



SAF-HOLLAND S.A.
Société anonyme
Registered office: 68-70 boulevard de la Pétrusse
L-2320 Luxembourg
R.C.S. Luxembourg B 113.090

Important instructions regarding the exercise of your voting rights at the Annual General Meeting and the Extraordinary General Meeting of the shareholders of SAF-HOLLAND S.A. to be held at the Chambre de Commerce, 7, Rue Alcide de Gasperi, L-2981 Luxembourg, on 26 April 2012 at 11.00 a.m. (Central European Summer Time, "CEST") (the "AGM") and on 26 April 2012 at 1.30 p.m. (CEST) (the "EGM")

You may exercise your voting rights at the AGM and/or EGM, as applicable, in one of the following manners, as further described below:

- you can attend the AGM and/or EGM in person.
- You can appoint a proxy of your choice.
- You can appoint a proxy representative nominated by SAF-HOLLAND S.A.
- You can vote by correspondence.

In the event that you do not wish to participate at the AGM and/or EGM in person and if you want to exercise your right to vote at the AGM and/or EGM by proxy or by voting by correspondence, please use the form of proxy and vote by correspondence enclosed (the "**Form**"). In this case, we request that you read and follow the instructions set out below carefully in order to ensure that your registration and your vote are recorded properly.

In order to exercise your voting rights at the AGM and/or EGM, these instructions shall be read together with the information set out in the convening notice to the AGM and EGM published on 23 March 2012.

1. Execution of voting rights by a third party

If you want to authorise a person in your trust as your representative at the AGM and/or EGM, please fill out section 1. of the Form and sign it (signature block at the bottom of section 1. of the Form).

To benefit from this service, please return the completed and duly signed Form to SAF-HOLLAND S.A., c/o Haubrok Corporate Events GmbH, Landshuter Allee 10, 80637 Munich, Germany, by fax (+49-89-210-27-298) or email (registration@haubrok-ce.de) by 11:59 p.m. (CEST) on 19 April 2012 – receipt by SAF-HOLLAND S.A. – at the latest, followed by the original by regular mail.

2. Authorisation and instructions for the proxy nominated by SAF-HOLLAND S.A.

If you do not authorise a third party to take part personally at the AGM and/or EGM, we offer the option of appointing a proxy voting representative nominated by SAF-HOLLAND S.A.

SAF-HOLLAND S.A. nominates as solely authorised proxy with the right of delegating the authorisation to another person, Mrs Claudia Andresen, employee of Haubrok Corporate Events GmbH, Munich.

The proxy is authorised to execute the voting rights only as far as you have given explicit instructions on the proposed resolutions made by the Board of Directors of SAF-HOLLAND S.A. on the agenda items of the AGM and/or EGM, as applicable.

The assignment of SAF-HOLLAND S.A.'s proxy for entering an objection as well as filing a petition and asking questions is excluded.



If you want to benefit from this service, please tick the box in section 2. of the Form, fill out section 4. of the Form and sign the Form (signature block at the bottom of section 4. of the Form).

To benefit from this service, please return the completed and duly signed Form to SAF-HOLLAND S.A., c/o Haubrok Corporate Events GmbH, Landshuter Allee 10, 80637 Munich, Germany, by fax (+49-89-210-27-298) or email (registration@haubrok-ce.de) by 11:59 p.m. (CEST) on 19 April 2012 – receipt by SAF-HOLLAND S.A. – at the latest, followed by the original by regular mail.

3. Vote by correspondence

Should you not be able to attend the AGM and/or EGM in person and if you do not wish to appoint a proxy, you may also exercise your shareholder rights by voting by correspondence.

If you want to cast your votes by correspondence, please tick the box in section 3. of the Form, fill out section 4. of the Form and sign the Form (signature block at the bottom of section 4. of the Form).

If you want to cast your votes by correspondence, please return the completed and duly signed Form to SAF-HOLLAND S.A., c/o Haubrok Corporate Events GmbH, Landshuter Allee 10, 80637 Munich, Germany, by 11:59 p.m. (CEST) on 19 April 2012 – receipt by SAF-HOLLAND S.A. – at the latest.

4. Attestation

In all instances, you must request and obtain an attestation from your depository bank which is safe-keeping your shares in SAF-HOLLAND S.A. stating the number of shares held by you as shareholder 14 calendar days before the date of the AGM and the EGM (“**Record Date**”), i.e. on 11 April 2012.

You may wish to provide your depository bank with the enclosed form of attestation, which has to be filled out and signed by your depository bank.

