

**SAF-HOLLAND SE
Bessenbach**

ISIN: DE000SAFH001
WKN: SAFH00

Invitation to the Annual General Meeting 2022

(Virtual Annual General Meeting)

We hereby invite our shareholders to the Annual General Meeting of SAF-HOLLAND SE, (hereinafter also referred to as the “**Company**”) to be held on

Thursday, May 19, 2022, at 10:00 a.m. (CEST),

at the premises of Messe Frankfurt, Ludwig-Erhard-Anlage 1, 60327 Frankfurt am Main, as a virtual Annual General Meeting without the physical presence of the shareholders and their proxies (with the exception of the proxy appointed by the Company).

For the sole purpose of better readability, the gender-specific spelling is dispensed with in this invitation and the generic masculine is used. In the interest of equal treatment, all personal terms and concepts apply to all genders. The abbreviated form of language is for editorial reasons only and does not imply any judgement.

The Annual General Meeting will be accessible to our shareholders who have duly registered and provided proof of ownership of their shares, and their proxies, via the Company’s shareholders’ password-protected portal at the internet address

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

where it will be streamed live in both video and audio under “General Meeting” in the “Investor Relations” section. Shareholders and shareholder representatives may exercise their voting rights exclusively by electronic absentee ballot or by granting power of attorney to the proxies appointed by the Company. For more detailed explanations, please refer to Section V. below.

Note: 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) and the SE implementation regulation for reasons of clarity.

I. Agenda

1. **Presentation of the adopted annual financial statements of SAF-HOLLAND SE and the approved consolidated financial statements as of December 31, 2021, in each case, the combined management report for SAF-HOLLAND SE and the Group and the explanatory report of the Management Board on the disclosures pursuant to Sections 289a and 315a of the German Commercial Code (HGB) as well as the report of the Supervisory Board of SAF-HOLLAND SE for the financial year 2021 in each case**

The aforementioned documents are available from the time the Annual General Meeting is convened and also during the Annual General Meeting via the internet at "<https://corporate.safholland.com/en>" in the "Investor Relations" section under "General Meeting". They will be explained in more detail at the Annual General Meeting and are – except for the annual financial statements – part of the annual report 2021.

The Supervisory Board has approved the annual financial statements and the consolidated financial statements prepared by the Management Board. The annual financial statements are thus adopted in accordance with Section 172 of the German Stock Corporation Act (AktG). The documents referred to under this agenda item are presented to the Annual General Meeting without the need for a resolution by the Annual General Meeting.

2. **Resolution on the appropriation of retained earnings for the financial year 2021**

The Management Board and the Supervisory Board propose that the net profit 2021 of SAF-HOLLAND SE in the amount of EUR 39,658,264.61 be appropriated as follows:

- Distribution of a dividend in the amount of EUR 0.35
per no-par value share entitled to dividend
(as of March 15, 2022: 45,394,302) EUR 15,888,005.70
- Profit carried forward to new account: EUR 23,770,258.91

Should the number of no-par value shares entitled to dividend for financial year 2021 change by the time of the Annual General Meeting, a correspondingly adjusted resolution proposal will be put to the vote at the Annual General Meeting, which provides for an unchanged dividend of EUR 0.35 per no-par value share entitled to dividend as well as correspondingly adjusted amounts for the total distribution and the profit carried forward.

The claim to the dividend is due on the third business day following the resolution of the Annual General Meeting, i.e. on May 24, 2022.

3. Resolution on the discharge of the members of the Management Board

The Management Board and the Supervisory Board propose the discharge of the members of the Management Board holding office in the financial year 2021 for this period.

4. Resolution on the discharge of the members of the Supervisory Board

The Management Board and the Supervisory Board propose the discharge of the members of the Supervisory Board holding office in the financial year 2021 for this period.

5. Resolution on the election of the auditor for the annual financial statements and the consolidated financial statements for the financial year 2022

On the recommendation of its Audit Committee, the Supervisory Board proposes that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt, be elected as auditor of the annual financial statements and the consolidated financial statements for the financial year 2022 and as auditor for any review of the half-year financial report and other interim financial information for the financial year 2022.

“The recommendation of the Audit Committee was prepared following a selection procedure pursuant to Article 16 (3) of the Regulation (EU) No 537/2014 of the European Parliament and of the Council of April 16, 2014 (EU Statutory Audit Regulation). On the basis of this selection procedure, the Audit Committee, in accordance with Article 16 (2) of the EU Statutory Audit Regulation, recommended Ebner Stolz GmbH & Co. KG Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Frankfurt, and PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt, to the Supervisory Board for the aforementioned auditing services with a justified preference for PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt.”

In accordance with Article 16 (2) paragraph 3 of the Regulation (EU) No 537/2014 of the European Parliament and of the Council of April 16, 2014 (EU Statutory Audit Regulation) the Audit Committee has declared that its recommendation is free from undue influence by third parties and that no restriction has been imposed on it with regard to the selection of a particular statutory auditor or audit firm (Article 16 (6) of the EU Statutory Audit Regulation).

6. Resolution on the approval of the remuneration report for the financial year 2021 prepared and audited in accordance with Section 162 of the German Stock Corporation Act (AktG)

Pursuant to Section 162 of the German Stock Corporation Act (AktG) the Management Board and the Supervisory Board have to prepare a remuneration report and submit it to the General Meeting for approval pursuant to Section 120a (4) of the German Stock Corporation Act (AktG). The remuneration report of SAF-HOLLAND SE was audited by the auditor in accordance with Section 162 (3) of the German Stock Corporation Act (AktG) to determine whether the legally required disclosures pursuant to Section 162 (1) and (2) of the German Stock Corporation Act

(AktG) were made. The auditor's report on the remuneration report is attached to the remuneration report.

The remuneration report is presented in section II. "Information on agenda item 6: Remuneration report" and is accessible from the time the Annual General Meeting is convened on our website at "<https://corporate.safholland.com/de/>" in the "Investor Relations" section under the heading "Annual General Meeting". Furthermore, the remuneration report will also be accessible there during the Annual General Meeting.

The Supervisory Board and the Management Board propose that the remuneration report for the financial year 2021, prepared and audited in accordance with Section 162 of the German Stock Corporation Act (AktG), is approved.

7. Resolution on the approval of a revised remuneration system for the members of the Management Board

Pursuant to Section 120a (1) of the German Stock Corporation Act (AktG), the General Meeting of a listed company must adopt a resolution approving the remuneration system for the members of the Management Board adopted by the Supervisory Board pursuant to Section 87a of the German Stock Corporation Act (AktG) whenever there is a significant change, but at least every four years.

The Supervisory Board last adopted a remuneration system for the members of the Management Board of the Company with effect from March 22, 2021, which was approved by the Annual General Meeting of the Company on June, 10 2021 with a majority of 99.16%. Subsequently, the Supervisory Board has decided to amend the remuneration system for the members of the Management Board previously established and approved by the Annual General Meeting in two respects with effect from March 15, 2022, and to submit the amended system to the Annual General Meeting for approval. The amended remuneration system for the members of the Management Board and the changes compared to the previous remuneration system are presented below in section III "*Information on agenda item 7: Remuneration system for the members of the Management Board*". The changes relate to the addition of so-called share ownership guidelines for the members of the Management Board to the existing remuneration system and the addition of an ESG performance target to the long-term variable remuneration (Long-Term Incentive - LTI). This further aligns the interests of the Management Board and the shareholders, and the sustainable and long-term development of SAF-HOLLAND is additionally rewarded.

The Supervisory Board proposes to the Annual General Meeting - based on the recommendation of its Nomination and Remuneration Committee - to approve the amended remuneration system for the members of the Management Board of SAF-HOLLAND SE.

8. Resolution on the amendment of the remuneration of the members of the Supervisory Board and corresponding amendments to the Articles of Association

Pursuant to Section 113 (3) sentences 1 and 2 of the German Stock Corporation Act (AktG), the Annual General Meeting of a listed company must pass a resolution on the remuneration of the members of the Supervisory Board at least every four years. Most recently, the Annual General Meeting of the Company on June, 10 2021 resolved on the remuneration for the members of the Supervisory Board and the remuneration system on which it is based with a majority of 99.96%.

The remuneration of the members of the Supervisory Board is specifically set out in Art. 16 of the Company's Articles of Association. The remuneration of the members of the Supervisory Board shall be partially adjusted and for this purpose the relevant provisions of the Articles of Association shall be amended. It is proposed that not only the chairman, but also each member of a committee shall receive an additional annual remuneration of EUR 5,000.00. In addition, the regulations on attendance fees for participation in Supervisory Board and committee meetings are to be revised and, in particular, extended to meetings held by telephone or video conference. In the opinion of the Management Board and the Supervisory Board, these regulations take into account the increased demands on the activities of the Supervisory Board of a listed company as well as the increased digitalisation of the work of the Supervisory Board due to the current situation. The amended remuneration system for the members of the Supervisory Board and the changes compared to the previous remuneration system are presented below in section IV "Information on agenda item 8: Remuneration system for the members of the Supervisory Board".

The Supervisory Board and the Management Board propose to adopt the amended remuneration system for the members of the Supervisory Board as set out in the invitation to this Annual General Meeting under section IV "Information on agenda item 8: Remuneration system for the members of the Supervisory Board" as well as the amended Supervisory Board remuneration derived therefrom and to amend it in accordance with Section 16 (2) and (3) of the Articles of Association as follows:

- "2. The chairman of a committee shall receive an additional remuneration of EUR 20,000.00, each additional member of a committee an additional annual remuneration of EUR 5,000.00.
3. For participation in a meeting of the Supervisory Board, the respective member shall receive an attendance fee of EUR 1,000.00 per meeting. For participation in a meeting of a committee, the respective member shall receive an attendance fee of EUR 500.00 per meeting. For several meetings held on one day, the attendance fee shall be paid only once. Participation in a meeting held by telephone or video conference or participation in a

meeting held by telephone or video conference shall also be deemed to be participation in a meeting.”

Apart from that, Section 16 of the Articles of Association shall remain unchanged.

II.

Information on agenda item 6:

Remuneration report

The remuneration report explains the remuneration system for both the members of the Management Board and the members of the Supervisory Board and presents the individual remuneration granted and due to the individual members of the Management Board and the Supervisory Board in 2021. The report explains in detail the individual structure and amount of the various components of Management Board and Supervisory Board remuneration. The report complies with the requirements of Section 162 German Stock Corporation Act (AktG) and the relevant accounting standards (HGB, IFRS) as well as the requirements of the German Corporate Governance Code (GCGC) as issued on December 16, 2019. Compilation of the remuneration report pursuant to Section 162 AktG is the responsibility of the Management Board and the Supervisory Board. The remuneration report and the independent auditor’s report on the review of its formal requirements are contained in the Annual Report and can be obtained from the website of SAF-HOLLAND SE.

Composition of the Management Board

There was no change in the composition of the Management Board in 2021. The Management Board was therefore composed of the following three members: the CEO (Alexander Geis), the CFO (Inka Koljonen) and the COO (Dr. André Philipp).

Management Board remuneration

Basic principles of remuneration

The current system of Management Board remuneration was passed by resolution of the Supervisory Board. Resolutions on remuneration are generally prepared by the Remuneration and Nomination Committee. If necessary, the Remuneration and Nomination Committee can recommend that the Supervisory Board makes amendments to the remuneration system. In the event of substantial changes, and at least every four years, the remuneration system will be submitted to the Annual General Meeting for approval.

The remuneration system is aligned towards the business strategy and is aimed at a performance-based and sustainable corporate governance and ensuring the long-term success of the enterprise. The criteria for determining the appropriateness of remuneration consist of the individual duties of the members of the Management Board, their personal performance, the economic situation, the performance and future prospects of the company.

The Remuneration and Nomination Committee regularly reviews the appropriateness and market conformity of the remuneration of each individual member of the Management Board in terms of its amount and structure and discusses its findings with the Supervisory Board. The appropriateness of Management Board remuneration was recently reviewed by an independent external remuneration consultancy who concluded the market conformity of the remuneration (see the section on the market conformity of remuneration for more details).

Review of the financial year 2021 from the perspective of remuneration

The remuneration system was adjusted to comply with the requirements of the German Act to Implement the Second Shareholders' Rights Directive (ARUG II) and the recommendations of the German Corporate Governance Code. For example, non-financial performance targets in terms of environmental, social and governance (ESG) issues were incorporated as a fixed component of variable compensation and a malus or clawback rule was added. The maximum remuneration allowed to date, which had been set as a percentage, was replaced by a fixed cap in real terms. As a result, all the recommendations of the GCGC are now met.

The remuneration system for members of the Management Board was approved by a 99.16% majority of the votes cast at the Annual General Meeting on June 10, 2021. The remuneration system for members of the Supervisory Board was passed by a majority of 99.96%.

Summary of Management Board remuneration 2021

The remuneration of the members of the Management Board of SAF-HOLLAND SE consists of fixed and variable components. The fixed, non-performance-based remuneration comprises a fixed annual base salary and fringe benefits. The performance-based and variable components consist of a short-term variable incentive (STI) and a long-term variable incentive (LTI).

Variable remuneration components should be measured on a multi-year basis. With regard to variable remuneration, the Supervisory Board ensures that long-term variable remuneration components exceed the short-term ones, in accordance with the recommendation of the GCGC. At the same time, short-term variable remuneration also places sufficient emphasis on annual operating targets, which serve as the basis for future corporate development.

The financial performance criteria for the STI, which were set at the beginning of 2020, could not be fully reached on account of the COVID-19 crisis. However, the individual goals for the members of the Management Board could be fully attained. Consequently, 81% of the targets set for the STI 2020 were paid out in the year 2021 for both Mr. Geis and Dr. Philipp. Ms. Koljonen, who only joined the Management Board on September 1, 2020, was assured a pro rata target achievement of 100% for 2020 in accordance with her service contract. (See the table "Remuneration granted and due" on page 21).

