

**SAF-HOLLAND S.A.**  
**68-70, boulevard de la Pétrusse**  
**L-2320 Luxembourg**

**R.C.S. Luxembourg B 113.090**

**Annual Accounts as of 31 December 2015**  
**and**  
**Independent auditor's report**

## Table of contents

	Pages
Independent auditor's report	1 - 2
Annual accounts	
- Balance sheet	3 - 8
- Profit and loss account	9 - 11
- Notes to the annual accounts	12 - 20

## Independent auditor's report

To the Shareholders of  
SAF-HOLLAND S.A.  
Société Anonyme  
68-70, boulevard de la Pétrusse  
L-2320 Luxembourg

### Report on the annual accounts

Following our appointment by the General Meeting of the Shareholders dated 23 April 2015, we have audited the accompanying annual accounts of SAF-HOLLAND S.A., which comprise the balance sheet as at 31 December 2015 and the profit and loss account for the year then ended, and a summary of significant accounting policies and other explanatory information.

#### *Board of Directors' responsibility for the annual accounts*

The Board of Directors is responsible for the preparation and fair presentation of these annual accounts in accordance with Luxembourg legal and regulatory requirements relating to the preparation and presentation of the annual accounts and for such internal control as the Board of Directors determines is necessary to enable the preparation and presentation of annual accounts that are free from material misstatement, whether due to fraud or error.

#### *Responsibility of the "réviseur d'entreprises agréé"*

Our responsibility is to express an opinion on these annual accounts based on our audit. We conducted our audit in accordance with International Standards on Auditing as adopted for Luxembourg by the "Commission de Surveillance du Secteur Financier". Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the annual accounts are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the annual accounts. The procedures selected depend on the judgment of the "réviseur d'entreprises agréé", including the assessment of the risks of material misstatement of the annual accounts, whether due to fraud or error. In making those risk assessments, the "réviseur d'entreprises agréé" considers internal control relevant to the entity's preparation and fair presentation of the annual accounts in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Board of Directors, as well as evaluating the overall presentation of the annual accounts.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

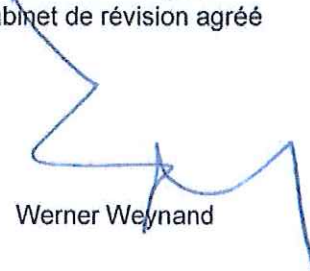
*Opinion*

In our opinion, the annual accounts give a true and fair view of the financial position of SAF-HOLLAND S.A. as of 31 December 2015, and of the results of its operations for the year then ended in accordance with Luxembourg legal and regulatory requirements relating to the preparation and presentation of the annual accounts.

**Report on other legal and regulatory requirements**

The management report, which is the responsibility of the Board of Directors, is consistent with the annual accounts.

Ernst & Young  
Société anonyme  
Cabinet de révision agréé



Werner Weynand

Luxembourg, 9 March 2016

RCSL Nr.: B113090

Matricule : 2005 2231 338

eCDF entry date : 19/02/2016

**BALANCE SHEET**Financial year from <sup>01</sup> 01/01/2015 to <sup>02</sup> 31/12/2015 (in <sup>03</sup> EUR )

SAF-HOLLAND S.A.

68-70, Boulevard de la Pétrusse  
L-2320 Luxembourg**ASSETS**

	Reference(s)	Current year	Previous year
<b>A. Subscribed capital unpaid</b>	1101	101	102
I. Subscribed capital not called	1103	103	104
II. Subscribed capital called but unpaid	1105	105	106
<b>B. Formation expenses</b>	1107	107	108
<b>C. Fixed assets</b>	1109	447.498.379,30	443.485.698,92
I. Intangible fixed assets	1111	111	112
1. Research and development costs	1113	113	114
2. Concessions, patents, licences, trade marks and similar rights and assets, if they were	1115	115	116
a) acquired for valuable consideration and need not be shown under C.I.3	1117	117	118
b) created by the undertaking itself	1119	119	120
3. Goodwill, to the extent that it was acquired for valuable consideration	1121	121	122
4. Payments on account and intangible fixed assets under development	1123	123	124
II. Tangible fixed assets	1125	125	126
1. Land and buildings	1127	127	128
2. Plant and machinery	1129	129	130