Alternatively, your depository bank may use its own form, provided that the number of shares held by you as shareholder at the Record Date is indicated in such form. Please note that the attestation must be provided in text form in the German or English language.

Attestations must be received by SAF-HOLLAND S.A. by fax on 19 April 2012 at 11:59 p.m. (CEST) at the latest, followed by the original by mail to:

SAF-HOLLAND S.A.
c/o Haubrok Corporate Events GmbH
Landshuter Allee 10
80637 Munich
Germany
Fax: +49-89-210-27-298

Please note that exercise of voting rights of shares in connection with late attestations, and/or Forms will not be possible at the AGM and/or EGM, as applicable.



SAF-HOLLAND S.A.
Société anonyme
Registered office: 68-70 boulevard de la Pétrusse
L-2320 Luxembourg
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FORM
FOR THE
ANNUAL GENERAL MEETING
AND FOR THE
EXTRAORDINARY GENERAL MEETING
BOTH TO BE HELD AT
THE CHAMBRE DE COMMERCE, 7, RUE ALCIDE DE GASPERI, L-2981 LUXEMBOURG
ON 26 APRIL 2012 AT 11.00 A.M. (CEST) (THE "AGM") AND
AT 1.30 P.M. (CEST) (THE "EGM")

1. Authorisation to a third party

a) Authorisation AGM

I/We authorise herewith Mr/Mrs _____
<Surname, First Name, Postal Code/City>

with the right of delegating the authority to another person to be my/our proxy during the AGM and to execute my/our voting rights in my/our name and on my/our behalf.

_____, _____ (Date) _____ (Signature 1st Shareholder) _____ (if applicable Signature 2nd Shareholder)
(City)

Delegated Authorisation

I/We herewith grant Mr/Mrs _____
<Surname, First Name, Postal Code/City>

the delegated authorisation to be the proxy of the shareholder mentioned above in this section 1. during the AGM and to execute the voting rights in the name and on behalf of this shareholder.

_____, _____ (Date) _____ (Signature 1st Proxy holder) _____ (if applicable Signature 2nd Proxy holder)
(City)

b) Authorisation EGM

I/We authorise herewith Mr/Mrs _____
<Surname, First Name, Postal Code/City>

with the right of delegating the authority to another person to be my/our proxy during the EGM and to execute my/our voting rights in my/our name and on my/our behalf.

_____, _____ (Date) _____ (Signature 1st Shareholder) _____ (if applicable Signature 2nd Shareholder)
(City)

Delegated Authorisation

I/We herewith grant Mr/Mrs _____
<Surname, First Name, Postal Code/City>

the delegated authorisation to be the proxy of the shareholder mentioned above in this section 1. during the EGM and to execute the voting rights in the name and on behalf of this shareholder.

_____, _____ (Date) _____ (Signature 1st Proxy holder) _____ (if applicable Signature 2nd Proxy holder)
(City)



2. Authorisation and instructions to the proxy of SAF-HOLLAND S.A.

By ticking this box for the AGM and/or this box for the EGM

I/We, herewith grant authorisation to the proxy representative of SAF-HOLLAND S.A., Mrs Claudia Andresen, employee of Haubrok Corporate Events GmbH, Munich to hold the power of attorney, together with the right to delegate her authority to another person, to represent me/us at the AGM and/or EGM, as applicable, of SAF-HOLLAND S.A. on 26 April 2012 and **to execute my/our voting rights in my/our name and on my/our behalf in the manner subsequently described in section 4. below (please mark with a cross).**

3. Vote by correspondence

By ticking this box for the AGM and/or this box for the EGM

I/We hereby state that :

- I/We will not attend the AGM and/or the EGM, as applicable, in person or be represented by a proxy attending the Meeting in person;
- I/We wish to cast my/our vote at the AGM and/or EGM on the proposed resolutions made by the Board of Directors of the SAF-HOLLAND S.A on the agenda items, by ticking the appropriate box set forth next to each proposal of resolution in section 4 below; and
- I am/We are fully aware of the contents of the convening notices to the AGM and/or the EGM and that I/we have taken into account the contents of this convening notices in order to cast my/our vote on the proposed resolution made by the Board of Directors of SAF-HOLLAND S.A. on the agenda items in the present Form when casting my/our votes by correspondence.

4. Individual instructions/vote by correspondence

Individual instructions for the proxy of SAF-HOLLAND S.A.

Please issue an instruction for each proposed resolution made by the Board of Directors of SAF-HOLLAND S.A. on the agenda items. Only one instruction may be issued for each item of the agenda. If you do not explicitly issue instructions in respect of the individual agenda items, the proxy representative of SAF-HOLLAND S.A. will abstain from voting for these items.