A collective bargaining agreement was entered into in 2020 with the trade union Industriegewerkschaft Metall covering the German locations in Bessenbach and Singen. Under this agreement, which expires at the end of 2024, the workforce has agreed to work longer hours at no

extra pay and make other financial concessions. As a sign of its solidarity, the Management Board decided to waive 5% of the STI payout annually until the end of 2024.

The payout for the LTI plan granted to the Management Board in 2017, which fell due for payment in 2021, amounts to 51% of the target. (See the table “Calculation of the LTI – PSUP 2017” on page 19).

No use was made in 2021 of the options provided in the remuneration system, which are in keeping with the legal requirements, to diverge temporarily from the remuneration system or claw back variable remuneration components.

The following table presents a summary of the components of the remuneration system applicable in 2021, the structure of the individual remuneration components and the respective targets set for the members of the Management Board:

Remuneration System

Remuneration Component	Brief Summary	Purpose and Connection to the Strategy
1. Fixed annual base salary	<ul style="list-style-type: none"> Fixed contractually agreed remuneration, paid monthly 	<ul style="list-style-type: none"> Ensures appropriate, fixed income to ensure no undue risk is taken Attracts and retains board members who can develop and successfully implement the strategy on the basis of their experience and expertise
2. Fringe benefits	<ul style="list-style-type: none"> Particularly use of a company car, subsidies for health and long-term care insurance 	
3. Short-term variable remuneration	<ul style="list-style-type: none"> As a rule, 75% financial and 25% non-financial performance targets Maximum amount (Cap): 125% of the respective target Payment in the following year 	<ul style="list-style-type: none"> Provides an incentive to board members to focus on successfully implementing the business priorities for the year
4. Long-term variable remuneration	<ul style="list-style-type: none"> Grants of virtual share units Performance targets: <ul style="list-style-type: none"> Development of the share price Business performance Maximum amount (Cap): 200% of the grant value Payment: in the fifth year after granting 	<ul style="list-style-type: none"> Links the development of Management Board compensation directly to share price performance and thus to investor interest Provides an incentive to Management Board members to raise the value of the company in the long term

Target remuneration and maximum remuneration

The total target remuneration represents a target remuneration amount which sets an incentive for high business performance and the individual and collective performance of the Management Board by defining clear targets. The “pay-for-performance” principle underlying the remuneration system results in a noticeable reduction if the targets are not attained and an increase in the remuneration if the targets are surpassed or in the case of special performance, though these are limited by the cap on the maximum remuneration.

The targets set for the variable remuneration components equate with the share of the fixed remuneration components (base salary plus fringe benefits), both of which have been set at 50%. The share of the long-term incentive exceeds the short-term incentive. As a result, the remuneration of the Management Board is oriented towards the sustainable long-term growth of the business.

In the event of possible future adjustments to the remuneration paid to members of the Management Board, the Supervisory Board has resolved for these to take the form of variable components in order to keep increasing the share of variable remuneration components.

The following table presents the contractually agreed targeted remuneration and the composition of remuneration expressed as a percentage of the total target remuneration for 2021:

Target remuneration and maximum remuneration of member of the Management Board

		Alexander Geis Chairman of the Management Board since February 26, 2019		Inka Koljonen Ordinary member of the Management Board since September 1, 2020		Dr. André Philipp Ordinary Member of the Management Board since January 1, 2019	
all figures in kEUR		Target remuneration	Maximum remuneration	Target remuneration	Maximum remuneration	Target remuneration	Maximum remuneration
Non-performance-based remuneration	Base salary 2021	734	734	375	375	375	375
	Fringe benefits 2021	28	28	38	38	32	32
	Welfare component 2021	-	-	-	-	-	-
Total amount		762	762	413	413	407	407
One-year variable remuneration	STI 2020	331	414	190	238	190	238
Multi-year variable remuneration	LTI 2017-2020	404	808	200	400	200	400
Total amount		735	1,222	390	638	390	638
Total remuneration		1497	1984	803	1051	797	1045

In accordance with Section 87a AktG, a maximum remuneration has been set for the sum of the remuneration components specified above. Including the fixed base salary, fringe benefits and the cap on variable remuneration components, this amounts to EUR 1,984,000 for the Chairman of the Management Board and EUR 1,050,000 for the ordinary members of the Management Board.

Overview of the maximum remuneration of the members of the Management Board:

Maximum limits of remuneration (maximum remuneration)

Remuneration Component	Cap
Short-term variable remuneration (STI)	125% of target amount
Long-term variable remuneration (LTI)	200% of target amount
Maximum remuneration	Chairman of the Management Board: 1,984,000 EUR
	Ordinary member of the Management Board: 1,050,000 EUR

Whether the conditions have been met for the maximum remuneration for 2021 can therefore not be assessed or ascertained until the year 2025 as only then will the final remuneration component for 2021 be fixed and paid to the respective member of the Management Board.

Appropriateness of Management Board remuneration

When setting the amount of total remuneration, the Supervisory Board ensures that it is commensurate with the tasks and performance of the respective member of the Management Board. The criteria for assessing the appropriateness of remuneration therefore lie in the individual tasks and performance of the members of the Management Board. When setting the total remuneration, the Supervisory Board ensures that the customary level of remuneration does not exceed the level paid at a suitable peer group of comparable companies in an external comparison nor to the overall workforce in an internal comparison, unless there is special justification for doing so. The external assessment is primarily based on a comparison to all the other companies listed on the SDAX. For comparative purposes, SAF-HOLLAND is positioned within the respective peer group market on the basis of the valuation criteria of sales, headcount and market capitalisation. Based on this positioning, the remuneration paid to the members of the Management Board is reviewed to ensure that it conforms with market practice. For this purpose, the Supervisory Board is supported by an independent external remuneration consultancy. In the course of the 2021 review, this consultancy confirmed that the remuneration paid to the members of the Management Board in office conformed to market standards and was therefore appropriate.

To assess the market conformity of total remuneration within the organisation, the Supervisory Board also considers the compensation and working conditions of the entire workforce of the Group in Germany on an FTE basis. Changes in the ratio of Management Board remuneration to the remuneration paid to the entire workforce is also viewed over time (vertical comparison of

management remuneration). In addition, the economic position and performance of the company needs to be appropriately considered.

The earnings of the company and the average remuneration paid to German employees on an FTE basis over the last five years compared to the annual change in Management Board remuneration is presented in the following table:

Total remuneration (actual)		2017	2018	2019	2020	2021
Management Board remuneration (kEUR)						
Alexander Geis since March 1, 2019				868	788	1,074
Change on the previous year (%)					-9.2	36.3
Inka Koljonen since September 1, 2020					139	514
Change on the previous year (%)						269.8
Dr. André Philipp since January 1, 2019				341	504	595
Change on the previous year (%)					47.8	18.1
Supervisory Board remuneration (kEUR)						
Dr. Martin Kleinschmitt since April 1, 2013		60	91	101.2	108.5	115
Change on the previous year (%)			51.6	11.2	7.2	6.0
Martina Merz since April 1, 2014		81	152	118	74.2	72
Change on the previous year (%)			87.7	-22.4	-37.1	-3
Carsten Reinhardt since April 1, 2017		27	58	71	50.2	52
Change on the previous year (%)			114.8	22.4	-29.3	3.6
Ingrid Jägering since October 1, 2019				12	64.5	69
Change on the previous year (%)					437.5	7
Matthias Arleth since July 1, 2020					34.4	69
Change on the previous year (%)						100.6

The lack of figures for the years 2017-2019 is due to the circumstances that the members of the Board had either not been appointed yet or other members of the Board were appointed in this period, who have since left and received no further remuneration in 2021.

	2017	2018	2019	2020	2021
Adjusted EBIT margin in %	8.0	6.9	6.2	6.1	7.5
Change on the previous year in %-points		-1.1	-0.7	-0.1	1.4
Result for the period of SAF-HOLLAND SE in kEUR				2,027	20,624
Change on the previous year in %					917.5
	2017	2018	2019	2020	2021
Average employee remuneration in EUR	55,051	57,258	56,979	52,671	51,613
Change on the previous year in %		4.01	-0.49	-7.56	-2.01

The decrease in employee remuneration in 2020 and 2021 results from the introduction of short-time work due to the Covid-19 pandemic and the introduction of the measures from the future collective agreement.

Non-performance-based fixed remuneration

Fixed annual base salary

The base salary represents fixed compensation for the full year and is granted on a monthly basis. Unlike many other companies, the members of the Management Board do not receive pension benefits from the company for their services. To counterbalance this, the company introduced a remuneration component in 2018 that is added to the base salary.

Fringe benefits

The taxable fringe benefits granted to the Management Board consist primarily of the use of a company car and the costs of coverage for occupational accident insurance. Furthermore, D&O insurance cover is provided. In addition, subsidies towards health and pension insurance are paid in accordance with the provisions of social security law.

Performance-based variable remuneration

The performance-based variable remuneration components are the short-term incentive (STI), which relates to performance in the respective financial year, and the long-term incentive (LTI), that measures performance over a number of years. The two components are based on different measurement bases and have different performance parameters, corresponding to their respective performance periods. These performance-based variable remuneration components are granted on the basis of financial and non-financial performance criteria.

No subsequent changes may be made to the targets or the comparative parameters on which the variable remuneration is measured.

Both components of variable remuneration in 2021 are presented in detail below.

Short-term variable remuneration (STI)

General features

The annual bonus is a variable cash payment based on the measurable performance of the company over the past financial year and the degree to which individual targets are attained. The STI is calculated using financial and non-financial performance criteria, which are based on the key performance indicators explained below and individual targets derived from them. With the help of the individual targets, the individual performance of each Management Board member is taken into account in the remuneration.

The individual targets can consist of financial and non-financial targets and include the environmental, social and governance (ESG) performance criteria set by the company in keeping with its corporate social responsibility. The share of business targets account for 75% in total and consist of three specific targets. The individual targets likewise consist of three targets and are weighted at 25% of the total.

Overview of the targets and their percentage weighting:

Type of target	Target definition	Weighting in %
Corporate targets	<ul style="list-style-type: none"> Group sales Adjusted EBIT Net Working Capital ratio 	<ul style="list-style-type: none"> 25% 25% 25%
Possible individual targets	<ul style="list-style-type: none"> Strategic business development Corporate culture Diversity Employees and leadership Environment Corporate Social Responsibility 	<ul style="list-style-type: none"> 25%
Total amount		<ul style="list-style-type: none"> 100%

In terms of target achievement, as a rule, the lower limit for the bonus is set at 75% and the upper limit at 125%. In exceptional cases, the Supervisory Board may set a lower limit of 50%. Due to the unpredictable developments related to the COVID-19 pandemic, the Supervisory Board decided in 2021 to take this opportunity and set the lower limit at 50%. If the sum of the weighted individual target achievement is below 50% (lower threshold), there is no *pro rata* payout of the bonus. The amount of the remuneration to be paid is calculated by multiplying the percentage of target achievement with the target bonus. In the year of joining and leaving the company, the Management Board member is entitled to a bonus on a *pro rata temporis* basis. The short-term incentive is paid out in the following financial year.

Based on all the individual measured target achievement factors, the overall target achievement factor is calculated by weighting the individual factors. Multiplying the total target achievement factor by the STI target amount yields the STI payout amount. The upper and lower limits of 125% and 50% referred to above apply. Payment is made at the end of the first quarter of the financial year following the year for which the respective STI was granted.

Calculation of the STI payout:

Individual target achievement factor 50% - 125%	×	Target	=	Payout
Corporate targets (75% weighting) Individual targets (25% weighting)				Pay-out cap = 125% of the target amount

Structure in 2021

Corporate targets

Three targets were defined as corporate targets for 2021

- Group sales
- Adjusted EBIT margin (%)
- Net working capital ratio (%)

These consider the overall responsibility of the Management Board and primarily set incentives for further growth of the company, an improvement in profitability and reinforcement of cash flow.

A core element of the corporate strategy is profitable growth, whereby sales constitute an important instrument for planning the next steps for the organisation.

The adjusted EBIT margin sets an incentive to strengthen the operating earnings power of the Company. EBIT measures earnings before interest and tax. The EBIT indicator considers depreciation and amortisation in addition and encourages investments that provide a suitable return on the capital employed.

Effective management of working capital, measured as the sum of inventories and trade receivables less trade payables, is, in addition to profitability, a key factor influencing cash flow.

Individual targets and sustainability targets

For 2021 the Supervisory Board set two individual targets in the areas for which the respective member of the Management Board is directly responsible. It also agreed on a mutual target on sustainability. The individual targets contribute to raising the efficiency of project work within the Group and to realising further progress in diversity and digitalisation.

As a global player in the trailer and truck industry, SAF-HOLLAND seeks to make a valuable contribution towards society and the future with its innovative products and sustainable actions. In this context, the focus in 2021 was on lowering energy consumption at the SAF-HOLLAND locations.