The notes in the annex form an integral part of the annual accounts



RCSL Nr.: B113090

Matricule : 2005 2231 338

	Reference(s)	Current year	Previous year
3. Other fixtures and fittings, tools and equipment	1131	131	132
4. Payments on account and tangible fixed assets under development	1133	133	134
III. Financial fixed assets	1135	135	136
1. Shares in affiliated undertakings	1137	137	138
2. Amounts owed by affiliated undertakings	1139	139	140
3. Shares in undertakings with which the undertaking is linked by virtue of participating interests	1141	141	142
4. Amounts owed by undertakings with which the undertaking is linked by virtue of participating interests	1143	143	144
5. Securities and other financial instruments held as fixed assets	1145	145	146
6. Loans and claims held as fixed assets	1147	147	148
7. Own shares or own corporate units	1149	149	150
<b>D. Current assets</b>	1151	151	152
I. Inventories	1153	153	154
1. Raw materials and consumables	1155	155	156
2. Work and contracts in progress	1157	157	158
3. Finished goods and merchandise	1159	159	160
4. Payments on account	1161	161	162
II. Debtors	1163	163	164
1. Trade receivables	1165	165	166
a) becoming due and payable within one year	1167	167	168
b) becoming due and payable after more than one year	1169	169	170
2. Amounts owed by affiliated undertakings	1171	171	172
a) becoming due and payable within one year	1173	173	174
b) becoming due and payable after more than one year	1175	175	176
3. Amounts owed by undertakings with which the undertaking is linked by virtue of participating interests	1177	177	178
a) becoming due and payable within one year	1179	179	180
b) becoming due and payable after more than one year	1181	181	182

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RCSL Nr. : B113090

Matricule : 2005 2231 338

	Reference(s)	Current year	Previous year
4. Other receivables	1183	183	184
a) becoming due and payable within one year	1185	185	186
b) becoming due and payable after more than one year	1187	187	188
III. Transferable securities and other financial instruments	1189	189	190
1. Shares in affiliated undertakings and in undertakings with which the undertaking is linked by of participating interests	1191	191	192
2. Own shares or own corporate units	1193	193	194
3. Other transferable securities and other financial instruments	1195	195	196
IV. Cash at bank, cash in postal cheque accounts, cheques and cash in hand	1197	197 546.204,18	198 91.859,36
E. Prepayments	1199 <u>Note 7</u>	199 <u>1.702.109,32</u>	200 <u>2.149.157,83</u>
<b>TOTAL (ASSETS)</b>		201 <u>486.609.537,34</u>	202 <u>482.308.496,15</u>

RCSL Nr.: B113090

Matricule : 2005 2231 338

**LIABILITIES**

	Reference(s)	Current year	Previous year
<b>A. Capital and reserves</b>	1301 <u>Note 6</u>	306.519.613,96	302.334.852,08
I. Subscribed capital	1303	453.611,12	453.611,12
II. Share premium and similar premiums	1305	276.455.231,13	276.455.231,13
III. Revaluation reserves	1307		
IV. Reserves	1309	481.636,11	481.636,11
1. Legal reserve	1311	45.361,11	45.361,11
2. Reserve for own shares or own corporate units	1313		
3. Reserves provided for by the articles of association	1315		
4. Other reserves	1317	436.275,00	436.275,00
V. Profit or loss brought forward	1319	10.428.817,88	7.918.116,18
VI. Profit or loss for the financial year	1321	18.700.317,72	17.026.257,54
VII. Interim dividends	1323		
VIII. Capital investment subsidies	1325		
IX. Temporarily not taxable capital gains	1327		
<b>B. Subordinated debts</b>	1329		
1. Convertible loans	1413		
a) becoming due and payable within one year	1415		
b) becoming due and payable after more than one year	1417		
2. Non convertible loans	1419		
a) becoming due and payable within one year	1421		
b) becoming due and payable after more than one year	1423		
<b>C. Provisions</b>	1331		
1. Provisions for pensions and similar obligations	1333		
2. Provisions for taxation	1335		
3. Other provisions	1337		
<b>D. Non subordinated debts</b>	1339	180.089.923,38	179.973.644,07
1. Debenture loans	1341 <u>Note 7</u>	179.101.445,35	179.100.608,21
a) Convertible loans	1343	100.505.554,94	100.504.717,80
i) becoming due and payable within one year	1345	305.554,94	304.717,80
ii) becoming due and payable after more than one year	1347	100.200.000,00	100.200.000,00