Please tick only within the small box.

Voting by correspondence

Please cast your votes for each proposed resolution made by the Board of Directors of SAF-HOLLAND S.A. on the agenda items. Only one vote may be issued for each item of the agenda. If you do not explicitly cast a vote in respect of the individual agenda items, no vote shall be taken into account.

Please tick only within the small box.

VOTING INSTRUCTIONS OR VOTING BY CORRESPONDENCE, AS APPLICABLE, FOR THE ANNUAL GENERAL MEETING (THE “AGM”)

1. Agenda Item 1.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Presentation of the statutory management report and consolidated management report for the fiscal year ended 31 December 2011. <i>The Board of Directors proposes that both management reports in respect of the fiscal year ended 31 December 2011 be APPROVED by the shareholders.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

2. Agenda Item 2.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Presentation of the reports by the auditors of the Company in respect of the statutory financial statements of the Company and in respect of the consolidated financial statements of the Company and its group for the fiscal year ended 31 December 2011. <i>The Board of Directors proposes that the reports by the auditors in respect of both the statutory and the consolidated financial statements for the fiscal year ended 31 December 2011 be APPROVED by the shareholders.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

3. Agenda Item 3.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Approval of the statutory financial statements of the Company for the fiscal year ended 31 December 2011. <i>The Board of Directors proposes that the statutory financial statements of the Company for the fiscal year ended 31 December 2011 be APPROVED by the shareholders.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

4. Agenda Item 4.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Approval of the consolidated financial statements of the Company and its group for the fiscal year ended 31 December 2011. <i>The Board of Directors proposes that the consolidated financial statements of the Company and its group for the fiscal year ended 31 December 2011 be APPROVED by the shareholders.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

5. Agenda Item 5.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Resolution concerning the allocation of the results of the Company for the fiscal year ended 31 December 2011 and approval of distributions.</p> <p><i>The profit for the 2011 financial year amounts to EUR 20,784.-.</i></p> <p><i>The Board of Directors recommends not paying a dividend to shareholders with view to the above-mentioned profit.</i></p> <p><i>As legally required, an amount equal to 5% of the net profits of the Company, equal to EUR 1,039.-, shall be allocated to the legal reserve of the Company under Luxembourg law until such legal reserve reaches 10% of the issued share capital of the Company.</i></p> <p><i>Additionally, the Board of Directors proposes to the shareholders to allocate (i) EUR 19,745.- of the remaining profit of the 2011 financial year and (ii) EUR 184,005.- of the results brought forward to a special reserve in accordance with applicable Luxembourg laws to reduce the exposure of the Company to Luxemburg net worth tax.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. Agenda Item 6.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Discharge of each of the persons that have acted as director of the Company during the fiscal year ended on 31 December 2011, i.e. Rudi Ludwig, Richard W. Muzzy, Bernhard Schneider, Gerhard Rieck, Ulrich Sauer, Samuel Martin and Detlef Borghardt.</p> <p><i>The Board of Directors proposes that the shareholders APPROVE the discharge of each of the persons who have acted as director during the fiscal year ended 31 December 2011 with view to their mandate.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

7. Agenda Item 7.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Discharge to the external auditor of the Company, ERNST & YOUNG S.A., for, and in connection with, their mandate carried out as external auditor pertaining to the fiscal year ended 31 December 2011.</p> <p><i>The Board of Directors proposes that the shareholders APPROVE the discharge to Ernst & Young S.A. for, and in connection with, the audit of the fiscal year ended 31 December 2011.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

8. Agenda Item 8.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Approval and renewal of mandate of members of the Board of Directors and appointment to the Board of Directors</p> <p><i>The Board of Directors proposes to approve and renew the mandate as director of the Company of Detlef Borghardt, whose mandate started on 1 October 2011 and terminates on 26 April 2012, until the date of the annual general meeting that will resolve on the annual accounts for the fiscal year ending on 31 December 2013.</i></p> <p><i>The Board of Directors proposes to appoint Anja Kleyboldt as a member of the Board of Directors until the date of the annual general meeting that will resolve on the annual accounts for the fiscal year ending on 31 December 2014. The Board of Directors acknowledges the resignation of Gerhard Rieck and Rudi Ludwig from their office as director of the Company with effect as of 27 April 2011 and 30 September 2011 respectively.</i></p> <p><i>Provided that the above proposals of the Board of Directors are approved by the shareholders, the Board of Directors will consist of the following members starting on 26 April 2012:</i></p> <ul style="list-style-type: none"> – Bernhard Schneider – Ulrich O. Sauer – Richard W. Muzzy – Samuel Martin – Detlef Borghardt – Anja Kleyboldt 	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