The individual targets and the common sustainability target are listed in the following table:

Members of the Management Board	Focus area	Specific target	Target achievement	Actual achievement
Alexander Geis (CEO) since February 26, 2019	Business development	Development of a global CSR concept	100%	125%
	Diversity	Development of measures to increase female representatives		
	Sustainability	Implementation of specific measures to save energy		
Inka Koljonen (CFO) since September 1, 2020	Business development	Establishing a global operations controlling	100%	110% ¹
	Process optimisation	Repositioning of the IT department		
	Sustainability	Implementation of specific measures to save energy		
Dr. André Philipp (COO) since January 1, 2019	Business development	Facilitating the project FORWARD 2.0 USA	100%	125%
	Process optimisation	Conducting corporate OpEx assessments		
	Sustainability	Implementation of specific measures to save energy		

¹ Due to the resignation of Ms Koljonen as of January 31, 2022 a flat-rate determination of the STI target achievement was made

Target achievement

The following table presents the key performance indicators for the annual bonus 2021, their performance corridors and the corresponding target achievement, with the resulting overall target achievement, including the respective sums paid out, in detail:

		50%	75%	100%	125%	Weighting
Alexander Geis CEO	Group sales (EUR m)	943.6	970	995.8	1,020.8	0.25
	Adjusted EBIT margin (in %)	5.6	5.8	6.1	6.6	0.25
	Net Working Capital (in % of sales)	16.50	16.00	15.50	15.00	0.25
	Individual targets					0.25
						100%
Dr. André Philipp COO	Group sales (EUR m)	943.6	970	995.8	1,020.8	0.25
	Adjusted EBIT margin (in %)	5.6	5.8	6.1	6.6	0.25
	Net Working Capital (in % of sales)	16.50	16.00	15.50	15.00	0.25
	Individual targets					0.25
						100%
Inka Koljonen CFO ¹						

		Actual target achievement	Target achievement in %	Weighted value	Target amount in EUR	Amount paid-out in EUR
Alexander Geis CEO	Corporate targets	1,246.0	125.0%	31.3%		413,750 ²
		7.50	125.0%	31.3%		
		14.80	125.0%	31.3%		
	Individual targets		125.0%	31.3%		
				125%	331,000	
Dr. André Philipp COO	Corporate targets	1,246.0	125.0%	31.3%		237,500 ³
		7.50	125.0%	31.3%		
		14.80	125.0%	31.3%		
	Individual targets		125.0%	31.3%		
				125%	190,000	
Inka Koljonen CFO ¹				110%	190,000	209,000

¹ Based on a settlement agreements due to her resignation as of January 31, 2022.

² Will be reduced by 5% / EUR 20,687 due to the voluntary waiver in connection with the collective agreement to secure future viability.

³ Will be reduced by 5% / EUR 11,875 due to the voluntary waiver in connection with the collective agreement to secure future viability.

Long-term variable remuneration (LTI)

General features

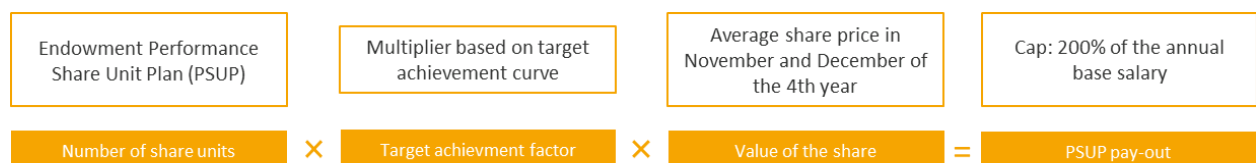
The long-term variable remuneration or long-term incentive (LTI) is a variable share-based remuneration component whose objective is to increase the value of the company in the long term and to create a sustainable connection between the interests of the company's management and senior management with those of the shareholders of SAF-HOLLAND SE. This is realised by a Performance Share Unit Plan (PSUP) introduced in 2013 that takes into account both company performance and share price performance. The PSUP provides for a performance period of four years. With the PSUP, the interests of the members of the Management Board and the shareholders should be more closely regarding a sustainable increase in the value of the company. In addition, the PSUP ensures long-term commitment of the Management Board to the company and increases its motivation.

Participants receive phantom share units at the beginning of the performance period. With the existing LTI programme, the remuneration system fulfils, from the perspective of the Supervisory Board, the requirements of comparable share ownership guidelines for the following reasons: (1) The performance of the phantom shares corresponds to the development of the real share price. (2) The members of the Management Board do not have any freedom with regard to the investments made from their remuneration but are, rather, obliged to invest in the phantom shares. (3) Due to the annual grant and four-year performance period, the value of the phantom shares held after a four-year build-up phase is equivalent to at least one year's base salary of a Management Board member.

The number of phantom shares at the beginning of the performance period is determined by dividing the respective endowment by the average share price in the last two months of the year preceding the grant. Upon expiration of the performance period, the number of phantom shares granted is adjusted by multiplying it with a target achievement factor. The target achievement factor is the ratio of the company's average performance (adjusted EBIT margin) during the performance period versus the average target value previously set for the performance period. The long-term variable remuneration is paid out with the payroll on the basis of the audited consolidated financial statements.

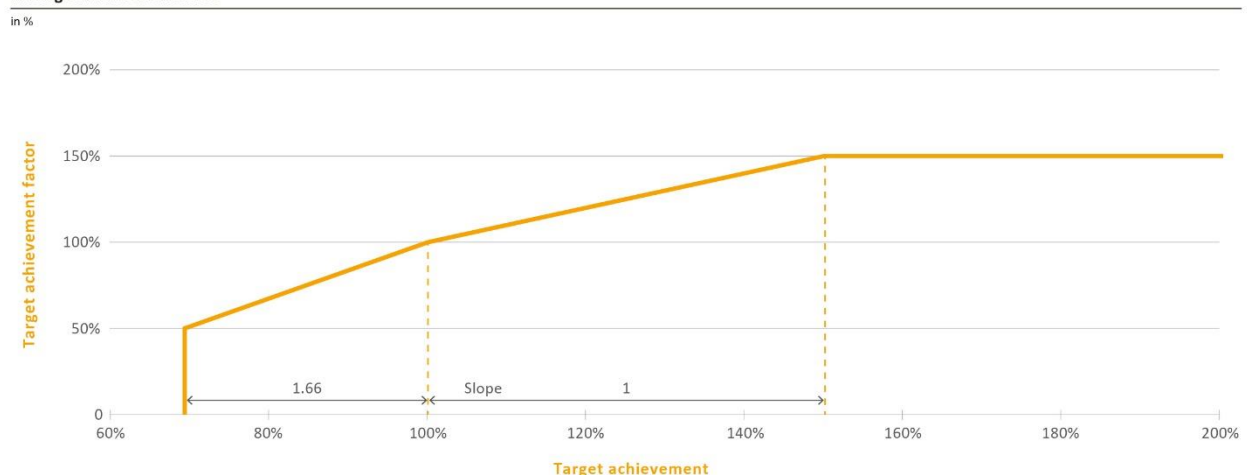
The amount of the participants' payment entitlement is determined by multiplying the phantom shares with the average share price during the last two months of the performance period and the target achievement factor.

The calculation of the PSUP payout is as follows:



The prerequisite for exercising appreciation rights is the achievement of a defined performance target. The performance target is fulfilled if during the entitlement period the Group has achieved an average minimum operating performance measured by the performance indicator "adjusted EBIT margin". A level of target achievement that is below 70% results in a target achievement factor of "0" and no payout.

LTI target achievement curve



A potential payment may be temporarily withheld by the Supervisory Board should imminent or urgent financial factors at SAF-HOLLAND SE and/or a Group company make a payment impossible. Generally, the Supervisory Board is allowed to suspend or terminate the LTI plan at any time. Rights under plans already granted cannot be subsequently changed without the participant's consent.

The maximum payout under the terms of the PSUP is 200% of the grant (maximum value) in each case. This cap in conjunction with the fixed base salary and the upper limit of 125% of the short-term variable remuneration thereby constitute the maximum limit for the remuneration of the members of the Management Board.

If a Management Board member leaves the company prior to the expiration of the performance period as a result of death, disablement, disability or reaching the contractually agreed retirement age, the member or their surviving dependents will receive any potential payout on a *pro rata temporis* basis on the due date for the payment.

The loss of all rights under the PSUP is limited to the case of termination for good cause by the company. If the service contract is terminated for other reasons, the amount paid out corresponds to the amount that the Management Board member would be entitled to on the date of the payout after deducting the *pro rata temporis* amount for the interim. Notwithstanding the above rule, the phantom shares granted for the years 2019, 2020 and 2021 are vested. This means that they will not be reduced on a *pro rata temporis* basis if the service contract is terminated before the end of the respective assessment period.

Grant in financial year 2021

The LTI plan granted in 2021 is based on the following performance indicators (basis: mid-term planning 2021):

Performance periods 2021 - 2024

Average target value: Adjusted EBIT margin	7.63%
Average share price (issue price)	9.93 EUR

Grant (target amount divided by issue price)

	Target amount in kEUR	Number of shares granted
Alexander Geis	404	40,685
Dr. André Philipp	200	20,141
Inka Koljonen	200	20,141

Target achievement and inflow 2021

The following summary presents the relevant indicators for the LTI plan granted in 2017, the corresponding target achievement and the resulting payout amount in 2021:

Calculation LTI - PSUP 2017

	2017	2018	2019	2020	Average
Result of adjusted EBIT margin	8.00%	6.90%	6.20%	6.10%	6.80%
Share price Nov./Dec. 2016	13,01 EUR				
Target value PSUP 2018	8.48%				
Target achievement	80.19				
Target achievement factor	66.91				

70% target achievement = 50% bonus

1% target achievement = 1.66% target achievement factor

	in kEUR upon 100 % target achievement	Number of shares granted	Target achievement factor	Grant price Nov./Dec. 2020	Target achievement (kEUR)	Target achievement (%)
Alexander Geis	170	13,067	0.6691	9.93 EUR	87	51
Dr. André Philipp	128	9,800	0.6691	9.93 EUR	65	51
Inka Koljonen	75	5,765	0.6691	9.93 EUR	38	51

Supplementary clauses

Malus and clawback clauses

The Supervisory Board is permitted to take into account extraordinary developments and events to an appropriate extent. In such cases, the service contracts with the members of the Management Board provide for a malus and a clawback provision. These mainly relate to performance-based variable remuneration components and, in this regard, primarily the LTI. In justified cases, entitlements to variable remuneration may be cancelled (malus). Another option is to reclaim a payment already made (clawback). If it transpires that a member of the Management Board has intentionally breached a material duty and this breach of duty meets the definition of a “gross breach of duty” justifying the dismissal from the Management Board (Section 84 (3) AktG)), the malus or clawback provision may apply.

The Supervisory Board did not identify any reason in 2021 to make use of the options to reduce the variable remuneration components, waive them entirely or to claw them back.

Post-contractual non-competition clause

The service contracts of Mr. Geis and Dr. Philipp contain a post-contractual non-competition clause, which prohibits these Management Board members from working for or rendering services to a competitor for a period of one year after leaving the company. As consideration, they receive noncontractual compensation in accordance with Section 74 (2) HGB of 50% of their last drawn contractual remuneration package.

A contractual non-competition clause generally applies to all members of the Management Board during the terms of their contracts.

Severance agreement

Whether a severance payment is granted or not in the event of premature termination of the service contract due to revocation of the appointment or due to any other premature termination lies at the discretion of the company. Any severance payment is limited to a maximum of two years' total remuneration (*i.e.* annual base salary, short-term variable incentive (STI) and long-term variable incentive (LTI)). The calculation of the fixed annual remuneration is based on the previous year or the current year. When considering variable remuneration (STI and LTI), the amount of variable remuneration granted during the last financial year is to be applied.

No severance payment is made in the event of a termination of a contract with a member of the Management Board for culpable due cause on the part of that member or termination of the contract at the wish of the member of the Management Board.

Severance payments shall be credited against the non-contractual compensation.

Disclosures on benefits paid by third parties

No benefits were promised or granted to the members of the Management Board by third parties in 2021.

Change of control

In the event of a change of control, each member of the Management Board has a single right to resign from office upon three months' notice to the end of the respective month and to terminate the service contract on that same date. This extraordinary right of termination only exists within one month of the date on which the Management Board member becomes aware that a change of control has actually taken place. In the event of premature termination of the service contract due to a change of control, the Management Board member has no entitlement to severance pay.

Remuneration granted and due

The following table presents the individual remuneration granted and due to the current members of the Management Board pursuant to Section 162 (1) sentence 2 No. 1 AktG in financial year 2021.

		Alexander Geis Chairman of the Management Board since February 26, 2019				Inka Koljonen Ordinary member of the Management Board since September 1, 2020			
		2020		2021		2020		2021	
		in kEUR	in %	in kEUR	in %	in kEUR	in %	in kEUR	in %
Non-performance-based remuneration	Base salary	618 ¹	78	734	68	125	90	375	73
	Fringe benefits	27	4	28	3	14	10	38	7
	Welfare expenses	0	0	0	0	0	0	0	0
Total amount		645	82	762	71	139	100	413	80
One-year variable remuneration	STI 2019	70	9			0	0		
	STI 2020			225	21			63	12
Multi-year variable remuneration	LTI 2016 - 2019	73	9			0	0		
	LTI 2017 - 2020			87	8			38	8
Total amount		143	18	312	29	0	0	101	20
Other	Special bonus 2020	0	0	0	0	0	0	0	0
Total remuneration		788	100	1,074	100	139	100	514	100

		Dr. André Philipp Ordinary member of the Management Board since January 1, 2019			
		2020		2021	
		in kEUR	in %	in kEUR	in %
Non-performance-based remuneration	Base salary	341 ¹	68	375	63
	Fringe benefits	30	6	32	5
	Welfare expenses	0	0	0	0
Total amount		371	74	407	68
One-year variable remuneration	STI 2019	46	9		
	STI 2020			123	21
Multi-year variable remuneration	LTI 2016 - 2019	37	7		
	LTI 2017 - 2020			65	11
Total amount		83	16	188	32
Other	Special bonus 2020	50	10	0	0
Total remuneration		504	100	595	100

¹ including voluntary deducted waiver of salaries in connection with the future collective agreement

The following table presents the respective target remuneration for the acting members of the Management Board for the financial year 2020/2021. This includes the target remuneration promised for the financial year upon 100% target achievement, supplemented by the disclosures for the individually attainable minimum and maximum remuneration. In addition, the inflow for the financial year pursuant to the definition given in the GCGC issued on February 7, 2017 is presented as the actual remuneration.