The notes in the annex form an integral part of the annual accounts



RCSL Nr. : B113090

Matricule : 2005 2231 338

	Reference(s)	Current year	Previous year
b) Non convertible loans	1349	78.595.890,41	78.595.890,41
i) becoming due and payable within one year	1351	3.595.890,41	3.595.890,41
ii) becoming due and payable after more than one year	1353	75.000.000,00	75.000.000,00
2. Amounts owed to credit institutions	1355		
a) becoming due and payable within one year	1357		
b) becoming due and payable after more than one year	1359		
3. Payments received on account of orders as far as they are not deducted distinctly from inventories	1361		
a) becoming due and payable within one year	1363		
b) becoming due and payable after more than one year	1365		
4. Trade creditors	1367	213.295,11	221.524,80
a) becoming due and payable within one year	1369	213.295,11	221.524,80
b) becoming due and payable after more than one year	1371		
5. Bills of exchange payable	1373		
a) becoming due and payable within one year	1375		
b) becoming due and payable after more than one year	1377		
6. Amounts owed to affiliated undertakings	1379		25.825,00
a) becoming due and payable within one year	1381	Note 8	25.825,00
b) becoming due and payable after more than one year	1383		
7. Amounts owed to undertakings with which the undertaking is linked by virtue of participating interests	1385		
a) becoming due and payable within one year	1387		
b) becoming due and payable after more than one year	1389		
8. Tax and social security debts	1391	462.799,36	305.686,06
a) Tax debts	1393	Note 9	302.273,65
b) Social security debts	1395	1.001,31	3.412,41

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RCSL Nr. : B113090

Matricule : 2005 2231 338

	Reference(s)	Current year	Previous year
9. Other creditors	1397 _____	397 <u>312.383,56</u>	398 <u>320.000,00</u>
a) becoming due and payable within one year	1399 <u>Note 13</u>	399 <u>312.383,56</u>	400 <u>320.000,00</u>
b) becoming due and payable after more than one year	1401 _____	401 _____	402 _____
E. Deferred income	1403 _____	403 _____	404 _____
<b>TOTAL (LIABILITIES)</b>		405 <u>486.609.537,34</u>	406 <u>482.308.496,15</u>

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RCSL Nr. : B113090

Matricule : 2005 2231 338

eCDF entry date : 19/02/2016

**PROFIT AND LOSS ACCOUNT**Financial year from <sup>01</sup> 01/01/2015 to <sup>02</sup> 31/12/2015 (in <sup>03</sup> EUR )

SAF-HOLLAND S.A.

68-70, Boulevard de la Pétrusse  
L-2320 Luxembourg**A. CHARGES**

	Reference(s)	Current year	Previous year
<b>1. Use of merchandise, raw materials and consumable materials</b>	1601 _____	601 _____	602 _____
<b>2. Other external charges</b>	1603 _____	603 <u>1.812.614,73</u>	604 <u>2.007.013,53</u>
<b>3. Staff costs</b>	1605 _____	605 <u>31.655,06</u>	606 <u>65.643,66</u>
a) Salaries and wages	1607 _____	607 <u>29.843,51</u>	608 <u>60.116,86</u>
b) Social security on salaries and wages	1609 _____	609 <u>1.811,55</u>	610 <u>5.526,80</u>
c) Supplementary pension costs	1611 _____	611 _____	612 _____
d) Other social costs	1613 _____	613 _____	614 _____
<b>4. Value adjustments</b>	1615 _____	615 _____	616 _____
a) on formation expenses and on tangible and intangible fixed assets	1617 _____	617 _____	618 _____
b) on current assets	1619 _____	619 _____	620 _____
<b>5. Other operating charges</b>	1621 <u>Note 13</u>	621 <u>521.986,00</u>	622 <u>545.291,26</u>
<b>6. Value adjustments and fair value adjustments on financial fixed assets</b>	1623 _____	623 _____	624 _____
<b>7. Value adjustments and fair value adjustments on financial current assets. Loss on disposal of transferable securities</b>	1625 _____	625 _____	626 _____
<b>8. Interest and other financial charges</b>	1627 _____	627 <u>6.253.225,19</u>	628 <u>5.555.186,03</u>
a) concerning affiliated undertakings	1629 _____	629 _____	630 _____
b) other interest and similar financial charges	1631 <u>Note 7</u>	631 <u>6.253.225,19</u>	632 <u>5.555.186,03</u>

