



## SAF-HOLLAND S.A.

Société anonyme

Siège social: 68-70, boulevard de la Pétrusse

L-2320 Luxembourg

R.C.S. Luxembourg : B 113.090

## Notice to all Shareholders

All shareholders of SAF-HOLLAND S.A. (the "**Company**") are hereby given notice upon instruction of the board of directors of the Company (the "**Board of Directors**") that the

### Annual General Meeting 2010

(the "**Meeting**")

will be held on 22 April 2010, at 11:00 a.m. (CEST) at the

Chambre de Commerce, 7,  
Rue Alcide de Gasperi,  
L-2981 Luxembourg

## AGENDA FOR THE MEETING

1. Presentation of the statutory management report and consolidated management report for the fiscal year ended 31 December 2009.

*The Board of Directors proposes that both management reports in respect of the fiscal year ended 31 December 2009 be APPROVED by the shareholders.*

2. 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 2009.

*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 2009 be APPROVED by the shareholders.*

3. Approval of the statutory financial statements of the Company for the fiscal year ended 31 December 2009.

*The Board of Directors proposes that the statutory financial statements of the Company for the fiscal year ended 31 December 2009 be APPROVED by the shareholders.*

4. Approval of the consolidated financial statements of the Company and its group for the fiscal year ended 31 December 2009.

*The Board of Directors proposes that the consolidated financial statements of the Company and its group, for the fiscal year ended 31 December 2009 be APPROVED by the shareholders.*

5. Resolution concerning the allocation of the results of the Company for the fiscal year ended 31 December 2009 and approval of distributions.

*The Board of Directors proposes to acknowledge and carry forward the loss amounting to EUR 27,476,120 into the next fiscal year.*

6. Discharge of each of the persons that have acted as director of the Company during the fiscal year ended on 31 December 2009 (i.e. Rolf Bartke, Reiner Beutel, Siegfried Goll, Rudi Ludwig, Richard W. Muzzy, Bernhard Schneider, Gerhard Rieck, Ulrich Sauer, Martin Schwab).

*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 2009 with view to their mandate.*

7. 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 2009.

*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 2009.*

8. Renewal of mandate of members of the Board of Directors

*The Board of Directors proposes to renew the mandate as director of the Company of Ulrich Sauer, whose mandate will terminate on 18 June 2010, until the date of the annual general meeting that will resolve on the annual accounts for the fiscal year ended on 31 December 2012.*

*The Board of Directors proposes to renew the mandate as director of the Company of Rudi Ludwig, whose mandate will terminate on 18 June 2010, until the date of the annual general meeting that will resolve on the annual accounts for the fiscal year ended on 31 December 2011.*

*The Board of Directors acknowledges the resignation of Martin Schwab, Reiner Beutel, and Siegfried Goll from their office as director of the Company with effect as of 27 November 2009, 18 December 2009 and 22 April 2010 respectively, and consequently the Board of Directors currently consists of the following members:*

- Rudi Ludwig
- Richard W. Muzzy
- Gerhard Rieck
- Ulrich Sauer
- Bernhard Schneider

9. 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 2010.

*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 2010.*

10. Miscellaneous.

## Quorum and majority requirements

There is no quorum of presence requirement for the Meeting. The agenda items are adopted by a simple majority of the voting rights duly present or represented.

## Share capital and voting rights

At the point of convening of the Meeting, the Company's subscribed share capital equals EUR 207,022.75 and it is divided into 20,702,275 shares having a par value of EUR 0.01 each, all of which are fully paid up.

## **Attendance and registration procedures**

According to Luxembourg law, the right to vote at the Meeting is restricted to shareholders of the Company. Shareholders must, therefore, be able to evidence that they are shareholders as at 22 April 2010 in order to attend the Meeting.

Pursuant to article 6.5 of the articles of association of the Company, all shareholders owning share(s) which are registered in the shareholder's register of the Company in the name of a depository or owning bearer shares deposited with a depository and which shareholders wish to participate in the Meeting and to exercise the right to vote at the Meeting in person, by proxy or by voting by correspondence shall request an attestation from their depository bank stating the number of shares held by the shareholder as of the date of issuance of the attestation and that the shares are blocked in the account of the shareholder until the close of the Meeting, and the attestation shall be sent to the Company, so that it shall be received by the Company no later than Tuesday, 20 April 2010, at 11:59 p.m. CEST at the following address:

SAF-HOLLAND S.A.  
c/o Haubrok Corporate Events GmbH  
Landshuter Allee 10  
80637 Munich  
Germany.

The attestation must be made in text form in German or English.

Shareholders who have submitted the attestation to the Company so that the attestation is received by the Company prior to 16 April 2010, at 11:59 p.m. CEST, will receive their admission tickets by mail. Shareholders who have submitted the attestation to the Company so that the attestation is received by the Company later than 16 April 2010, 11:59 p.m. CEST, but prior to 20 April 2010, at 11:59 p.m. CEST, will receive their admission tickets at the registration area to the Meeting.

## **Proxy voting representatives**

Shareholders who do not wish to participate in the Meeting themselves may arrange to be represented at the Meeting and for their votes to be cast by any authorized agent, including but not limited to a bank or shareholders' association, by conferring the appropriate written proxy. The authorised agent will have to identify himself by submitting the admission ticket of the shareholder and by presenting a duly signed written power of attorney at the Meeting.

In order to simplify the execution of their voting rights, the Company provides the option of appointing a proxy voting representative named by the Company and bound by the instructions of the shareholder prior to the Meeting. Shareholders who wish to appoint the proxy voting representative named by the Company to vote on their behalf, shall send a duly completed and signed proxy form to the Company, so that it shall be received by the Company no later than Tuesday 20 April 2010, at 11:59 p.m. CEST at the following address:

SAF-HOLLAND S.A.  
c/o Haubrok Corporate Events GmbH  
Landshuter Allee 10  
80637 Munich  
Germany.

Shareholders who will receive their admission tickets by mail will receive a form for proxy votes. Forms for proxy votes can also be downloaded on the Company's website at [www.safholland.de](http://www.safholland.de). In addition, forms will be sent upon written request to the Company at the following address:

SAF-HOLLAND S.A.  
c/o Haubrok Corporate Events GmbH  
Landshuter Allee 10  
80637 Munich  
Germany.

## **Vote by correspondence**

Shareholders who wish to vote by correspondence must request a form for voting by correspondence from the Company at the following address

SAF-HOLLAND S.A.  
c/o Haubrok Corporate Events GmbH  
Landshuter Allee 10  
80637 Munich  
Germany,

or alternatively download the form from the Company's website at [www.safholland.de](http://www.safholland.de), and send the duly completed and signed form to the above mentioned address so that it shall be received by the Company no later than Wednesday 21 April 2010, at 11:59 p.m. CEST.

## **Miscellaneous**

Subject to compliance with the threshold notification obligations provided for by the Luxembourg law of 11 January 2008 on transparency requirements for issuers of securities, there is no limit to the maximum number of votes that may be exercised by the same person, whether in its own name or by proxy.

The Meeting's shareholders documentation (i.e. inter alia the agenda, the annual report containing the 2009 annual financial statements, the management reports and the auditor reports on the statutory and consolidated accounts) is available on the Company's website at [www.safholland.de](http://www.safholland.de) and at the Company's registered office in Luxembourg.

For further information you can contact the service provider, Haubrok Corporate Events GmbH, by dialing +49.(0)89.210.27.222 (Mon. - Fri. 9:00 a.m. to 5:00 p.m. CEST).

Luxembourg, in March 2010

SAF-HOLLAND S.A.  
The Board of Directors