Target remuneration and inflow pursuant to the GCGC for 2021

In kEUR	Alexander Geis					Inka Koljonen				
	2020 (target)	2021 (target)	2021 (min)	2021 (max)	2021 inflow	2020 (target)	2021 (target)	2021 (min)	2021 (max)	2021 inflow
Base salary	650	734	734	734	734	125	375	375	375	375
Special bonus	0	0	0	0	0	0	0	0	0	0
Fringe benefits	27	28	28	28	28	14	38	38	38	38
Total amount	677	762	762	762	762	139	413	413	413	413
Annual variable remuneration	293	331	0	414	225	63	190	0	238	63
Perennial variable remuneration	0	0	0	0	0	0	0	0	0	0
LTI programme 2017 - 2020	0	0	0	0	87	75	0	0	0	38
LTI programme 2018 - 2021	0	0	0	0	0	100	0	0	0	0
LTI programme 2019 - 2022	0	0	0	0	0	125	0	0	0	0
LTI programme 2020 - 2023	357	0	0	0	0	175	0	0	0	0
LTI programme 2021 - 2024	0	404	0	808	0	0	200	0	400	0
Total amount	650	735	0	1,222	312	538	390	0	638	101
Welfare payments	0	0	0	0	0	0	0	0	0	0
Total remuneration	1,327	1,497	762	1,984	1,074	677	803	413	1,051	514

In kEUR	Dr. André Philipp					Summe				
	2020 (target)	2021 (target)	2021 (min)	2021 (max)	2021 inflow	2020 (target)	2021 (target)	2021 (min)	2021 (max)	2021 inflow
Base salary	359	375	375	375	375	1,134	1,484	1,484	1,484	1,484
Special bonus	50	0	0	0	0	50	0	0	0	0
Fringe benefits	30	32	32	32	32	71	98	98	98	98
Total amount	439	407	407	407	407	1,255	1,582	1,582	1,582	1,582
Annual variable remuneration	160	190	0	238	123	516	711	0	889	411
Perennial variable remuneration	0	0	0	0	0	0	0	0	0	0
LTI programme 2017 - 2020	0	0	0	0	65	75	0	0	0	190
LTI programme 2018 - 2021	0	0	0	0	0	100	0	0	0	0
LTI programme 2019 - 2022	0	0	0	0	0	125	0	0	0	0
LTI programme 2020 - 2023	170	0	0	0	0	702	0	0	0	0
LTI programme 2021 - 2024	0	200	0	400	0	0	804	0	1,608	0
Total amount	330	390	0	638	188	1,518	1,515	0	2,497	601
Welfare payments	0	0	0	0	0	0	0	0	0	0
Total remuneration	769	797	407	1,045	595	2,773	3,097	1,582	4,080	2,183

Remuneration of the Supervisory Board

The remuneration paid to the members of the Supervisory Board is governed by Section 16 of the Articles of Association of SAF-HOLLAND SE. It is commensurate to the tasks of the Supervisory Board and the situation of the company.

Under the current remuneration system, the members of the Supervisory Board and its Chairman receive a fixed annual remuneration after the end of the financial year, which means that the fixed annual remuneration for 2021 will be paid out in the year 2022. Performance-based or stock-based remuneration components are not granted.

- The members of the Supervisory Board receive a fixed annual fee of EUR 40,000.

- The Chairman of the Supervisory Board receives a fixed annual fee of EUR 100,000.
- The Deputy Chairwoman of the Supervisory Board receives a fixed annual fee of EUR 60,000.

This considers the greater amount of time invested by the chairman and his deputy.

Each chairperson of the Supervisory Board's committees receives a fixed fee of EUR 20,000 for their work on the committee in recognition of the additional work entailed. The ordinary members of the committees do not receive any fixed remuneration.

Each member of the Supervisory Board receives an attendance fee of EUR 1,000 for attending the meetings of the Supervisory Board and EUR 500 for each telephone conference. The chairpersons of committees do not receive any attendance fees for meetings or telephone conferences of the respective committees.

Members of the Supervisory Board who only sit on the Supervisory Board or one of its committees for part of the financial year or who occupy the position of Chairperson or Deputy Chairperson, receive the corresponding remuneration on a *pro rata temporis* basis.

The D&O group insurance also covers the members of the Supervisory Board. No advances or loans were made to current or former members of the Supervisory Board in 2021.

The total remuneration paid to the members of the Supervisory Board for 2021 amounts to EUR 377,000 (previous year: EUR 371,900).

The remuneration of the Supervisory Board for 2021 breaks down to the individual members as follows:

Remuneration granted and due to the Supervisory Board in 2021 (in kEUR)								
Member of the Supervisory Board	Components of total remuneration							
	Fixed remuneration for the whole board (share in total remuneration in %)				Remuneration for committee work (share in total remuneration in %)			
	2021	in %	2020	in %	2021	in %	2020	in %
Dr. Martin Kleinschmitt	100.0	87%	100.0	92%	0.0	0%	0.0	0%
Martina Merz	60.0	83%	60.0	81%	0.0	0%	10.0	13%
Carsten Reinhardt	40.0	77%	40.0	80%	0.0	0%	0.0	0%
Ingrid Jägering	40.0	58%	40.0	62%	20.0	29%	20.0	31%
Matthias Arleth (member from July 2020)	40.0	58%	20.0	58%	20.0	29%	10.0	29%
Anja Kleybold (member until June 2020)	0.0	-	20.0	96%	0.0	-	0.0	0%
Jack Gisinger (member until May 2020)	0.0	-	16.7	86%	0.0	-	0.0	0%
Total amount	280.0	74%	296.7	80%	40.0	11%	40.0	11%

Components of total remuneration								
Member of the Supervisory Board	Attendance fees				Waiver of base salary in Q2			
	(share in total remuneration in %)							
	2021	in %	2020	in %	2021	in %	2020	in %
Dr. Martin Kleinschmitt	15.0	13%	12.5	12%	0.0	0%	-4.1	-4%
Martina Merz	12.0	17%	7.5	10%	0.0	0%	-3.3	-4%
Carsten Reinhardt	12.0	23%	12.0	24%	0.0	0%	-1.8	-4%
Ingrid Jägering	9.0	13%	7.0	11%	0.0	0%	-2.6	-4%
Matthias Arleth (member from July 2020)	9.0	13%	4.5	13%	0.0	0%	-0.1	0%
Anja Kleybold (member until 2020)	0.0	-	2.5	12%	0.0	-	-1.7	-8%
Jack Gisinger (member until May 2020)	0.0	-	4.0	21%	0.0	-	-1.3	-7%
Total amount	57.0	15%	50.0	13%	0.0	0%	-14.8	-4%

Total remuneration		
Member of the Supervisory Board		
	2021	2020
Dr. Martin Kleinschmitt	115.0	108.5
Martina Merz	72.0	74.2
Carsten Reinhardt	52.0	50.2
Ingrid Jägering	69.0	64.5
Matthias Arleth (member from July 2020)	69.0	34.4
Anja Kleybold (member until June 2020)	0.0	20.8
Jack Gisinger (member until May 2020)	0.0	19.4
Total amount	377.0	371.9

Outlook for the financial year 2022 from the perspective of remuneration

Remuneration of the Management Board

The Annual General Meeting of the Company on June 10, 2021 approved the remuneration system for members of the Management Board with a majority of 99.16%. The following amendments will be proposed to the Annual General Meeting 2022 to bring the interests of the Management Board and those of the shareholders even closer together and additionally honour the sustainable and long-term development of the Company:

Share Ownership Guidelines

At its meeting on March 15, 2022 and after preparation by the Remuneration and Nomination Committee, the Supervisory Board passed a resolution approving a remuneration system that sets share ownership guidelines for members of the Management Board in addition to the existing rules. This brings the interests of the Management Board and the shareholders further into alignment and also rewards the sustained long-term development of SAF-HOLLAND.

Sustainability criteria in the LTI

In addition, the Supervisory Board passed a resolution to supplement the LTI agreement for members of the Management Board by adding an ESG target.

Remuneration of the Supervisory Board

The Annual General Meeting of the Company on June 10, 2021 also passed a resolution on the remuneration of the Supervisory Board and the underlying remuneration system, with a majority of 99.96% in favour. To address the greater demands placed upon the activities of a supervisory board of a publicly listed company and the increasing digitalisation of the work of the Supervisory Board to handle the current situation, the following amendments to the Supervisory Board remuneration will be proposed to the Annual General Meeting 2022:

- Introduction of a fixed fee for memberships on committees of the Supervisory Board
- Introduction of a uniform payment for attendance fees for all members and chairpeople of the Supervisory Board and its committees and
- A rule on video conferences relating to the payment of attendance fees

REPORT OF THE INDEPENDENT AUDITOR ON THE FORMAL AUDIT OF THE REMUNERATION REPORT PURSUANT TO Section 162 PARA. 3 AKTG

To SAF-HOLLAND SE, Bessenbach

OPINION

We have formally audited the remuneration report of the SAF-HOLLAND SE, Bessenbach, for the financial year from 1 January to 31 December 2021 to determine whether the disclosures pursuant to Section 162 paras. 1 and 2 of the German Stock Corporation Act (AktG) have been made in the remuneration report. In accordance with Section 162 para. 3 of the German Stock Corporation Act (AktG), we have not audited the content of the remuneration report.

In our opinion, the information required by Section 162 paras. 1 and 2 of the German Stock Corporation Act (AktG) has been disclosed in all material respects in the accompanying remuneration report. Our opinion does not cover the content of the remuneration report.

BASIS FOR THE OPINION

We conducted our formal audit of the remuneration report in accordance with Section 162 para. 3 of the German Stock Corporation Act (AktG) and IDW (*Institut der Wirtschaftsprüfer*: Institute of Public Auditors in Germany) Auditing Standard: The formal audit of the remuneration report in accordance with Section 162 para. 3 AktG (IDW AuS 870).

Our responsibility under that provision and that standard is further described in the "Auditor's Responsibilities" section of our auditor's report. As an audit firm, we have complied with the requirements of the IDW Quality Assurance Standard: Requirements to quality control for audit firms (*IDW Qualitätssicherungsstandard* - IDW QS 1). We have complied with the professional duties pursuant to the Professional Code for German Public Auditors and German Chartered Auditors (*Berufssatzung für Wirtschaftsprüfer und vereidigte Buchprüfer* - BS WP/vBP), including the requirements for independence.

RESPONSIBILITY OF THE MANAGEMENT BOARD AND THE SUPERVISORY BOARD

The management board and the supervisory board are responsible for the preparation of the remuneration report, including the related disclosures, that complies with the requirements of Section 162 of the German Stock Corporation Act (AktG). They are also responsible for such internal control as they determine is necessary to enable the preparation of a remuneration report, including the related disclosures, that is free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITIES

Our objective is to obtain reasonable assurance about whether the information required by Section 162 para. 1 and 2 of the German Stock Corporation Act (AktG) has been disclosed in all material respects in the remuneration report and to express an opinion thereon in an auditor's report.

We planned and performed our audit to determine, through comparison of the disclosures made in the remuneration report with the disclosures required by Section 162 paras. 1 and 2 of the German Stock Corporation Act (AktG), the formal completeness of the remuneration report. In accordance with Section 162 para. 3 of the German Stock Corporation Act (AktG), we have not audited the accuracy of the disclosures, the completeness of the content of the individual disclosures, or the appropriate presentation of the remuneration report.

Frankfurt am Main, March 11, 2022

PricewaterhouseCoopers GmbH
Wirtschaftsprüfungsgesellschaft

Christian Kwasni
Wirtschaftsprüfer

ppa. Jürgen Körbel
Wirtschaftsprüfer

III.

Information on agenda item 7:

Remuneration system for members of the Management Board

A. Principles of the remuneration system for the members of the Management Board of SAF-HOLLAND SE

The remuneration system for the Management Board contributes to the furtherance of the business strategy at SAF-HOLLAND: The structure of the remuneration system should motivate the members of the Management Board to reach the strategic and financial goals laid out in Strategy 2025. Moreover, the system encourages the Management Board of SAF-HOLLAND SE to always give priority to the long-term development of the Company. As part of the steady development of the Company, added value should be created for customers, shareholders, employees and for the Company itself.

The remuneration system for the members of the Management Board should be simple, clear and understandable. It complies with the requirements of the German Stock Corporation Act (AktG) and the recommendations of the German Corporate Governance Code in the version

dated December 16, 2019 (GCGC). The main features of the system, in terms of the structure and amount of Management Board remuneration, are explained below.

This remuneration system for the members of the Management Board applies to all service contracts entered into or prolonged with members of the Management Board of the Company on or after March 15, 2022.

B. Procedure for setting the remuneration system

Fundamental aspects of remuneration

The system of management board remuneration is set by the Supervisory Board. For this purpose, the Supervisory Board is supported by its Remuneration and Nomination Committee. The committee develops recommendations for the system of Management Board remuneration, which are discussed and decided by the Supervisory Board. Where needed, the Supervisory Board can draw on external consultants, making sure they are independent.

Every year the Supervisory Board reviews the remuneration of each individual member of the Management Board in terms of amount and structure. The remuneration system for the members of the Management Board is reviewed by the Supervisory Board every two years. Resolutions on remuneration are generally prepared by the Remuneration and Nomination Committee. If necessary, the Remuneration and Nomination Committee may recommend to the Supervisory Board to make amendments to the remuneration system. In the event of substantial changes, and at least every four years, the remuneration system will be submitted to the Annual General Meeting for approval.

If the Annual General Meeting does not approve the remuneration system submitted to it for approval, a revised remuneration system is to be submitted at the next Annual General Meeting for approval by resolution.