The notes in the annex form an integral part of the annual accounts

RCSL Nr.: B113090

Matricule : 2005 2231 338

	Reference(s)	Current year	Previous year
<b>9. Share of losses of undertakings accounted for under the equity method</b>	1619 _____	649 _____	650 _____
<b>10. Extraordinary charges</b>	1633 <u>Note 14</u>	633 <u>47.250,00</u>	634 _____
<b>11. Income tax</b>	1635 _____	635 <u>76.806,43</u>	636 <u>3.210,00</u>
<b>12. Other taxes not included in the previous caption</b>	1637 _____	637 <u>183.480,00</u>	638 <u>159.585,00</u>
<b>13. Profit for the financial year</b>	1639 _____	639 <u>18.700.317,72</u>	640 <u>17.026.257,54</u>
<b>TOTAL CHARGES</b>		641 <u>27.627.335,13</u>	642 <u>25.362.187,02</u>



RCSL Nr.: B113090

Matricule : 2005 2231 338

**B. INCOME**

	Reference(s)	Current year	Previous year
<b>1. Net turnover</b>	1701 _____	701 _____	702 _____
<b>2. Change in inventories of finished goods and of work and contracts in progress</b>	1703 _____	703 _____	704 _____
<b>3. Fixed assets under development</b>	1705 _____	705 _____	706 _____
<b>4. Reversal of value adjustments</b>	1707 _____	707 _____	708 _____
a) on formation expenses and on tangible and intangible fixed assets	1709 _____	709 _____	710 _____
b) on current assets	1711 _____	711 _____	712 _____
<b>5. Other operating income</b>	1713 _____	713 _____	714 _____
<b>6. Income from financial fixed assets</b>	1715 _____	715 <u>26.888.534,98</u>	716 <u>23.960.138,65</u>
a) derived from affiliated undertakings	1717 <u>Note 4/5</u>	717 <u>26.888.534,98</u>	718 <u>23.960.138,65</u>
b) other income from participating interests	1719 _____	719 _____	720 _____
<b>7. Income from financial current assets</b>	1721 _____	721 <u>738.800,15</u>	722 <u>1.402.048,37</u>
a) derived from affiliated undertakings	1723 <u>Note 5</u>	723 <u>738.800,15</u>	724 <u>1.402.048,37</u>
b) other income from financial current assets	1725 _____	725 _____	726 _____
<b>8. Other interest and other financial income</b>	1727 _____	727 _____	728 _____
a) derived from affiliated undertakings	1729 _____	729 _____	730 _____
b) other interest and similar financial income	1731 _____	731 _____	732 _____
<b>9. Share of profits of undertakings accounted for under the equity method</b>	1745 _____	745 _____	746 _____
<b>10. Extraordinary income</b>	1733 _____	733 _____	734 _____
<b>13. Loss for the financial year</b>	1735 _____	735 <u>0,00</u>	736 <u>0,00</u>
<b>TOTAL INCOME</b>		737 <u>27.627.335,13</u>	738 <u>25.362.187,02</u>

The notes in the annex form an integral part of the annual accounts

SAF-HOLLAND S.A.  
Société anonyme

**Notes to the annual accounts**  
31 December 2015

**Note 1 - Organisation**

SAF-HOLLAND S.A. (the "Company") is a commercial company incorporated in Luxembourg on December 21, 2005, under the legal form of a "Société Anonyme". The registered office of the Company is at 68-70, boulevard de la Pétrusse, L-2320 Luxembourg and the Company is registered with the Register of Commerce of Luxembourg under the section B number 113.090.

