



## SAF-HOLLAND S.A.

Société anonyme

Siège social: 68-70, boulevard de la Pétrusse

L-2320 Luxembourg

Share Capital : EUR 412,373.75

R.C.S. Luxembourg: B 113.090

### Notice to all Shareholders

All shareholders of SAF-HOLLAND S.A. (the “**Company**”) are hereby informed that the Extraordinary General Meeting (“**1<sup>st</sup> EGM**”) held on 26 April 2012 at 1.30 p.m. in Luxembourg did not reach the necessary quorum as required under Luxembourg law and therefore could not take any resolutions.

Shareholders are therefore given notice upon instruction of the board of directors of the Company (the “**Board of Directors**”) that a subsequent Extraordinary General Meeting (“**2<sup>nd</sup> EGM**”) having the same agenda as the 1st EGM (as shown below) shall be convened :

to be held on

Monday, 4 June 2012 at 11:30 a.m. (CEST)

at

22-24, rives de Clausen, L-2165 Luxembourg

### AGENDA FOR THE MEETING

#### 1. Increase of the authorised share capital of the Company

*The Board of Directors proposes to increase the authorised share capital of the Company from its current amount of EUR 0.- to EUR 206,187.- consisting of 20,618,700 shares having a par value of EUR 0.01 each to be issued with or without issue share premium. The Board of Directors shall be empowered to use the authorised share capital until and including the 5<sup>th</sup> anniversary of the date of publication of the notarial deed of the EGM or a subsequent 2<sup>nd</sup> extraordinary general meeting, as applicable, in the Mémorial C approving the increase of the authorised share capital. When using the authorised share capital the Board of Directors shall further be authorised to limit and/or suppress any existing preferential subscription rights.*

#### 2. Amendment and restatement of the articles of association of the Company

*The Board of Directors proposes to fully amend and restate the articles of association of the Company in order to reflect above agenda item and in particular the changes due to the Luxembourg law on shareholders` rights in listed companies dated 24 May 2011.*

#### 3. Implementation of a share buy-back programme of the Company

*The Board of Directors proposes to:*

(i) *Authorize and delegate all necessary powers to the Board of Directors of the Company to acquire shares of the Company from the shareholders of the Company without cancellation of the acquired shares (the “Buy-Back”).*

(ii) *Determine the general conditions of the Buy-Back being:*

*a. that the Board of Directors shall be empowered to buy-back shares of the Company in the maximum amount of 10% of the share capital of the Company existing at the date of the resolutions of the Board of Directors to buy-back shares of the Company;*

*b. that the Board of Directors shall be authorized to effect the Buy-Back for a period of time starting on the date of the EGM and ending on the calendar day before the fifth anniversary of the date of the EGM;*

*c. that the Board of Directors is empowered to buy-back the shares of the Company via the Frankfurt stock exchange or a public bid;*

*d. that in case of a Buy-Back (i) via the Frankfurt stock exchange, the consideration paid by the Company per share (excluding incidental purchase costs) may not exceed or fall below the purchase price of the Xetra trading system (or any other comparable successor system) as determined by the opening auction of the stock exchange trading day on which the offer is made by more than 10%, and (ii) via a public bid, the offered purchase price or the purchase price margin thresholds per share (excluding incidental purchase costs) may not exceed or fall below the average price of the closing prices of the Xetra trading system (or any other comparable successor system) on the three stock exchange trading days preceding the day on which the offer and the request to the public to make an offer, respectively, is publicly announced by more than 15%;*

*e. that the Board of Directors is empowered to buy-back shares of the Company fully or partially, by one single*

*transaction or several transactions, for one single purpose or for several purposes or by third parties on behalf, and in the interest of, the Company.*

(iii) *To authorize the Board of Directors to take all measures and execute any formalities which may be necessary in relation to the above items and the Buy-Back.*

### Quorum and majority requirements

No presence quorum is required for the 2<sup>nd</sup> EGM. The items on the agenda of the 2<sup>nd</sup> EGM require approval by at least 2/3 of the voting rights present or represented and duly expressed during the 2<sup>nd</sup> EGM.

### Share capital and voting rights

At the date of convening of the 2<sup>nd</sup> EGM, the Company's subscribed share capital equals EUR 412,373.75 and it is divided into 41,237,375 shares having a par value of EUR 0.01 each, all of which are fully paid up.

### Suppression and/or limitation of preferential subscription rights

In accordance with applicable Luxembourg law shareholders are hereby informed that agenda item 1. above includes the right to be granted to the Board of Directors of the Company to limit or suspend any and all existing preferential subscription rights of existing shareholders of the Company in case the Board of Directors makes use of the authorised share capital in the future. Details for justifying the granting of such rights will be provided at the 2<sup>nd</sup> EGM in the form as required under Luxembourg law. As already announced by the Company before the 2<sup>nd</sup> EGM the Board of Directors has declared that it voluntarily will make use of such right, if at all applied, to limit and/or suspend preferential subscription rights pertaining to not more than 20% of the authorised share capital mentioned under agenda item 1. above; this limit being equal to 10% of the currently issued share capital.