Proportionality of remuneration

When setting the amount of total remuneration, the Supervisory Board ensures that it is commensurate with the tasks and performance of the respective member of the Management Board. The criteria for assessing the appropriateness of remuneration therefore lie in the individual tasks and performance of the members of the Management Board. When setting the total remuneration, the Supervisory Board ensures that the customary level of remuneration does not exceed the level paid at a suitable peer group of comparable companies in an external comparison nor to the overall workforce in an internal comparison, unless there is special justification for doing so. The external assessment is primarily based on a comparison to other companies listed on the SDAX. For comparative purposes, SAF-HOLLAND is positioned within the respective peer group market on the basis of the criteria of sales, headcount and market capitalisation. Based on this positioning, the remuneration paid to the members of the

Management Board is reviewed to ensure that it conforms with market practice. For this purpose, the Supervisory Board is supported by an independent external expert in executive remuneration. To assess the conformity of total Management Board remuneration internally within the Company, the Supervisory Board considers the pay levels and employment conditions of the employees of the Company, *i.e.* senior management and the workforce as a whole; the ratio of Management Board remuneration to remuneration of senior management and the workforce as a whole over time is also considered (vertical comparison of remuneration). In addition, the economic position and performance of the Company should be appropriately considered.

Variable remuneration components should be measured on a multi-year basis. With regard to variable remuneration, the Supervisory Board ensures that long-term variable remuneration components exceed the short-term ones, in accordance with the recommendation of the GCGC. At the same time, short-term variable remuneration also places sufficient emphasis on annual operating targets, which serve as the basis for future corporate development.

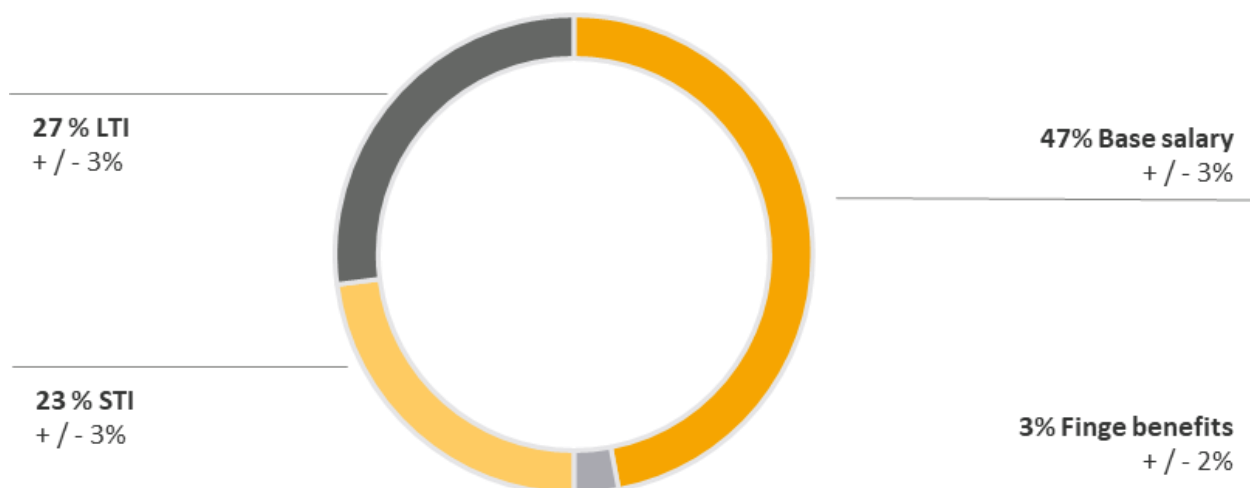
According to Section 87a (2) sentence 2 AktG, the Supervisory Board may temporarily deviate from the remuneration system of the Management Board if this is necessary for the long-term well-being of the Company. This includes for example, a need to adjust the remuneration system to provide an adequate incentive if the business strategy is significantly changed or there are far-reaching changes to the economic situation (such as severe economic crises, wars or pandemics) under which the original performance criteria and/or indicators of the remuneration system lapse, provided that the specific impacts of such circumstances could not have been foreseen. It is expressly stated that general unfavourable market developments do not constitute an exception that would justify any deviation from the remuneration system.

In terms of procedure, any such deviation requires a resolution of the Supervisory Board that expressly stipulates in a suitable form the duration of the deviation, the deviation as such, but also the grounds for the deviation (*i.e.* why the deviation is necessary for the long-term well-being of the Company). The components of the remuneration system that can be deviated from in exceptional circumstances are the method, the rules on determining the structure of remuneration and its amount as well as the individual components, including, but not limited to, the performance criteria. Objectively, the Supervisory Board can deviate from the respective shares of the individual components of remuneration and also from their respective criteria. Likewise, it may set the base salary differently on a case-by-case basis if this is necessary for the well-being of the Company, but not beyond the maximum amount set by the Annual General Meeting.

The remuneration system does not provide for the possibility of special remuneration (special bonuses) for the members of the Management Board (e.g. sign-on and retention bonuses or payments for special tasks or extraordinary performance). No subsequent changes may be made to the targets or the comparative parameters pursuant to G.8 of the GCGC.

Total target remuneration and maximum remuneration

The target total remuneration is calculated in such a way that, as a rule, the target amount of the variable components approximately corresponds to the share of the fixed components (base salary and fringe benefits). Furthermore, within the variable components, the share of long-term variable components should exceed the share of short-term variable components. As a rule, approximately 47% of the total target remuneration for the respective Management Board member should be accounted for by the annual base salary and 3% by fringe benefits. The STI should account for around 23% of the total, while the LTI should account for approximately 27%. The percentage weighting between the various components of the remuneration can vary by around 2 to 3 percentage points. In the event of possible future adjustments to the remuneration of members of the Management Board, the Supervisory Board has resolved for these to take the form of variable components in order to raise the share of variable remuneration components.



In accordance with Section 87a AktG, a maximum remuneration has been set for the sum of the components specified above. Including the fixed base salary, fringe benefits and the cap on variable components, this amounts to EUR 1,993,250 for the Chairman of the Management Board and EUR 1,050,000 for the ordinary members of the Management Board.

Overview of the maximum remuneration of the members of the Management Board:

	Chairman of the Management Board	Ordinary member of the Management Board
Maximum target remuneration according to § 87a para. 1 sent. 2 No. 1 Stock Corporation Act (AktG)	1.984.000€	1.050.000€

C. Components of the remuneration system

The total remuneration of the members of the Management Board of SAF-HOLLAND SE for the activities to be performed by them in accordance with their service contracts consists of non-performance-related fixed components and performance-related variable components. The following table provides a summary of the individual components of their remuneration packages.

Components and structure of the remuneration system at a glance:

Remuneration Component	Brief Summary	Purpose and connection to the strategy
Fixed annual base salary	<ul style="list-style-type: none"> Fixed contractually agreed remuneration paid monthly 	<ul style="list-style-type: none"> Ensures appropriate, fixed income to ensure no undue risk taken Attracts and retains board members who can develop and successfully implement the strategy on the basis of their experience and expertise
Fringe benefits	<ul style="list-style-type: none"> Particularly use of company car, subsidies for health and long-term care insurance 	
Short-term variable remuneration	<ul style="list-style-type: none"> As a rule, 50% financial and 25% non-financial performance targets Maximum amount: 125% of the respective target Payment in the following year 	<ul style="list-style-type: none"> Provides an incentive to board members to focus on successfully implementing the business priorities for the year
Long-term variable remuneration	<ul style="list-style-type: none"> Grants of virtual share units (Performance Share Unit Plan) Performance targets: <ul style="list-style-type: none"> Development of share price Business performance ESG targets Maximum amount (cap): 200% of the grant value Payment: in the fifth year after granting 	<ul style="list-style-type: none"> Links the development of Management Board compensation directly to share price performance and thus to investor interest Provides an incentive to Management Board members to raise the value of the company in the long-term Proves SAF-HOLLAND's social responsibility and documents the importance of sustainable corporate action

Non-performance-related fixed remuneration

Fixed annual base salary

The base salary represents a fixed compensation for the full year and is granted on a monthly basis. Unlike many other companies, the members of the Management Board do not receive pension benefits from the Company for their services. To counterbalance this, Company introduced a remuneration component in the 2018 financial year that is added to the base salary.

Fringe benefits

The taxable fringe benefits granted to the Management Board consist primarily of the use of company cars and the costs of coverage for occupational accident insurance. Furthermore, D&O insurance cover is provided. In addition, subsidies towards health and pension insurance are paid in accordance with the provisions of social security law.

Performance-related variable remuneration

The variable remuneration paid to members of the Management Board is linked to the performance and aligned towards the short and long-term development of the Company. The variable performance-related remuneration consists of a short-term component and a long-term component. The short-term incentive (STI) relates to performance in the respective financial year, and the long-term incentive (LTI) represents share-based variable remuneration measured on performance over a number of years. The two components are based on different assessment bases and have different performance parameters, corresponding to their respective performance periods. These variable performance-related components are granted on the basis of financial and non-financial performance criteria. Both components of variable remuneration are presented in detail below.

Short-term incentive (STI)

The short-term variable remuneration or short-term incentive (STI) is linked to the measurable performance of the Company over the past financial year and the degree to which individual goals are attained. The STI is calculated using financial and non-financial performance criteria, which are based on the key performance indicators explained below and individual targets derived from them.

In terms of the business targets, the three parameters are Group sales, the Net Working Capital ratio and the adjusted EBIT margin. The share of business goals amounts to 75%. With the help of the individual targets, the individual performance of each Management Board member is taken into account in the remuneration. Individual goals consist of non-financial goals. The individual goals likewise consist of three goals and are weighted at 25% of the total. Depending on their current relevance and the needs of the Company, various individual sustainability goals are selected from the areas of strategic business development, corporate culture, diversity, employees and leadership, environment and corporate social responsibility.

Overview of the goals and their percentage weighting:

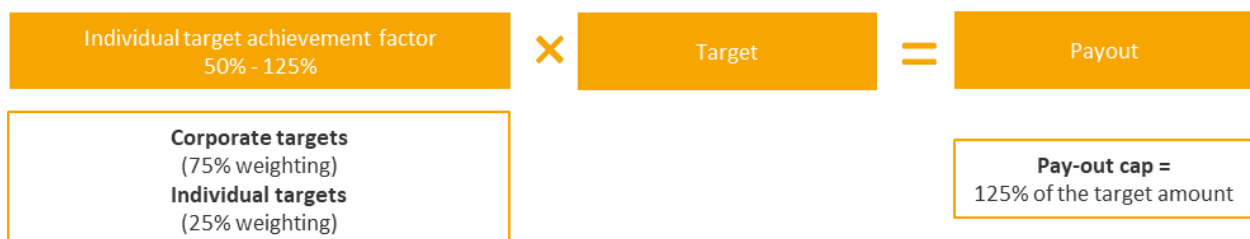
Type of target	Target definition	Weighting in %
Corporate targets	<ul style="list-style-type: none"> Group sales Adjusted EBIT Net Working Capital ratio 	<ul style="list-style-type: none"> 25% 25% 25%
Possible individual targets	<ul style="list-style-type: none"> Strategic business development Corporate culture Diversity Employees and leadership Environment Corporate Social Responsibility 	<ul style="list-style-type: none"> 25%
Total amount		<ul style="list-style-type: none"> 100%

The Supervisory Board sets the performance targets on the basis of the corporate planning submitted by the Management Board before the beginning of the financial year for which the short-term incentive is granted.

In terms of target attainment, as a rule, the lower limit for the bonus is 50% and the upper limit 125%. If the sum of the weighted individual target achievement is below 50% (threshold), there is no *pro rata* payout of the bonus. The amount of the remuneration to be paid is calculated by multiplying the percentage of target achievement with the target bonus. In the year of joining and leaving the Company, the Management Board member is entitled to a bonus on a *pro rata temporis* basis. This can be fixed at 100% for the year in which a member joins the Company during the course of the year. The short-term incentive is paid out in the following financial year.

Based on all the individual measured target achievement factors, the overall target achievement factor is calculated by weighting the individual factors. Multiplying the total target achievement factor by the STI target amount yields the STI payout amount. The upper and lower limits of 125% and 75% referred to above apply. Payment is made at the end of the first quarter of the financial year following the year for which the respective STI was granted. The consolidated financial statements for the financial year must be approved by the Supervisory Board before the STI is paid out.

Calculation of the STI payout:



Long-term incentive (LTI)

The long-term variable remuneration or long-term incentive (LTI) is a variable share-based remuneration component whose objective is to increase the value of the Company in the long-term. The aim of the LTI is to create a sustainable connection between the interests of the Company's management and senior management with the interests of the shareholders of SAF-HOLLAND SE. This is realised by means of the Performance Share Unit Plan (PSUP) introduced in 2013 that takes into account both company performance and share price performance and, since 2022, also non-financial targets. The PSUP provides for a performance period of four years. With the aid of the PSUP, the interests of the members of the Management Board and the shareholders are to be even more closely aligned with a view to achieving a sustainable increase in the value of the Company. The inclusion of non-financial targets

demonstrates SAF-HOLLAND's social responsibility and at the same time documents how important sustainable corporate action is to the Management Board. In addition, the PSUP ensures long-term commitment of the Management Board to the Company and increases its motivation.

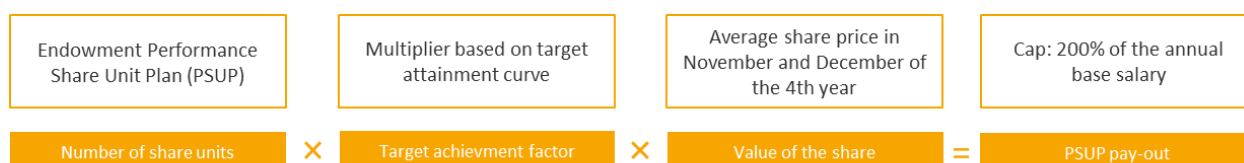
The participants receive virtual shares at the beginning of the performance period.