The Company's purpose is to acquire directly or indirectly shareholdings (including but not limited by way of setting-up new companies) and interests, in any form whatsoever, in any connection with its subsidiaries (the "Group Companies") and any other company being in the same line of business, to acquire any securities and rights through participation, contribution, underwriting firm purchase or option, negotiation or any other way in Group Companies or other companies being in the same line of business, and generally to hold, manage, develop, sell or dispose of the same, in whole or in part, for such consideration as the Company may think fit. The Company may further grant to, or for the benefit of, any holding company, subsidiary, or fellow subsidiary, or any other company associated in any way with Group Companies, any assistance such as pledges, loans, advances or guarantees. The Company may borrow and raise money in any manner for the purpose of its investment in Group Companies and secure the repayment of any money borrowed. The Company may further borrow funds and issue bonds and other securities to a limited number of subscribers. The Company can perform all commercial, technical and financial operations, connected directly or indirectly in all areas as described above in order to facilitate the accomplishment of its purpose.

The Company prepares consolidated accounts and files these accounts with the Luxembourg Trade Registry.

The accounting year begins on January 1 and ends on December 31.

The Company is listed on the Prime Standard of the Frankfurt Stock Exchange and trades under the symbol "SFQ" (ISIN: LU0307018795). The shares of the Company have been included in the SDAX since 2010.



**Notes to the annual accounts (continued)**  
31 December 2015

**Note 2 - Summary of significant accounting policies**

The Company maintains its books in Euro ("EUR") and the annual accounts have been prepared in conformity with legal and regulatory requirements in Luxembourg as well as with generally accepted accounting principles in Luxembourg including the following significant accounting policies.

The annual accounts of SAF-HOLLAND S.A. are prepared under the assumption that the Company is a going concern.

*a) Formation expenses*

The formation expenses, which include the fees and costs for the incorporation and capital increases of the Company, are directly charged to the profit and loss account of the year in which they are incurred.

*b) Tangible assets*

Tangible assets are accounted for at their acquisition costs plus associated acquisition costs. The other fixtures and fittings, tools and equipment are depreciated on a straight-line basis over 4 years. Write-downs are recorded if, in the opinion of the directors, there is a permanent impairment in value.

*c) Financial assets and dividends*

Financial assets are stated at historical acquisition cost. Write-downs are recorded if, in the opinion of management, a permanent impairment in value has occurred. Dividends receivable from affiliated undertakings are recognised in the period in which they are declared by the entity. However dividends receivable from affiliated undertakings may be recognised in the profit and loss account in the period in which the subsidiary proposes their allocation of profits, if the following conditions are met:

- the Company is the sole shareholder of the entity and controls it;
- the Company and the subsidiary entities form a group;
- the financial year ends of the two entities coincide;
- the annual accounts of the subsidiary for the financial year in question were approved by the Annual General Meeting before the approval of the annual accounts of the parent company;
- the annual accounts of the subsidiary, for the financial year in question, show that the subsidiary appropriated profits to the Company and;
- the annual accounts of the subsidiary show a true and fair view of the financial position and of the results of its operations for the financial year concerned.

SAF-HOLLAND S.A.  
Société anonyme

**Notes to the annual accounts (continued)**  
31 December 2015

**Note 2 - Summary of significant accounting policies (continued)**

*d) Receivables, cash at banks and debts*

Receivables, cash at banks, and debts are stated at their nominal value less allowance for doubtful accounts.

*e) Foreign currency translation*

Monetary assets and liabilities stated in currencies other than EUR are translated at the exchange rates prevailing at the balance sheet date. Income and expenses denominated in foreign currency have been translated at the exchange rate prevailing at the transaction date. Realised and unrealised exchange losses and realised exchange gains are recorded in the profit and loss account.