### Available information and documentation

The following information is available on the Company's website under <http://corporate.safholland.com/en/investor/annual-general-meeting.html> and at the Company's registered office in Luxembourg starting on the day of publication of this convening notice in the Luxembourg official gazette Mémorial C:

- a) full text of any document to be made available by the Company at the 2<sup>nd</sup> EGM including draft resolutions in relation to above agenda points to be adopted at the 2<sup>nd</sup> EGM (i.e. inter alia the amended draft articles of association);
- b) this convening notice;
- c) the total number of shares and attached voting rights issued by the Company as of the date of publication of this convening notice;

- d) the proxy form as further mentioned below; and
- e) the correspondence voting form as further mentioned below.

#### **Attendance and registration procedures**

Shareholders are obliged to obtain an attestation from their depository bank ("Attestation") which is safe-keeping their shares in the Company stating the number of shares held by the shareholder 14 calendar days before the date of the 2<sup>nd</sup> EGM ("Record Date"), i.e. on 21 May 2012. The Attestation must be dispatched by fax and the original by regular mail 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 2<sup>nd</sup> EGM. Upon receipt of the Attestation within the given deadline the Company will presume that such shareholder will attend and vote at the 2<sup>nd</sup> EGM.

#### **Proxy voting representatives**

Shareholders not being able to attend the 2<sup>nd</sup> EGM in person may appoint a proxyholder to attend the 2<sup>nd</sup> EGM on their behalf. The proxyholder will have to identify himself by presenting a valid identification card and by submitting the admission ticket of the shareholder.

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 2<sup>nd</sup> EGM.

Proxy forms are available under the following contact details:

SAF-HOLLAND S.A.  
c/o Haubrok Corporate Events GmbH  
Landshuter Allee 10  
80637 Munich  
Germany  
Fax: +49-89-210-27-298  
E-Mail: [registration@haubrok-ce.de](mailto:registration@haubrok-ce.de)  
Website: <http://www.safholland.com/investor.html>

In such proxy form shareholders are kindly invited to fill in the required details, to date, sign and return the proxy form by e-mail or fax and 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  
E-Mail: [registration@haubrok-ce.de](mailto:registration@haubrok-ce.de)

The duly filled in and signed proxy form (by fax or e-mail) must be received by the Company at the latest on the 30 May 2012 at 11:59 p.m. (CEST). Exercise of voting rights of shares in connection with duly filled in and signed proxy forms received after such date will not be possible at the 2<sup>nd</sup> EGM.

Shareholders who will receive their admission tickets by mail will receive a form for proxy voting. Forms for proxy voting can also be downloaded on the Company's website at <http://corporate.safholland.com/en/investor/annual-general-meeting.html>. 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 <http://corporate.safholland.com/en/investor/annual-general-meeting.html>, and send the duly completed and signed form to the above mentioned address so that it shall be received by the Company on the 30 May 2012 at 11:59 p.m. (CEST). Exercise of voting rights of shares in connection with duly filled in and signed proxy forms received after such date will not be possible at the 2<sup>nd</sup> EGM.

#### **Additional important information for shareholders**

Shareholders are hereby informed that exercise of voting rights is exclusively reserved to such persons that were shareholders on the Record Date (or their duly appointed proxyholders). Transfer of shares after the Record Date is possible subject to usual transfer limitations, as applicable. However, any transferee having become owner of the shares after the Record Date has no right to vote at the 2<sup>nd</sup> EGM.

One or more shareholder(s) representing at least 5% of the Company's share capital may request the addition of items to the agenda of the 2<sup>nd</sup> EGM by sending such requests at the latest until the 13 May 2012 at 11:59 p.m. (CEST) to the following e-mail address, fax number or mail address:

SAF-HOLLAND S.A.  
c/o Haubrok Corporate Events GmbH  
Landshuter Allee 10  
80637 Munich  
Germany  
Fax: +49-89-210-27-298  
E-Mail: [registration@haubrok-ce.de](mailto:registration@haubrok-ce.de)

Such request will only be accepted by the Company provided it includes (i) the wording of the agenda point, (ii) the wording of a proposed resolution pertaining to such agenda point, and (iii) an e-mail address and a postal address to which the Company may correspond and confirm receipt of the request.

This convening notice was dispatched by regular mail to (i) registered shareholders that were known by name and address to the Company on 4 May 2012, (ii) the members of the Board of Directors of the Company and (iii) the auditor of the Company.

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 results of the vote will be published on the Company's website within 15 days following the 2<sup>nd</sup> EGM.

For further information you may contact the service provider, Haubrok Corporate Events GmbH, by dialling +49-89-210-27-222 (Mon. - Fri. 9 a.m. to 5 p.m. (CEST)) or Mrs. Barbara Zanzinger by dialling +49-60-95-301-617 or per e-mail at [Barbara.Zanzinger@safholland.de](mailto:Barbara.Zanzinger@safholland.de) (Mon. - Fri. 9 a.m. to 5 p.m. (CEST)).

Luxembourg, in May 2012

SAF-HOLLAND S.A.  
The Board of Directors