The number of virtual shares at the beginning of the performance period is determined by dividing the respective grant by the average share price in the last two months of the year preceding the grant. Upon expiration of the performance period, the number of virtual shares granted is adjusted by multiplying it with a target-achievement factor. The target achievement factor is calculated as the ratio of the average realised corporate performance (adjusted EBIT margin) and the sustainability target during the performance period to the average target value previously set for both targets for the performance period. The weighting of the corporate performance is 80% and that of the sustainability target 20%.

The long-term variable remuneration is paid out with the payroll on the basis of the audited consolidated financial statements.

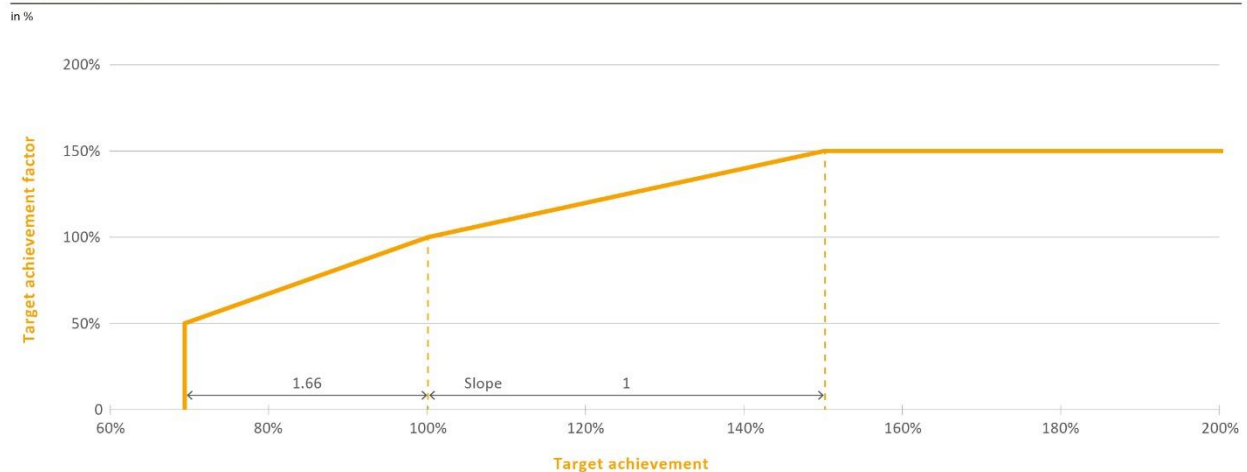
The amount of the participants' payment entitlement is determined by multiplying the virtual shares with the average share price during the last two months of the performance period and the target-achievement factor.

The calculation of the PSUP payout is as follows:



The prerequisite for exercising appreciation rights is the achievement of a defined performance target. The performance target is fulfilled if during the entitlement period the Group has achieved an average minimum operating performance measured by the performance indicators "adjusted EBIT" and a sustainability target. A level of target achievement that is below 70% results in a target achievement factor of "0" and no payout.

LTI target achievement curve



A potential payment may be temporarily withheld by the Supervisory Board if imminent and urgent financial factors to which SAF-HOLLAND SE and/or a Group company are exposed make a payment impossible. Generally, the Supervisory Board is allowed to suspend or terminate the LTI plan at any time. Rights under plans already granted cannot be subsequently changed without the participant's consent.

The maximum payout under the terms of the PSUP is 200% of the allocation (maximum value) in each case. This cap in conjunction with the fixed base salary and the upper limit of 125% of the short-term variable remuneration thereby constitute the maximum limit for the remuneration of the members of the Management Board.

If a Management Board member leaves the Company prior to the expiration of the performance period as a result of death, disablement, disability or retirement according to the contractually agreed age, the member or their surviving dependents will receive any potential payout on a *pro rata temporis* basis on the payment due date.

The loss of all rights under the PSUP is limited to the case of termination for good cause by the Company. If the service contract is terminated for other reasons, a payment is made on the payment date at the amount that the Management Board member is entitled to on the payment date on a *pro rata temporis* basis. Notwithstanding the above rule, the virtual shares allocated for the years 2019, 2020 and 2021 are vested. This means that they will not be reduced on a *pro rata temporis* basis if the service contract is terminated before the end of the respective assessment period.

D. Supplementary clauses

Malus and clawback

The Supervisory Board is permitted to take into account extraordinary developments and events to an appropriate extent. In such cases, the service contracts with the members of the Management Board provide for a malus and a clawback provision. This applies in particular to

the granting of performance-related variable components, and in this respect mainly to the LTI. In justified cases, entitlements to variable remuneration may be cancelled (malus). Another option is to reclaim a payment already made (clawback). If it transpires that a member of the Management Board has intentionally breached a material duty and this breach of duty meets the definition of a “gross breach of duty” justifying their dismissal from the Management Board (Section 84 (3) AktG), the malus or clawback provision may apply.

A gross breach of duty may exist, for example, in the following cases:

- A violation of Section 93 AktG or of other legal obligations
- Breach of a material contractual obligation
- Violation of the Company’s core principles e.g. the Compliance Policy, SAF-HOLLAND Code of Conduct

It is not necessary for the Company to prove that it has suffered any loss as a result of the breach of duty. Asserting these clawback or malus rights and the extent to which they are exercised lies at the discretion of the Supervisory Board. The clawback or malus rights are also enforceable even if the appointment to the Management Board or the employment relationship has already ended at the time the right is asserted. However, clawback or malus rights are generally not exercised if there has not been any financial loss or reputational harm to the Company. Clawback or malus rights lapse if more than 2.5 years have elapsed since the date of the violation. The defence allowed by Section 818 (3) of the German Civil Code (BGB) is excluded.

If it is not possible to clawback or withhold an amount not exceeding 50% of the allocated virtual shares under the LTI, or not to the extent required, the Company may also withhold STI payments as a secondary option. However, it is not permitted to clawback any STI payments already granted. Any other claims for damages asserted by the Company against the member of the Management Board shall remain unaffected by the aforementioned provisions.

The assignment or pledging of remuneration claims arising from the service contracts of Members of the Management Board is subject to the prior approval of the Supervisory Board.

Share Ownership Guidelines

In its meeting on March 15, 2022 and after preparation by the Nomination and Remuneration Committee, the Supervisory Board supplemented the existing regulations in the remuneration system with share ownership guidelines for the members of the Management Board. Thus, the Chairman of the Management Board is obliged to acquire SAF-HOLLAND shares in the amount of 150% of a basic annual remuneration (gross) and each ordinary member of the Management Board in the amount of 100% of a basic annual remuneration (gross) and to hold these for the duration of their appointment. Existing shareholdings are taken into account. Virtual shares

received by the Management Board member under the Long-term Incentive (LTI) programme are also counted at 50% towards the aforementioned shareholding level. The prescribed shareholding may be built up over a period of four years. The basis of assessment for the value of the share portfolio is the purchase price of the shares at the time of acquisition. After the end of the build-up phase, each member of the Management Board must provide evidence of his shareholding on an annual basis.

The shareholding rules further align the interests of the Management Board as well as the shareholders, and the sustainable and long-term development of SAF-HOLLAND is additionally rewarded.

Post-contractual non-competition clause

The service contracts with the Chairman and some ordinary members of the Management Board generally contain a post-contractual non-competition clause, which prohibits these members from working for or rendering services to a competitor for a period of one year after leaving the Company. As consideration, they receive non-contractual compensation in accordance with Section 74 (2) HGB of 50% of their last drawn contractual remuneration package.

A contractual non-competition clause generally applies to all members of the Management Board during the terms of their contracts.

Contract terms

The term of the service contracts with members of the Management Board is extended for the full duration of their appointment and is prolonged for the duration of any reappointment. Taking account of the requirements of the GCGC, the term of appointment and the duration of the contracts, respectively, is generally limited to three years upon first time appointment to the Management Board. In the case of reappointment, the term and prolongation of the contract is limited to a maximum of five years in accordance with the requirements of Section 84 AktG.

In the event of termination of the office as member of the Management Board, in particular due to dismissal or resignation, the service contract expires automatically after a grace period of three months to the end of the relevant month ("expiry period") without the need for notice to be given (condition subsequent). The expiry period commences upon receipt of the resignation from the respective member of the Management Board. In the event of dismissal or resignation, the Company may immediately release the respective Management Board member from the obligation to render any further service, while continuing to pay the remuneration.

Severance agreement

Whether a severance payment is granted or not in the event of premature termination of the service contract due to revocation of the appointment to the Management Board or due to any other premature termination lies at the discretion of the Company. Any severance payment is limited to a maximum of two years' total remuneration (*i.e.* annual base salary, variable short-term incentive (STI) and variable long-term incentive (LTI)). The calculation of the fixed annual remuneration is based on the previous year or the current year. When considering variable remuneration (STI and LTI), the amount of variable remuneration of the previous financial year is to be applied.

No severance payment is made in the event of a termination of a contract with a member of the Management Board for culpable due cause on the part of that member or termination of the contract at the wish of the member of the Management Board.

Severance payments shall be credited against the non-contractual remuneration.

Change of control

In the event of a change of control, each member of the Management Board has a single right to resign from office upon three months' notice to the end of the respective month and to terminate the service contract on that same date. This extraordinary right of termination only exists within one month of the date on which the Management Board member becomes aware that a change of control has actually taken place. In the event of premature termination of the service contract due to a change of control, the Management Board member has no entitlement to severance pay. A change of control exists, for example,

- if one or more third parties acquire at least 30% of the voting rights in the Company via the purchase of shares or in some other way
- in the case of a merger (Section 2 of the German law of reorganisations (UmwG))
- when the assets of the Company are transferred (Section 174 (1) and (2) UmwG)
- in the event of a legal transfer of the main assets to third parties that do not belong to the SAF-HOLLAND Group, or
- upon conclusion of a contract of control by the Company as a dependent company.

Secondary employment

The acceptance of any secondary employment, whether paid or unpaid, requires the prior written consent of the Company. The same applies to lectures, publications and expert opinions. Accepting appointments to the supervisory boards of other companies, advisory boards, honorary offices in organisations in which the Company is not itself a member or similar bodies also fall under this regulation.

In sum, a member of the Management Board may not hold more than two supervisory board mandates or perform comparable functions in non-Group listed companies and may not chair the supervisory board of a non-Group listed company. This ensures that neither the time involved, nor the remuneration granted conflicts with the tasks to be performed for SAF-HOLLAND SE.

Consent given to accept such secondary employment or office may be revoked at any time taking any required notice to terminate the secondary employment or office into consideration.

IV.

Information on agenda item 8:

Remuneration system for members of the Supervisory Board

1. Wording in the Articles of Association

The remuneration of the members of the Supervisory Board is specifically set out in Art. 16 of the Company's Articles of Association as follows:

- "1. Each Supervisory Board member shall receive a fixed annual remuneration of EUR 40,000.00. The Chairman of the Supervisory Board receives two-and-a-half times, the Deputy Chairman one-and-a-half times the remuneration of an ordinary Supervisory Board member.*
- 2. The Chairman of a committee shall receive an additional remuneration of EUR 20,000.00, each additional member of a committee an additional annual remuneration of EUR 5,000.00.*
- 3. For attending a meeting of the Supervisory Board or a committee, the respective member of the Supervisory Board receives an attendance fee of EUR 1,000.00 per meeting. For attending a meeting of a committee, the respective member shall receive an attendance fee of EUR 500.00 per meeting. For several meetings held on one day, the attendance fee shall be paid only once. Participation in a meeting held by telephone or by videoconference or participation in a meeting held by telephone or videoconference shall also be deemed to be participation in a meeting.*
- 4. The Company ensures that liability insurance is taken out for the benefit of the Supervisory Board members. In addition to the remuneration pursuant to the paragraphs above, the Company reimburses the Supervisory Board members for the reasonable expenses incurred by them in connection with their office as Supervisory Board member as well as for any VAT payable on their remuneration and expenses.*
- 5. Supervisory Board members who belong to the Supervisory Board for only part of a financial year or who hold the office of Chairman of the Supervisory Board or Deputy*

Chairman of the Supervisory Board shall receive a corresponding pro rata remuneration. This applies mutatis mutandis to the remuneration as Chairman of a committee.

6. *The remuneration pursuant to paragraphs 1 and 2 will become payable after the end of the General Meeting receiving, or deciding on the approval of, the consolidated financial statements for the financial year for which the remuneration is paid."*

2. Contribution of remuneration to promoting business strategy and long-term development

The system complies overall with the requirements of the German Corporate Governance Code as issued on December 16, 2019.

In accordance with the recommendation of G.18 sentence 1 of the German Corporate Governance Code, the remuneration of members of the Supervisory Board consists solely of fixed components plus attendance fees and reimbursement of out-of-pocket expenses, but no variable components. Fixed remuneration bolsters the independence of the members of the Supervisory Board and therefore makes an indirect contribution towards the "long-term development of the Company" (see Section 87a (1) sentence 2 No. 2 AktG).

At the same time, the remuneration system provides an incentive for members of the Supervisory Board to proactively promote the business strategy (see Section 87a (1) sentence 2 No. 2 AktG) as it appropriately considers the greater time required of the Chairman, who is closely involved in discussing issues of strategy (D.6 of the German Corporate Governance Code), and the Deputy Chairman of the Supervisory Board as well as the Chairman and members of the committees in accordance with G. 17 of the German Corporate Governance Code.