**Note 3 – Shares in affiliated undertakings (in EUR)**

As of December 31, 2015 and 2014, the Company held the following participation:

Name of the Company	Country	% of ownership	Acquisition cost		Shareholders' equity	
			2015	2014	2015	2014
SAF-HOLLAND GmbH	Germany	100%	265,638,381	265,638,381	100.818.256	93,682,494

The shareholders equity disclosed above includes the profit for the period ended December 31, 2015 amounting to EUR 24,135,762 (2014: profit amounting to EUR 21,235,524).

SAF-HOLLAND GmbH, having its registered office at Hauptstraße 26, D-63856 Bessenbach, Deutschland, decided to distribute a dividend for the year 2015 to the Company for an aggregate amount of EUR 18,500,000 (2014: EUR 17,000,000). The dividend receivable has been booked in the amounts owed by affiliated undertakings (note 5)]

As of December 31, 2015, in the opinion of the Directors, no impairment is deemed to be necessary.



**Notes to the annual accounts (continued)**  
31 December 2015

***Note 4 - Financial fixed assets - Amounts owed by affiliated undertakings (in EUR)***

On October 31, 2012, the Company granted a loan amounting to EUR 73,660,417 to SAF-HOLLAND GmbH. The loan is repayable on April 26, 2018 but can be prepaid partially or fully before maturity date without penalty. During the year 2014, this loan was amended to reduce the annual interest rate from 8.3% to 4.62% starting from October 1, 2014. On October 31, 2013, the loan was partially reimbursed for an amount of EUR 42,893,803 under an assignment agreement entered into between the Company and SAF-HOLLAND GmbH. As of December 31, 2015, the outstanding nominal of the loan amounted to EUR 30,766,614 (2014: EUR 30,766,614).

On October 31, 2013, the Company granted a loan amounting to EUR 42,893,803 to SAF-Holland Inc. This loan is repayable on April 26, 2018 but can be prepaid partially or fully before maturity date without penalty. During the year 2014, this loan was amended to reduce the annual interest rate from 8.3% to 4.62% starting from October 1, 2014. As of December 31, 2015, the outstanding nominal of the loan amounted to EUR 42,893,803 (2014: EUR 42,893,803).

On January 29, 2015, the Company entered into an amendment agreement with SAF Holland Inc. in order to cancel the capitalization of the annual unpaid interest with effect on April 25, 2014 and to organise monthly payment of the interest with effect from January 1, 2015.

On October 1, 2014, the Company granted a loan amounting to EUR 99,448,500 to SAF-Holland GmbH, bearing an annual interest rate of 4.62% and repayable on September 12, 2020. This loan can be prepaid partially or fully before maturity date without penalty. As of December 31, 2015, the outstanding nominal of the loan amounted to EUR 99,448,500 (2014: EUR 99,448,500).

Interest income for the year on the above three loans amounting to EUR 8,388,535 (2014: EUR 6,960,139) has been classified in the line item "income from financial fixed assets - derived from affiliated undertakings".

The accrued and unpaid interest amounting to EUR 2,366,637 as of December 31, 2015 (2014: EUR 3,809,493) are classified in the line item "Debtors – Amounts owed by affiliated undertakings becoming due and payable within one year". In addition, interest in the amount of EUR 4,012,680 (2014 and 2013: EUR 4,735,101) have been capitalized during the year and added to the principal amount of the loans. The total capitalized interest as of December 31, 2015 amounted to EUR 8,747,781 (2014: EUR 4,735,101).

SAF-HOLLAND S.A.  
Société anonyme

Notes to the annual accounts (continued)  
31 December 2015

**Note 5 - Debtors - Amounts owed by affiliated undertakings (in EUR)**

On May 2009, the Company entered into a facility loan agreement with SAF-HOLLAND GmbH for a total amount of EUR 9,550,000. During the year 2014, this loan was amended to reduce the annual interest rate from 8.3% to 4.62% starting from October 1, 2014. This loan has no fixed repayment date. As of December 31, 2015, the outstanding nominal of the loan amounted to EUR 5,359,202 (2014: EUR 5,359,202).

