

PROXY AND INSTRUCTIONS TO THE COMPANY PROXIES

for the Annual General Meeting of Schaeffler AG on April 22, 2016

We would ask you to fill in this form and send it **together with your admission ticket or specifying your admission ticket number** directly to the following address by Thursday, April 21, 2016, 24:00 (CEST) (time of receipt):

Schaeffler AG
c/o HCE Haubrok AG
Landshuter Allee 10
80637 Munich
Germany
Fax: +49 (0)89 210 27 289
E-Mail: vollmacht@hce.de

Please complete:

Authorising person's: first name, surname

Admission ticket number Number of common shares

For holders of common shares (WKN SHA001):

I/We authorise **the instruction-bound proxies designated by Schaeffler AG**, Ms. Sabrina Romes and Mr. Bernhard Orlik, with their business address at HCE Haubrok AG, Munich, each of them individually with the right to issue sub powers of attorney, to represent me/us at the above-mentioned Annual General Meeting by disclosure of my/our name in the list of participants and to exercise my/our voting right(s) or have such voting right(s) exercised with the following instructions:

Voting instructions to the company proxies

These instructions refer to the proposals by the Board of Managing Directors and/or the Supervisory Board of Schaeffler AG as published in the German Federal Gazette (*Bundesanzeiger*).

Item on the agenda	Yes	No	Abstention
2. Resolution on the appropriation of the retained earnings available for distribution for the business year 2015	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Resolution on the approval of the acts of the members of the Board of Managing Directors for the business year 2015	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Resolution on the approval of the acts of the members of the Supervisory Board for the business year 2015	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Resolution on the appointment of the auditor for the audit of the separate financial statements and the consolidated financial statements and for the review of the condensed financial statements and the interim management report as well as for any review of additional interim financial information	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

In case the Company receives, within the statutorily prescribed period, motions proposed by shareholders that have to be made available, they will be accessible on the company's website at www.schaeffler.com/agm. You also can give voting instructions for these motions. To do this, please enter the name of the shareholder and if applicable the request in the table below. Do not forget to give your instructions by ticking the appropriate box.

Motions of shareholders	Yes	No	Abstention
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Place, Date

Signature(s) or other completion of the declaration in accordance with Section 126b of the German Civil Code (*BGB*)

INFORMATION ON AUTHORISING AND INSTRUCTING THE COMPANY PROXIES

Holders of common shares can authorise the instruction-bound proxies designated by Schaeffler AG, Ms. Sabrina Romes and Mr. Bernhard Orlik, with their business address at HCE Haubrok AG, Munich, who can each vote on your behalf on their own. The company proxies are entitled to vote on your behalf only if you have given them specific instructions regarding the individual motions proposed by the management for the items on the agenda. The company proxies must follow your instructions when voting on the motions proposed by the management as announced in the agenda.

You have the following possibilities for authorising and instructing the above-mentioned company proxies using the form "proxy and instructions to the company proxies".

Sending of proxy to the company proxies of Schaeffler AG by post, fax or e-mail:

Please use the form "proxy and instructions to the company proxies". With this form, you authorise the above-mentioned proxies designated by Schaeffler AG and instruct them how your voting right(s) on the motions proposed by the management is/are to be exercised.

Then send (by post or e-mail) or fax your form "proxy and instructions to the company proxies" together with the admission ticket or specifying your admission ticket number directly to the following address:

By post to:	Schaeffler AG c/o HCE Haubrok AG Landshuter Allee 10 80637 Munich Germany
Or by fax:	+49 (0)89 210 27 289
Or by e-mail to:	vollmacht@hce.de

Important information:

Please note that only shareholders who have registered timely and who are entitled to participate and vote are entitled to authorise and instruct the company proxies designated by Schaeffler AG. Please fill in and send the form to the Company together with your admission ticket or specify your admission ticket number by Thursday, April 21, 2016, 24:00 (CEST) (time of receipt).

If the Company receives authorisations and instructions for company proxies by several means of transmission (post, fax or e-mail), the last formally valid proxy with relevant instructions received will be considered binding.

If instructions are not properly filled out or not clearly given, the company proxies, depending on the voting procedure, will either abstain or not participate in the voting for the respective agenda items.

The company proxies are required to vote in accordance with your instructions and are not permitted to exercise your voting right in ballots that were not announced before the Annual General Meeting (e.g. procedural motions). Depending on the voting procedure, the company proxies will either abstain or not participate in the voting in these cases. You cannot instruct the company proxies to raise an objection, file a motion or ask questions.

The personal attendance of a shareholder or an authorised third party (e.g. banks or associations of shareholders) at the Annual General Meeting will be deemed to constitute a revocation of the proxy and instructions previously given to the company proxies.

If you have any questions about the proxies, please call our

Annual General Meeting hotline

between 9:00 and 17:00 CEST, Mondays to Fridays (except public holidays) at

+49 (0)89 210 27 222.