3. Remuneration components

The fixed remuneration components, the base remuneration, the additional remuneration for work on the committees and the attendance fee for meetings and telephone conferences can be summarised as follows (see the wording in the Articles of Association):

Remuneration component	Chairperson	Deputy Chairperson	Ordinary member
Base remuneration	EUR 100,000.00	EUR 60,000.00	EUR 40,000.00
Remuneration component			
Attendance fee per meeting of the Supervisory Board	EUR 1,000.00		
Remuneration component	Chairperson of a committee	Ordinary member of a committee	
Committee activity	EUR 20,000.00	EUR 5,000.00	
Attendance fee per meeting of a committee	EUR 500.00	EUR 500.00	

In the event that a member of the Supervisory Board is not on the board for the full financial year, remuneration is paid on a *pro rata temporis* basis. Furthermore, the Company ensures that liability insurance is taken out for the benefit of the Supervisory Board members. Any reasonable out-of-pocket expenses incurred from performing their duties on the Supervisory Board will be reimbursed. In addition, the Company refunds any VAT payable on the remuneration and the reimbursement of out-of-pocket expenses.

4. No variable remuneration, no remuneration-related contractual transactions

Due to the fact that the remuneration system does not contain any variable remuneration components, the disclosures required by Section 87a (1) sentence 2 No. 4, 6 and 7 AktG do not apply.

The remuneration of the members of the Supervisory Board is fixed directly in the Articles of Association. Consequently, no remuneration-related contractual transactions in the sense of Section 87a (1) sentence 2 No. 8 AktG can be entered into.

5. Postponement period

The base remuneration and the additional remuneration for the Chairman of a committee will become payable after the end of the General Meeting receiving, or deciding on the approval of, the consolidated financial statements for the financial year for which the remuneration is paid. Postponement periods for the payment of remuneration components are not provided for in the remuneration system.

6. Consideration of employee remuneration and employment conditions

A legally binding connection is not enshrined in the Articles of Association, does not correspond to the functional diversity of the non-operating Supervisory Board and would unduly restrict the shareholders' freedom of decision on the remuneration of the Supervisory Board.

7. Determination, implementation and review of the remuneration system

The remuneration system and the specific remuneration of the members of the Supervisory Board are determined by the Annual General Meeting, which passes resolutions on the remuneration of the members of the Supervisory Board at least every four years in accordance with Section 113 (3) AktG. A confirming resolution is permissible and requires a simple majority of the votes cast. If the Annual General Meeting does not pass a confirming resolution, a revised remuneration system is to be submitted at the next Annual General Meeting for approval by resolution. A material change to the remuneration system anchored in the Articles of Association and the remuneration of members of the Supervisory Board requires a majority resolution equivalent to the majority required to amend the Articles of Association.

The remuneration of the Supervisory Board is reviewed at regular intervals by the administration, primarily by the Remuneration and Nomination Committee of the Supervisory Board which addresses remuneration issues. In particular, the timing, the scope of the tasks to be performed, and the financial situation of the Company are considered as well as the conformity of the remuneration with any new legal requirements, the recommendations of the German Corporate Governance Code, the expectations of the capital markets and the market conformity of the remuneration. If the Management Board and Supervisory Board perceive any need for a change, they will propose an amended remuneration system to the Annual General Meeting. The remuneration system will be submitted to the Annual General Meeting for approval by resolution at least every four years.

There have not been any conflicts of interest in connection with the remuneration system for the Supervisory Board in the past. Any conflicts of interest that do arise when reviewing the remuneration system are countered by the statutory allocation of authorities, as in the final instance the Annual General Meeting has the power to decide on the remuneration of the Supervisory Board and a proposal for resolution is submitted to it by both the Management Board and the Supervisory Board, thus the principle of dual control is integrated within the statutory arrangement. In all other respects the general rules governing conflicts of interest apply, which require such conflicts to be disclosed and treated fairly.

In addition, the shareholders have a right under the statutory requirements to add the remuneration system and remuneration of members of the Supervisory Board in addition to any proposed amendments to the agenda of an Annual General Meeting and propose corresponding (counter) resolutions.

V.

Further information and remarks

1. Total number of shares and voting rights at the time the Annual General Meeting is convened

The share capital of the Company on the date the Annual General Meeting is convened amounts to EUR 45,394,302.00 and is divided into 45,394,302 no-par value bearer shares with notional value of EUR 1.00 per share. The Company does not currently hold any treasury shares. Consequently, the total number of voting rights on the date the Annual General Meeting is convened amounts to 45,394,302.

2. Execution of the Annual General Meeting as a virtual Annual General Meeting without physical attendance by the shareholders or their proxies; shareholders' portal

With the consent of the Company's Supervisory Board and in light of the ongoing spread of the SARS-CoV-2 virus (COVID-19 pandemic), the Annual General Meeting will be held as a virtual Annual General Meeting without the physical attendance of the shareholders and their proxies (with the exception of the proxies appointed by the Company) pursuant to Section 1 (1), (2) and (6) of the Act on Measures in Company, Cooperative, Association, Foundation and Condominium Law to Combat the Effects of the COVID-19 Pandemic, as last amended by the Act on the Establishment of a Special Fund "Reconstruction Assistance 2021" and on the Temporary Suspension of the Obligation to File for Insolvency Due to Heavy Rainfall and Floods in July 2021 and on the Amendment of Other Laws of September 10, 2021 ("**COVID-19 Act**").

The entire Annual General Meeting will be held in the premises of the Messe Frankfurt, Ludwig-Erhard-Anlage 1, 60327 Frankfurt am Main, and broadcast for this purpose on May 19, 2022 from 10:00 am (CEST) on the password protected shareholders' portal of the company at the internet address

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

where it will be streamed live in both video and audio under "General Meeting" in the "Investor Relations" section. The opening remarks of the virtual Annual General Meeting by the Chairman of the Meeting and the speech of the Chairman of the Management Board will also be broadcast live in sound and vision at <https://corporate.safholland.com/en/investor-relations/general-meeting/annual-general-meeting/2022>, accessible to everyone.

Only those shareholders who have properly registered and provided proof of their share ownership (see point 3 "*Prerequisites for exercising shareholder rights at the virtual Annual General Meeting*") or their proxies will be granted access to the password protected video and audio streams of the entire Annual General Meeting. In addition, shareholders or their proxies may cast votes personally via electronic absentee ballot or by empowering the proxy appointed

by the Company. Further, they may pose questions via the password protected shareholders' portal of the Company and lodge objections to the resolutions of the Annual General Meeting.

No other form of exercising shareholders' rights is possible at the virtual Annual General Meeting. In particular, the shareholders and their proxies are not permitted to physically attend the meeting on site apart from the proxies appointed by the Company. The streaming of the Annual General Meeting in audio and video as well as the voting rights and rights to pose questions to the meeting or to lodge objections do not entitle the shareholders or their proxies to participate in the Annual General Meeting via means of electronic communication in the sense of Section 118 (1) sentence 2 AktG (no electronic participation).

The password protected shareholders' portal of the Company is located at the internet address

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

and can be accessed under "General Meeting" in the "Investor Relations" section from April 28, 2022, 0000 hours (CEST) by those shareholders who have properly registered and provided proof of their share ownership and their proxies. To be able to use the password protected shareholders' portal of the Company, shareholders must log on using the access key they are sent together with their voting ticket once their registration and proof of their share ownership is received by the Company in due form and within the deadlines. The various ways of exercising shareholder rights at the virtual Annual General Meeting will then appear on the user interface of the password protected shareholders' portal of the Company. Shareholders' proxies will also obtain access to the password protected shareholders' portal of the Company using the same access key as that of the shareholder they represent. Other details on using the password protected shareholders' portal of the Company are printed on the voting ticket, which the shareholders will receive after submitting their registration in due form and within the deadlines and providing proof of their share ownership.

3. Prerequisites for exercising shareholder rights at the virtual Annual General Meeting

Only those shareholders who have properly registered and provided proof of their share ownership are entitled to follow the streams of the virtual Annual General Meeting on the password protected shareholders' portal and to exercise other shareholder rights at the virtual Annual General Meeting, including, but not limited to, exercising their voting rights.

Registration and proof of share ownership must be provided in text form (Section 126b BGB) in German or English language. A proof of share ownership issued by the ultimate intermediary pursuant to Section 123 para. 4 sentence 1 of the German Stock Corporation Act (AktG) is sufficient proof of share ownership. The proof of share ownership shall refer to the beginning of the 21st day before the Annual General Meeting, *i.e.* to the beginning of April 28, 2022, 0:00 hours (CEST) (record date). The registration and the proof of share ownership must be received

by the Company no later than May 12, 2022, 24:00 hours (CEST), at one of the following contact options:

SAF-HOLLAND SE

c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich

or

Fax: +49 (0)89/21027-289

or

Email: inhaberaktien@linkmarketservices.de

When exercising shareholder rights, voting rights in particular, at the virtual Annual General Meeting, only those shareholders who have furnished proof of ownership of their shares on the date of record are deemed eligible to deal with the Company. The right to exercise shareholder rights at the virtual Annual General Meeting and the scope of voting rights are measured solely on the shares held by the shareholder on the date of record. No ban on selling the shares held is attached to the date of record. Even in the event that all or some of the shares are sold after the date of record, solely the shares held on the date of record are authoritative for exercising shareholder rights at the virtual Annual General Meeting and determining the scope of voting rights, *i.e.* any sale of shares after the date of record has no effect on the right to exercise shareholder rights at the virtual Annual General Meeting or the scope of voting rights. The same applies in the event of share purchases after the date of record. Individuals who do not own any shares on the date of record and only become shareholders thereafter can only exercise shareholder rights at the virtual Annual General Meeting when they obtain a power of attorney or proxy. The date of record is of no relevance to the right to dividends.

Once the registration has been received in due form and within the deadlines and proof of ownership to the shares has been furnished via one of the above contact addresses, the shareholders will be sent the voting tickets with which they can exercise their shareholder rights at the virtual Annual General Meeting. To ensure that the voting tickets are received in good time, we kindly request shareholders to ask their depositary bank for a voting ticket as early as possible. In these cases, the necessary registration and proof of ownership of shares will be carried out directly by the depositary bank. Shareholders who requested a voting ticket in good time from their depositary bank therefore do not need to undertake any further action.

4. Procedure for voting by electronic absentee ballot

Shareholders may cast their vote without attending the Annual General Meeting by electronic means ("**electronic absentee ballot**"). Also for this purpose, a proper registration and proof of ownership are required (see point 3 "*Prerequisites for exercising shareholder rights at the virtual*

Annual General Meeting”). Votes can be cast by electronic absentee ballot via the password protected shareholders’ portal of the Company at the internet address

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

under “General Meeting” in the “Investor Relations” section.

Votes can be cast via the password protected shareholders’ portal of the Company at the internet address

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

under “General Meeting” in the “Investor Relations” section from April 28, 2022, 00:00 hours (CEST) before and during the virtual Annual General Meeting until voting commences at the virtual Annual General Meeting on May 19, 2022. Prior to the commencement of voting at the virtual Annual General Meeting on May 19, 2022, a vote cast via the password protected shareholders’ portal of the Company may be amended or revoked in the shareholders’ portal of the Company.

If no express or unambiguous vote is cast on a point of the agenda within the framework of an electronic absentee ballot, the vote is deemed to have been withheld. If a vote is held on the individual aspects of an item on the agenda without this being communicated in advance of the Annual General Meeting, the vote cast on this item of the agenda is deemed to apply as the corresponding vote on each individual aspect of the item on the agenda.

More instructions on using the electronic absentee ballot are printed on the voting ticket, which the shareholders will receive after submitting their registration in due form and within the deadlines and providing proof of their share ownership.

5. Procedure for voting by proxy

Shareholders are entitled to have their shareholder rights exercised at the virtual Annual General Meeting by a person assigned with power of attorney, e.g. an intermediary, a shareholder’s association, a voting rights advisor, or another person of their choice. If the shareholder empowers more than one person, the Company reserves the right to reject one or more of these individuals.

The issue of a power of attorney, the revocation and evidence of a power of attorney must be furnished to the Company in writing (Section 126b BGB) or via the data entry interface in the password protected shareholders’ portal of the Company which can be accessed at the internet address

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

under “General Meeting” in the “Investor Relations” section. Intermediaries in the sense of Section 67a (4) AktG, shareholder associations, voting rights advisors or other persons in the sense of Section 135 (8) AktG, to the extent that they have been granted power of attorney, require different procedures, which need to be obtained from them.

Likewise, proxies may not attend the Annual General Meeting in person or by means of electronic communication in the sense of Section 118 (1) sentence 2 AktG. Rather, they can only exercise the voting rights of the shareholders they represent by electronic absentee ballot or by issuing power of attorney to the proxy appointed by the Company, who is bound by their instructions.

A form for issuing a power of attorney is printed on the voting ticket, which the shareholders will receive after submitting their registration in due form and within the deadlines and providing proof of their share ownership. The form for issuing power of attorney can also be downloaded from the website of the Company at “<https://corporate.safholland.com/en>” under “General Meeting” in the “Investor Relations” section.

The power of attorney can be declared towards the proxy or declared or evidenced to the Company. The issue of a power of attorney, its revocation and evidence of the power of attorney issued to the proxy, or a revocation of the power of attorney towards the Company must be furnished to the Company using one of the following channels and, for organisational reasons, be received by May 18, 2022, 24:00 hours (CEST):

SAF-HOLLAND SE

c/o Link Market Services GmbH

Landshuter Allee 10

80637 Munich

or

Fax: +49 (0)89/21027-289

or

Email: inhaberaktien@linkmarketservices.de

In addition, it is possible to notify the Company of the issue of a power of attorney and its revocation using the data entry interface on the password protected shareholders’ portal of the Company at the internet address

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

under “General Meeting” in the “Investor Relations” section before and during the virtual Annual General Meeting until voting commences at the virtual Annual General Meeting on May 19, 2022. It is also possible to revoke or amend a power of attorney submitted in text form

(Section 126b BGB) or via the password protected shareholders' portal of the Company until voting commences at the virtual Annual General Meeting on May 19, 2022.

