportion may be reduced by the statutes or by the law of the Member State in which the SE's registered office is situated under the same conditions as are applicable to public limited-liability companies.

### **Section 50 (2) SEAG:**

- (2) The supplementing of the agenda of a general meeting with one or several items can be requested by one or several shareholders, provided that his/her or their participation amounts to 5 per cent of the subscribed capital or the proportionate amount of EUR 500,000.

### **Section 122 (1) and (2) AktG:**

- (1) The general meeting is to be called if shareholders, whose total shares equal or exceed the twentieth part of the share capital, so request in writing, stating the purpose of and the grounds; the request is to be addressed to the management board. The articles of association may provide that the right to request that a general meeting be called is linked to another form and the holding of a lower share in the share capital. [...]
- (2) Likewise, shareholders whose total shares amount to the twentieth part of the share capital or to the proportionate amount of EUR 500,000 may request that items are placed on the agenda and published. Each new item must be accompanied by an explanatory statement or a draft resolution. The request in the sense of sentence 1 must be received by the company at least 24 days, in the case of listed companies at least 30 days, prior to the meeting; the day of receipt is not to be included in this calculation.

### **2. Counter-motions and election proposals by shareholders pursuant to Sections 126 (1), 127 AktG, Section 1 (2) sentence 3 COVID-19 Act**

Shareholders are entitled to submit counter-motions to the proposals of the Management Board and/or the Supervisory Board on a certain agenda item and also make proposals for the election of the independent auditor of the financial statements. Such submissions and proposals for elections (including their reasoning) are to be addressed solely to one of the following contacts:

**SAF-HOLLAND SE**  
c/o Link Market Services GmbH  
Landshuter Allee 10

80637 Munich

or

Fax: +49 (0)89/21027-298

or

Email: [antraege@linkmarketservices.de](mailto:antraege@linkmarketservices.de)

Any counter-motions and election proposals addressed elsewhere will not be considered.

Counter-motions and election proposals must be received by the Company by May 26, 2021, 24:00 hours (CEST), and, will be made accessible to the other shareholders without delay along with the name of the shareholder and any reasoning provided via the website of SAF-HOLLAND SE at the internet address "<https://corporate.safholland.com/en>" under "General Meeting" in the "Investor Relations" section. Any statements by the administration will also be published there. A counter-motion and its reasoning that meets one of the conditions of Section 126 (2) AktG does not need to be made accessible.

No counter-motions or election proposals can be submitted during the virtual Annual General Meeting. Counter-motions and election proposals that must be made accessible in accordance with the above conditions of Section 126 or 127 AktG are deemed to have been made accessible to the Annual General Meeting under the terms of Section 1 (2) sentence 3 COVID-19 Act when the shareholder making the submission or election proposal is duly registered for the virtual Annual General Meeting and has furnished proof of ownership of their shares.

Extracts from the provisions of the AktG on which these shareholder rights are based and which also provide under which conditions counter-motions and proposals for election do not need to be made accessible and extracts from the provisions of the COVID-19 Act are as follows:

## **Section 126 AktG:**

- (1) Motions by shareholders including the name of the shareholder, the explanatory statement and any comments of the management are to be made available to the entitled persons according to Section 125 (1) to (3) under the conditions stated there if, at least 14 days before the meeting, the shareholder has sent to the company at the address indicated in the calling a counter-motion to a proposal of the management board and supervisory board on a specific item on the agenda. The date of receipt is not to be taken into account in the calculation. In the case of listed companies, access shall be provided via the company's Internet site. Section 125 (3) applies accordingly.
- (2) A counter-motion and its explanatory statement do not need to be made accessible
  1. to the extent the management board would by making such access commit a criminal offence,
  2. if the counter-motion would result in a resolution of the general meeting which would be in breach of the law or of the articles of association,
  3. if the explanatory statement contains obviously false or misleading data on significant points or insults,
  4. if a counter-motion of the shareholder based on the same facts has already been made accessible to a general meeting of the company according to Section 125,
  5. if the same counter-motion of the shareholder with a significantly similar explanatory statement has already been made accessible according to Section 125 to at least two general meetings of the company in the past five years and less than the twentieth part of the share capital represented voted in its favour at the general meeting,
  6. if the shareholder gives notice that she or he will neither participate in nor be represented at the general meeting, or

7. if in the past two years at two general meetings the shareholder has failed to propose a counter-motion of which she or he had given notice or failed to have such counter-motion be proposed.

