



**SAF-HOLLAND S.A.**  
**Société anonyme**  
**Siège social: 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 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 April 22, 2010 at 11.00 a.m. (CEST) (the "Meeting")**

You may exercise your voting rights at the Meeting in one of the following manners, as further described below :

- you can attend the General Meeting 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 General Meeting in person and if you want to exercise your right to vote at the General Meeting 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 Meeting, these instructions shall be read together with the information set out in the convening notice to the General Meeting.**

#### **1. Execution of voting rights by a third party**

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

#### **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 Meeting, 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 Meeting.

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 cross 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 11:59 p.m. (CEST) on April 20, 2010 – receipt by SAF-HOLLAND S.A. – at the latest.



### **3. Vote by correspondence**

Should you not be able to attend the Meeting 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 cross 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 April 21, 2010 – 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 stating the number of shares held by you as of the date of issuance of the attestation and that the shares are blocked in your account until the close of the General Meeting.

You may wish to provide your custodian bank with the enclosed form of record of share ownership, which has to be filled out and signed by your custodian bank.

Alternatively, your custodian bank may use its own form, provided that the number of shares held by you is indicated and that it is set out that the shares are blocked in your account until the close of the General Meeting. Please note that the attestation must be provided in text form in the German or English language.



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PROXY FORM FOR THE  
ANNUAL GENERAL MEETING  
(THE "MEETING")  
TO BE HELD AT THE CHAMBRE DE COMMERCE,  
7, RUE ALCIDE DE GASPERI, L-2981 LUXEMBOURG  
ON April 22, 2010 AT 11.00 A.M. (CEST)

**1. Authorisation to a third party**

Authorisation

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 Meeting and to execute my/our voting rights in my/our name and on my/our behalf.

\_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_  
(City) (Date) (Signature 1<sup>st</sup> Shareholder) (if applicable Signature 2<sup>nd</sup> Shareholder)

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 Meeting and to execute the voting rights in the name and on behalf of this shareholder.

\_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_  
(City) (Date) (Signature 1<sup>st</sup> Proxy holder) (if applicable Signature 2<sup>nd</sup> Proxy holder)

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

By crossing this box

**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 Meeting of SAF-HOLLAND S.A. on April 22, 2010 and to execute my/our voting rights in my name and on my behalf in the manner subsequently described in section 4. below (please mark with a cross) .**

**3. Vote by correspondence**

By crossing this box

I/We hereby state that :

- I/We will not attend the Meeting in person or be represented by a proxy attending the Meeting in person;
- I/We wish to cast my/our vote at the Meeting on the proposed resolutions made by the Board of Directors of the SAF-HOLLAND S.A on the agenda items, by crossing 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 notice to the Meeting and that I/we have taken into account the contents of this convening notice 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 correspondence voting 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 cross 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 cross only within the small box.

##### Voting instruction or voting by correspondence, as applicable, for the Annual General Meeting (the "AGM")

#### 1. Agenda Item 1.

| PROPOSED RESOLUTION   | VOTE FOR                 | VOTE AGAINST             | ABSTENTION               |
|---|--------------------------|--------------------------|--------------------------|
| Presentation of the statutory management report and consolidated management report for the fiscal year ended 31 December 2009.<br><i>The Board of Directors proposes that both management reports in respect of the fiscal year ended 31 December 2009 be APPROVED by the shareholders.</i> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

#### 2. Agenda Item 2.

| PROPOSED RESOLUTION  | VOTE FOR                 | VOTE AGAINST             | ABSTENTION               |
|--|--------------------------|--------------------------|--------------------------|
| 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.<br><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 2009 be APPROVED by the shareholders.</i> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

#### 3. Agenda Item 3.

| PROPOSED RESOLUTION  | VOTE FOR                 | VOTE AGAINST             | ABSTENTION               |
|--|--------------------------|--------------------------|--------------------------|
| Approval of the statutory financial statements of the Company for the fiscal year ended 31 December 2009.<br><i>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.</i> | <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 2009.</p> <p><i>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.</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 2009 and approval of distributions.</p> <p><i>The Board of directors proposes to acknowledge and carry forward the loss amounting to EUR 27,476,120 into the next fiscal year.</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 2009 (i.e. Rolf Bartke, Reiner Beutel, Siegfried Goll, Rudi Ludwig, Richard W. Muzzy, Bernhard Schneider, Gerhard Rieck, Ulrich Sauer, Martin Schwab).</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 2009 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 &amp; YOUNG S.A. for, and in connection with their mandate carried out as external auditor pertaining to the fiscal year ended 31 December 2009.</p> <p><i>The Board of Directors proposes that the shareholders APPROVE the discharge to Ernst &amp; Young S.A. for, and in connection with, the audit of the fiscal year ended 31 December 2009.</i></p> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

## 8. Agenda Item 8.

| Election to the Board of Directors  | VOTE FOR                 | VOTE AGAINST             | ABSTENTION               |
|---|--------------------------|--------------------------|--------------------------|
| <p>Renewal of mandate of members of the Board of Directors</p> <p><i>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.</i></p> <p><i>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.</i></p> <p><i>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:</i></p> <ul style="list-style-type: none"> <li>– Rudi Ludwig</li> <li>– Richard W. Muzzy</li> <li>– Gerhard Rieck</li> <li>– Ulrich Sauer</li> <li>– Bernhard Schneider</li> </ul> | <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 &amp; 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.</p> <p><i>The Board of Directors proposes that ERNST &amp; 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.</i></p> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

## 10. Agenda Item 10.

No resolution is proposed.

\_\_\_\_\_,  
(City)

\_\_\_\_\_,  
(Date)

\_\_\_\_\_  
(Signature 1<sup>st</sup> Shareholder)

\_\_\_\_\_  
(if applicable Signature 2<sup>nd</sup> Shareholder)