If conflicting notices of the issue and revocation of a power of attorney are received by the Company via different channels for one and the same share on the same day or if it is not possible for the Company to discern which declaration was made last in the event that conflicting declarations are received in association with the issue and revocation of a power of attorney, these declarations will be treated as binding, regardless of the time they are received, in the following sequence based on the hierarchy of communication channels: (1) shareholders' portal of the Company, (2) email, (3) fax and (4) paper hardcopy.

The prerequisite for a proxy exercising shareholder rights at the virtual Annual General Meeting via the password protected shareholders' portal of the Company is that the proxy obtains the access key from the shareholder for use. The use of these access credentials by the proxy is deemed to be evidence of the power of attorney. No further evidence of the power of attorney in text form needs to be furnished to the Company.

Under the above terms and conditions, registration and proof of ownership of the shares in due form and within the deadlines is also required in the event that a power of attorney is issued. This does not preclude a power of attorney being issued after registration and submission of proof of ownership, provided the power of attorney is issued within the given deadline.

6. Procedure for voting by a Company-appointed proxy

We offer our shareholders the option of being represented by a Company-appointed proxy who exercises the voting right solely in keeping with the instructions of the respective shareholder. In addition to a power of attorney, this Company-appointed proxy must be issued with instructions on how to exercise the voting right. The proxy does not exercise the right at his own discretion, but solely on the basis of the instructions issued by the shareholder. If expressly instructed to do so, or if conflicting or ambiguous instructions are issued, the Company-appointed proxy abstains from voting on the corresponding resolution; this always applies, also for any other motions tabled before the meeting. If a vote is held on the individual aspects of an item on the agenda without this being communicated in advance of the Annual General Meeting, an instruction on this item of the agenda is deemed to apply as the corresponding instruction for each individual aspect of the item on the agenda. Please note that the Company-appointed proxy will not accept any applications to address the Annual General Meeting, submit questions or propose motions to it or make statements for the record either in advance or during the Annual General Meeting and – with the exception of exercising the voting right – will not exercise any other shareholder rights.

The power of attorney issued to the Company-appointed proxy also requires instructions to be issued either in text form (Section 126b BGB) or via the data entry interface on the password protected shareholders' portal of the Company at the internet address

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

under "General Meeting" in the "Investor Relations" section. The same applies for any amendments or revocation of the power of attorney or the instructions. The form for issuing the power of attorney and issuing instructions to the Company-appointed proxy and the associated explanations are printed on the voting ticket, which the shareholders will receive after submitting their registration and providing proof of their share ownership in due form and within the deadlines. These documents can also be downloaded from the website of the Company at "<https://corporate.safholland.com/en>" under "General Meeting" in the "Investor Relations" section.

The issue of a power of attorney to the Company-appointed proxy, the issue of instructions and revocation thereof must be furnished to the Company using one of the following channels and, for organisational reasons, be received by June 9, 2021, 24:00 hours (CEST):

SAF-HOLLAND SE

c/o Link Market Services GmbH

Landshuter Allee 10

80637 Munich

or

Fax: +49 (0)89/21027-289

or

Email: inhaberaktien@linkmarketservices.de

Issue of the power of attorney to exercise voting rights including instructions to the Company-appointed proxy as well as their revocation can also be communicated via the data entry interface on the password protected shareholders' portal of the Company at

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

under "General Meeting" in the "Investor Relations" section before and during the virtual Annual General Meeting until voting commences at the virtual Annual General Meeting on May 19, 2022. It is also possible to revoke or amend a power of attorney and associated instructions issued to the Company-appointed proxy issued beforehand in text form (Section 126b BGB) or via the password protected shareholders' portal of the Company until voting commences at the virtual Annual General Meeting on May 19, 2022.

If conflicting notices related to the issue and revocation of a power of attorney or instructions to the Company-appointed proxy are received by the Company via different channels for one and the same share on the same day or if it is not possible for the Company to discern which declaration was made last in the event that conflicting declarations are received in association with the issue and revocation of a power of attorney or the instructions to the Company-appointed proxy, these declarations will be treated as binding, regardless of the time they are received, in the following sequence based on the hierarchy of communication channels: (1) shareholders' portal of the Company, (2) email, (3) fax and (4) paper hardcopy.

If the Company-appointed proxy is issued a power of attorney, they must be issued with instructions on how to exercise the voting right under all circumstances. In the event that a power of attorney is issued to a Company-appointed proxy, registration and proof of ownership of the shares is also required in due form and within the deadlines under the above terms and conditions.

7. Right to pose questions in accordance with 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 May 17, 2022, 24:00 hours (CEST) via the data entry interface of the password protected 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 Company reserves the right to state the name of the shareholder asking the question and/or his proxy when answering the question, unless the name is expressly objected to when submitting the question in the password-protected shareholders' portal of the Company.

8. Information on other shareholder rights

- a) Right to put additional items on the agenda at the request of a minority pursuant to Article 56 sentence 2 and sentence 3 Council Regulation (EC) No 2157/2001 ("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 April 18, 2022, 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 the Company 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.

- b) Counter-motions and election proposals by shareholders pursuant to Section 126 (1) and Section 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.

Each shareholder is entitled to submit counter-motions to the resolutions proposed by the Supervisory Board and Management Board on the on the agenda items and to submit proposals for the election of the auditor. 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

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 4, 2022, 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 the Company 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.

c) Other explanations

Other explanations of shareholder rights pursuant to Section 1 (2) sentence 1 No. 3, sentence 2 COVID-19 Act, Article 56 sentence 2 and sentence 3 SE Regulation, Section 50 (2) SEAG, Section 122 (2), Section 126 (1) and Section 127 AktG and Section 1 (2) sentence 3 COVID-19 Act are made accessible on the website of the Company at the internet address "<https://corporate.safholland.com/en>" under "General Meeting" in the "Investor Relations" section.

9. Possibility to lodge an objection to resolutions of the Annual General Meeting in accordance with Section 1 (2) sentence 1 No. 4 COVID-19 Act

According to Section 1 (2) sentence 1 No. 4 COVID-19 Act, shareholders, who have duly registered and furnished proof of ownership of their shares and their proxies may put to record their objection to resolutions of the Annual General Meeting provided they exercise or have exercised their voting rights in accordance with the above terms and conditions. Objections can be lodged via the password protected shareholders' portal of the Company at the internet address

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

under "General Meeting" in the "Investor Relations" section at any time from the beginning of the virtual Annual General Meeting until its end, in derogation of Section 245 No. 1 AktG waiving the need to physically appear at the Annual General Meeting. The notary public has authorised the Company to receive objections via the password-protected shareholders' portal of the Company and will receive the objections via the password-protected shareholders' portal of the Company. All other forms of communicating an objection are inadmissible.

10. Privacy policy for shareholders and their proxies as data subjects

As the controller within the meaning of Article 4 No. 7 of Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC ("GDPR"), the Company processes personal data (surname and first name, address, email address, number of shares, class of shares, type of ownership of the shares, the Legal Entity Identifier (LEI code) provided by the last intermediary, number of the voting ticket, the access key allocated to the shareholder, the IP address from which the shareholder or his proxy uses the Company's password protected shareholders' portal, the vote cast, including the content of a vote cast by way of electronic absentee ballot, provided the shareholder is also a member of the Management Board or Supervisory Board, the participation of this shareholder as a member of the Management Board or Supervisory Board by way of video and audio transmission, number of the shareholder's depository account, the content of the questions submitted and the content of their answers, if applicable, the surname, first name and

address of the proxy authorised by the respective shareholder and the Legal Entity Identifier (LEI code) provided by the last intermediary, the granting of power of attorney to the proxy and any objection raised against resolutions of the Annual General Meeting) on the basis of the data protection laws applicable in Germany to enable shareholders and their proxies to exercise their rights at the virtual Annual General Meeting.

The Company is represented by the members of its Management Board, Alexander Geis and Dr. André Philipp. You can reach the Company via any of the following contacts:

SAF-HOLLAND SE

Hauptstrasse 26

63856 Bessenbach

or

Phone: +49 (0)6095/301-0

or

Fax: +49 (0)6095/301-200

or

Email: info@safholland.de

If this personal data has not been provided by the shareholders in the course of registering for the Annual General Meeting, their depositary bank or the last intermediary in the sense of Section 67c (3) AktG will transmit their personal data to the Company. The number of the voting ticket and the access key assigned to the shareholder as well as the IP address from which the shareholder or his proxy accesses the password protected Company's shareholders' portal will be communicated to the Company by the service provider commissioned by the Company to conduct the virtual Annual General Meeting. The personal data of shareholders and their proxies shall be processed for the sole purpose of processing the exercise of their rights in connection with the virtual Annual General Meeting and only to the extent absolutely necessary to achieve this purpose. The legal basis for processing personal data is provided by Article 6 (1) lit. (c) GDPR in conjunction with Section 67e (1) AktG. The Company stores this personal data only for as long as is necessary for the aforementioned purpose or as long as the Company is entitled or obligated by law to store personal data. For the data collected in connection with the Annual General Meeting, the storage period is regularly up to three years. In the event that a shareholder is no longer a shareholder of the Company, the Company will only store the shareholder's personal data for a maximum period of twelve months on the basis of Section 67e (2) sentence 1 AktG, notwithstanding other laws to the contrary. The Company is only permitted to store the data for a longer period when this is required for litigation purposes; in this case the legal foundation is provided by Section 67e (2) sentence 2 AktG, likewise in conjunction with Article 6 (1) sentence 1 lit. f) GDPR.

The service providers of the Company that have been engaged to set up the Annual General Meeting only receive that personal data from the Company that they need to perform the services they have been engaged to render and only process the data at the instruction of the Company.

In other respects, personal data will be made available to shareholders and their proxies as well as third parties in connection with the Annual General Meeting within the framework of the statutory provisions. In particular, shareholders and proxies who are to be represented by a Company-appointed proxy at the virtual Annual General Meeting and whose names are to be disclosed in the process will be entered in the list of attendees of the Annual General Meeting to be drawn up in accordance with Section 129 (1) sentence 2 AktG, stating their name, place of residence, number of shares and type of ownership. This data may be inspected by the attendees during the Annual General Meeting and by shareholders for up to two years thereafter in accordance with Section 129 (4) sentence 2 AktG. With regard to the transmission of personal data to third parties in connection with the announcement of shareholder requests for items to be added to the agenda and counter-motions and election proposals by shareholders, reference is made to the above explanations in Section 8 "Information on other shareholder rights".

With regard to the processing of personal data, shareholders and their proxies may request access to their personal data from the Company pursuant to Article 15 GDPR, rectification of their personal data pursuant to Article 16 GDPR, erasure of their personal data pursuant to Article 17 GDPR, restriction of the processing of their personal data pursuant to Article 18 GDPR and transfer of certain personal data to them or to a third party designated by them (right to data portability) pursuant to Article 20 GDPR.

Shareholders and their proxies may assert these rights against the Company free of charge by using one of the following contact options:

SAF-HOLLAND SE

Hauptstrasse 26
63856 Bessenbach

or

Email: datenschutz@safholland.de

In addition, pursuant to Article 77 GDPR, shareholders and their proxies have a right of appeal to the data protection supervisory authority of the (federal) state in which they are domiciled or have their permanent place of residence or of the Federal State of Bavaria in which the Company has its registered office.

You can reach our company data protection officer at:

SAF-HOLLAND SE

Hauptstrasse 26

63856 Bessenbach

or

Email: datenschutz@safholland.de

11. Internet sites via which information is accessible in accordance with Section 124a AktG

Once the call to attend the Annual General Meeting has been announced, this invitation to the Annual General Meeting, the documents to be provided to the Annual General Meeting and the other information related to the Annual General Meeting will be made available on the website of the Company at the internet address "<https://corporate.safholland.com/en>" under "General Meeting" in the "Investor Relations" section.

Any counter-motions, election proposals and requests for additions from shareholders received by the Company and subject to mandatory publication will also be made available on the above website. The voting results will also be published there after the Annual General Meeting.

12. Technical instructions on the virtual Annual General Meeting

To follow the virtual Annual General Meeting and to use the Company's password protected shareholders' portal and exercise shareholder rights in the password protected shareholders' portal of the Company, you will need an internet connection and an internet-enabled terminal device. A stable internet connection with a sufficiently high data rate is recommended to receive the audio and video streams of the Annual General Meeting in the best quality.

If you use a computer to stream the virtual Annual General Meeting, you will need a browser and a loudspeaker or a headset.

To access the password protected shareholders' portal of the Company you will need the voting ticket automatically sent to you after duly registering for the Annual General Meeting and furnishing proof of ownership of your shares. This voting ticket contains all the individual access data that you need to log into the password protected shareholders' portal of the Company.

To avoid the risk of technical problems preventing you from exercising your voting rights during the virtual Annual General Meeting, we recommend – where possible – exercising your shareholder rights (and the voting rights in particular) in advance of the Annual General Meeting. It is possible to cast your votes in the password protected shareholders' portal from April 28, 2022, 00:00 hours (CEST).

13. Instructions on the availability of audio and video streaming

Shareholders can follow the entire Annual General Meeting via video and audio streams provided via the internet. Based on the current state of the art, the audio and video streams of the Annual General Meeting and the availability of the password protected shareholders' portal of the Company may vary due to restrictions in the availability of the telecommunication network and restrictions of internet services from third-party providers, over which the Company has no influence. For this reason, the Company cannot guarantee or accept any liability for the functionality and constant availability of the internet services used, the network components of third-party providers used, the audio and video streams or access to the password protected shareholders' portal of the Company and its general availability. In addition, the Company does not accept any liability for errors or defects of the hardware and software used to conduct the Annual General Meeting including the hardware or software of the service providers used, unless due to wilful intent. For this reason, the Company recommends making use of the ability to exercise rights, casting votes in particular, in advance, as referred to above.

Bessenbach, April 2022

SAF-HOLLAND SE
Management Board