9. Agenda Item 9.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Renewal of the mandate of the external auditor of the Company, ERNST & YOUNG S.A. until the ordinary annual general meeting of the shareholders of the Company in respect of the fiscal year ending on 31 December 2012.</p> <p><i>The Board of Directors proposes that ERNST & YOUNG S.A. be re-appointed as external auditors until the ordinary annual general meeting of the shareholders of the Company in respect of the fiscal year ended on 31 December 2012.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**VOTING INSTRUCTIONS OR VOTING BY CORRESPONDENCE, AS APPLICABLE, FOR THE
EXTRAORDINARY GENERAL MEETING (THE “EGM”)**

1. Agenda Item 1.

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

2. Agenda Item 2.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Amendment and restatement of the articles of association of the Company. <i>The Board of Directors proposes to fully amend and restate the articles of association of the Company in order to reflect above agenda item and in particular the changes due to the Luxembourg law on shareholders` rights in listed companies dated 24 May 2011.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

3. Agenda Item 3.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Implementation of a share buy-back programme of the Company.</p> <p><i>The Board of Directors proposes to:</i></p> <p><i>(i) Authorize and delegate all necessary powers to the Board of Directors of the Company to acquire shares of the Company from the shareholders of the Company without cancellation of the acquired shares (the “Buy-Back”).</i></p> <p><i>(ii) Determine the general conditions of the Buy-Back being:</i></p> <ul style="list-style-type: none"> <i>a. that the Board of Directors shall be empowered to buy-back shares of the Company in the maximum amount of 10% of the share capital of the Company existing at the date of the resolutions of the Board of Directors to buy-back shares of the Company;</i> <i>b. that the Board of Directors shall be authorized to effect the Buy-Back for a period of time starting on the date of the EGM and ending on the calendar day before the fifth anniversary of the date of the EGM;</i> <i>c. that the Board of Directors is empowered to buy-back the shares of the Company via the Frankfurt stock exchange or a public bid;</i> <i>d. that in case of a Buy-Back (i) via the Frankfurt stock exchange, the consideration paid by the Company per share (excluding incidental purchase costs) may not exceed or fall below the purchase price of the Xetra trading system (or any other comparable successor system) as determined by the opening auction of the stock exchange trading day on which the offer is made by more than 10%, and (ii) via a public bid, the offered purchase price or the purchase price margin thresholds per share (excluding incidental purchase costs) may not exceed or fall below the average price of the closing prices of the Xetra trading system (or any other comparable successor system) on the three stock exchange trading days preceding the day on which the offer and the request to the public to make an offer, respectively, is publicly announced by more than 15%;</i> <i>e. that the Board of Directors is empowered to buy-back shares of the Company fully or partially, by one single transaction or several transactions, for one single purpose or for several purposes or by third parties on behalf, and in the interest of, the Company.</i> <p><i>(iii) To authorize the Board of Directors to take all measures and execute any formalities which may be necessary in relation to the above items and the Buy-Back.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

(City)

(Date)

(Signature 1st Shareholder)

(if applicable Signature 2nd Shareholder)



Attestation
(Record of Share Ownership)

Annual General Meeting (“AGM”) and Extraordinary General Meeting (“EGM”) of the shareholders of SAF-HOLLAND S.A. on 26 April 2012 at respectively 11 a.m. and 1.30 p.m. (Central European Summer Time, “CEST”)

This Attestation is issued to shareholders to take part in either one or both the AGM and/or the EGM.

We hereby confirm to *(please fill in)*

<Surname, First Name of the Shareholder / Shareholders>

<Street, No.>

<City, Postcode, Country>

that _____ shares of SAF-HOLLAND S.A.; ISIN: LU0307018795

<No. of Shares>

are kept safe by us in a securities account 14 calendar days before the date of the AGM and the EGM (“Record Date”), **i.e. on 11 April 2012.**

<City, Date>

<Signature and Stamp of the Depository Bank>

Depository Bank Details:

<Name of the Depository Bank>

<Street, No.>

<City, Postcode, Country>

<Contact>

<Telephone Number for Queries>

Important:

The Attestation must reach the company by fax at the following fax number by no later than 11:59 p.m. (CEST) on 19 April 2012 , followed by the original to:

SAF-HOLLAND S.A.
c/o Haubrok Corporate Events GmbH
Landshuter Allee 10
80637 Munich
Germany
Fax: +49-89-210-27-298

Exercise of voting rights of shares in connection with late Attestations will not be possible at the AGM and/or EGM, as applicable.