On November 15, 2011, the Company granted a loan amounting to EUR 5,785,779 to SAF-HOLLAND GmbH. On September 13, 2012, the Company entered into an amendment agreement in order to increase the principal of the loan to an amount of EUR 10,413,083. During the year 2014, this loan was amended to reduce the annual interest rate from 8.3% to 4.62% starting from October 1, 2014. This loan has no fixed repayment date and can be paid back totally or in parts. As of December 31, 2015, the outstanding nominal of the loan amounted to EUR 10,413,083 (2014: EUR 10,413,083).

Interest income for the year on the above two loans amounting to EUR 738,800 (2014: EUR 1,402,048) has been classified in the line item "income from financial current assets - derived from affiliated undertakings".

The accrued and unpaid interest amounted to EUR 223,921 as of December 31, 2015 (2014: nil).

As of December 31, 2015, the Company recorded a dividend receivable for the year 2015 from SAF-HOLLAND GmbH in the amount of EUR 18,500,000 (2014: EUR 17,000,000) which is also included under the item "Income from financial fixed assets – derived from affiliated undertakings" of the profit and loss account.

**Note 6 - Capital and reserves (in EUR)**

**Movements for the year on the capital and reserve items**

	Ordinary shares	Subscribed capital (in EUR)	Share premium (in EUR)	Legal reserve (in EUR)	Other reserve (in EUR)	Profit or loss brought forward (in EUR)	Profit or loss for the financial year (in EUR)
As of 01.01.2015	45,361,112	453,611	276,455,231	45,361	436,275	7,918,116	17,026,257
Appropriation of profit or loss							
- Dividend distribution in 2015	-	-	-	-	-	(14,515,555)	-
- Allocation of prior year result	-	-	-	-	-	17,026,257	(17,026,257)
Profit for the year ended December 31, 2015	-	-	-	-	-	-	18,700,318
As of 31.12.2015	45,361,112	453,611	276,455,231	45,361	436,275	10,428,818	18,700,318



**Notes to the annual accounts (continued)**  
31 December 2015

**Note 6 - Capital and reserves (in EUR) (continued)**

*a) Subscribed capital and authorised share capital*

As of December 31, 2015, the share capital of the Company amounted to EUR 453,611 (2014: EUR 453,611) represented by 45,361,112 ordinary shares with a par value of EUR 0.01, fully paid-in.

During the year the Company did not acquire any of its own shares.

*b) Legal reserve*

Under Luxembourg law, an amount equal to at least 5% of the net profit must be allocated annually to a legal reserve until such reserve equals to 10% of the share capital. This reserve is not available for dividend distribution.

*c) Other reserves*

On April 28, 2011, the Annual General Meeting resolved to allocate an amount of EUR 232,525 to a special reserve in order to reduce the net worth tax liability of the Company for the year 2010.

On April 26, 2012, the Annual General Meeting resolved to allocate an amount of EUR 203,750 to a special reserve in order to reduce the net worth tax liability of the Company for the year 2011.

The special reserve is based on article 5, 1°, par. 8a of net worth tax law. The reserve amounts to five times the annual net worth tax deducted from the corporate income tax, and is not distributable for five years subsequent to the year in which the deduction was made.

As of December 31, 2015, the restricted position of "other reserves" is as follows:

	Restricted reserve
	EUR
Allocation for 2010 net worth tax reduction	232,525
Allocation for 2011 net worth tax reduction	203,750
<b>Restricted reserve as of 31.12.2015</b>	<b>436,275</b>

**Notes to the annual accounts (continued)**  
31 December 2015

**Note 7 - Debenture loans (in EUR)**

*a) Convertible loans*

On September 12, 2014, within the scope of a private placement, the Company issued an unsecured senior convertible bond with SAF-HOLLAND S.A. share conversion rights. The convertible bonds have an original issue volume of EUR 100,200,000, a term of six years (maturity: September 12, 2020) and an interest coupon of 1.0% per annum, payable semi-annually in arrears on March 12 and September 12.

The conversion right can generally be exercised at any time within the period from October 23, 2014 to September 3, 2020 in accordance with the terms and conditions of the convertible bonds at a fixed conversion price in the amount of EUR 12.3706 initially.