The explanatory statement does not need to be made accessible if it contains more than 5,000 characters.

- (3) If several shareholders make counter-motions for resolution on the same item, the management board may consolidate such counter-motions and their explanatory statements.

#### **Section 127 AktG:**

Section 126 applies accordingly to the proposal of a shareholder for the election of members of the supervisory board or statutory auditors. The election proposal does not need to be justified. The management board does not need to make the election proposal accessible if it does not contain the data according to Section 124 (3) sentence 4 and Section 125 (1) sentence 5. [...]

#### **Section 124 (3) AktG:**

- (3) In the announcement, the management board and the supervisory board, or in the case of a resolution pursuant to Section 120a (1) sentence 1 and the election of supervisory board members and statutory auditors of the annual financial statements, only the supervisory board, shall make proposals for a resolution in respect of each item on the agenda which is to be decided by the general meeting. In the case of companies, that are capital markets oriented within the meaning of Section 264d of the German Commercial Code (*Handelsgesetzbuch*), that are CRR-Credit Institutions within the meaning of Section 1 (3d) sentence 1 of the German Banking Act (*Kreditwesengesetz, KWG*), with the exception of institutions named in Section 2 (1) no. 1 and 2 KWG, or that are Insurance Undertakings within the meaning of Article 2 (1) of Directive 91/674/EEC, the proposal of the supervisory board for the election of the statutory auditor of financial statements shall be based on the recommendation of the audit committee. Sentence 1 shall not apply if the general meeting is bound to

nominations for the election of supervisory board members pursuant to Section 6 of the Coal, Iron and Steel Co-Determination Act (*Montan-Mitbestimmungsgesetz*) or if the item on which a resolution is to be adopted was placed on the agenda at the request of a minority. The proposal for the election of supervisory board members or statutory auditors of the annual financial statements shall state their name, practiced profession and place of residence. If employee representatives are also to be included on the supervisory board, resolutions adopted by the supervisory board concerning nominations of supervisory board members shall only require the majority of votes cast by the shareholder members of the supervisory board; this shall not affect Section 8 of the Coal, Iron and Steel Codetermination Act (*Montan-Mitbestimmungsgesetz*).

**Section 125 (1) AktG:**

- (1) [...] In the case of listed companies, any nomination for the election of supervisory board members shall be accompanied by information concerning membership of such nominees in other supervisory boards required by law; information concerning their membership in comparable domestic and foreign supervisory bodies of commercial enterprises shall also be attached.

**Section 1 (2) sentence 3 COVID-19 Act:**

Motions or election proposals by shareholders which are to be made available pursuant to Section 126 or Section 127 AktG are deemed as being submitted in the general meeting, provided that the shareholder making the motion or the election proposal is duly authorized and has registered for the general meeting.

**3. Right to ask questions pursuant to Section 1 (2) sentence 1 no. 3, sentence 2 COVID-19 Act**

Shareholders who have duly registered and furnished proof of ownership and their proxies have the right to pose questions via electronic means (Section 1 (2) sentence 1 No. 3 sentence 2 COVID-19 Act).



Based on Section 1 (2) sentence 1 No. 3 sentence 2, clause 2 COVID-19 Act, the Management Board decided, with approval of the Supervisory Board, that questions must be submitted, for organisational reasons, by June 8, 2021, 24:00 hours (CEST) via the data entry interface of the shareholders' portal of the Company which can be found at the internet address

**<https://corporate.safholland.com/en>**

under "General Meeting" in the "Investor Relations" section. Questions submitted via other channels or later than this date will not be considered. The Management Board decides at its own due discretion how it will respond to questions. Questions and their responses may be combined, if this appears sensible to the Management Board. Further questions on the responses of the Management Board are not permitted.

In addition, shareholders and their proxies do not have any right to information pursuant to Section 131 AktG or a right to address or pose questions at and during the virtual Annual General Meeting.

The regulations underlying this right to ask questions by means of electronic communication are as follows:

**Section 1 (2) sentence 1 no. 3, sentence 2 COVID-19 Act:**

The Management Board may decide that the meeting is held as a virtual general meeting without the physical presence of the shareholders or their proxies, provided that

[...]

3. the shareholders have the right to ask questions by way of electronic communication,

[...]

The Management Board shall decide, at its sole and dutiful discretion, how to answer questions; it may also stipulate that questions must be submitted by electronic communication at least one day before the meeting.

Bessenbach, April 2021

**SAF-HOLLAND SE  
Management Board**