The Company is entitled to cancel and make early repayment on all outstanding convertible bonds, if the aggregate principle amount of the outstanding convertible bonds at any time falls 15% below the aggregate nominal amount of the originally issued convertible bond. In addition, the Company is entitled, as from September 27, 2018, to repay the entire convertible bonds at the nominal amount including the interest accumulated to date, if the share price exceeds the respectively valued conversion price by at least 30% on at least 20 of 30 sequential trading days.

As of December 31, 2015, the principal of the issued bonds amounted to EUR 100,200,000 and the accrued and unpaid interest amounted to EUR 305,555 (2014: 304,718).

The total interest for the year on the bonds amounting to EUR 1,002,837 (2014: EUR 304,718) has been classified in the line item "interest and other financial charges – other interest and similar financial charges".

*b) Non convertible loans*

On October 31, 2012, the Company issued bonds for a total amount of EUR 75,000,000 in the "Prime Standard" segment for corporate bonds of the Deutsche Börse (ISIN DE 000A1HA979/WKNA1HA97). The bonds have an annual coupon rate of 7% and will reach maturity on April 26, 2018.

The bonds are guaranteed by SAF-HOLLAND GmbH and SAF-HOLLAND USA, Inc.



**Notes to the annual accounts (continued)**  
31 December 2015

***Note 7 - Debenture loans (in EUR) (continued)***

As of December 31, 2015, the principal of the issued bonds amounted to EUR 75,000,000 (2014: EUR 75,000,000) and the accrued and unpaid interest amounted to EUR 3,595,890 (2014: EUR 3,595,890).

The total interest for the year on the bonds amounting to EUR 5,250,000 (2014: EUR 5,250,000) has been classified in the line item "interest and other financial charges – other interest and similar financial charges".

The fees and expenses in connection with the above two bonds issued amounting to EUR 1,510,110 (2014: EUR 1,932,517) are recorded as prepaid expenses under the line item "Prepayments" and are amortized over the life of the bonds.

***Note 8 - Amounts owed to affiliated undertakings (in EUR)***

As of December 31, 2015, amounts owed to affiliated undertakings amounted to nil (2014: EUR 25,825).

***Note 9 - Taxes (in EUR)***

The Company is subject to all taxes applicable to commercial companies in Luxembourg.

***Note 10 - Dividends paid (in EUR)***

During the year 2015, the Company distributed a dividend of EUR 0.32 per share to its shareholders for an aggregate amount of EUR 14,515,555 (2014: EUR 12,247,500).

***Note 11 - Staff costs***

As of December 31, 2015, the Company had one permanent employee (2014: 1 employee).

***Note 12 - Audit fees***

Art. 65 paragraph (1) 16° of the law of December 19, 2002 on the register of commerce and companies and the accounting and annual accounts of undertakings (the "law") requires the disclosure of the independent auditor fees. In conformity with the law these details have been omitted as the Company prepares consolidated accounts in which this information is disclosed and these consolidated accounts and the related consolidated management report and auditor's report thereon have been lodged with the Luxembourg Trade Registry.

SAF-HOLLAND S.A.  
Société anonyme

**Notes to the annual accounts (continued)**  
31 December 2015

***Note 13 - Board of Directors' remuneration***

The other operating charges included director's fees for attendance at Board and Committee meetings for an amount of EUR 312,384 in 2015 (2014: EUR 332,603).

***Note 14 – Extraordinary charges***

As of December 31, 2015, the extraordinary charges amounted to EUR 47,250 (2014: nil) and represented a penalty paid to Bundesanstalt für Finanzdienstleistungsaufsicht (BaFin) in relation to the omission of publication of some documents regarding to the bonds.

# RESPONSIBILITY STATEMENT

To the best of our knowledge, and in accordance with the applicable financial reporting principles, the consolidated financial statements give a true and fair view of the sales and earnings performance, net assets and financial position of the Group, and the Group's management report includes a fair review of the development and performance of the Group's business and position, together with a description of the principal opportunities and risks associated with the expected development of the Group.

Luxembourg, March 9, 2016  
SAF-HOLLAND S.A.



Bernhard Schneider  
Chairman of the Board of Directors