

**POWER OF ATTORNEY AND INSTRUCTIONS TO THE COMPANY PROXIES****for the Special Meeting of Holders of Common Non-Voting Shares in Schaeffler AG on April 20, 2018**

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 19, 2018, 24:00 (CEST) (time of receipt):

Schaeffler AG  
c/o Link Market Services GmbH  
Landshuter Allee 10  
80637 Munich  
Germany  
Fax: +49 (0)89 210 27 289  
E-Mail: [inhaberaktien@linkmarketservices.de](mailto:inhaberaktien@linkmarketservices.de)

**Please complete:**

\_\_\_\_\_  
Authorising person's: first name, surname, zip code, place of domicile\*

\_\_\_\_\_  
Admission ticket number      Number of common non-voting shares\*

\*Clear block letters, please

**For Holders of common non-voting shares (*Vorzugsaktionäre*) (WKN SHA015)**

I/We authorise the instruction-bound proxies designated by Schaeffler AG, Ms. Sabrina Romes and Ms. Daniela Gebauer, with their business address at Link Market Services GmbH, Munich, each of them individually with the right to issue sub powers of attorney, to represent me/us at the above-mentioned Special Meeting of Holders of Common Non-Voting Shares allowing for disclosure of my/our name(s) and to exercise my/our voting right(s), or have such voting right(s) exercised, in accordance with the following instructions:

**Voting instructions to the company proxies**

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

Item on the agenda	Yes	No	Abstention
1. Special resolution by the holders of common non-voting shares regarding their consent to the resolution on the conversion of 166,000,000 common shares into common non-voting shares and the corresponding amendment of the articles of association as adopted by the Annual General Meeting on April 20, 2018 (Agenda Item No. 6 for the Annual General Meeting)	<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](http://www.schaeffler.com/agm). You also can give voting instructions for these motions. To do so, 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 non-voting shares can authorise the instruction-bound proxies designated by Schaeffler AG, Ms. Sabrina Romes and Ms. Daniela Gebauer, with their business address at Link Market Services GmbH, Munich, who can each individually vote on your behalf. The company proxies are entitled to vote on your behalf only if you have given them specific instructions regarding the motion proposed by the management for the item on the agenda. The company proxies must follow your instructions when voting on the motion proposed by the management as announced in the agenda. In the event you give voting instructions concerning a motion proposed by shareholders that has to be made available, the aforesaid will apply accordingly.

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

**Sending of the power of attorney and the instructions to the company proxies of Schaeffler AG by post, fax or e-mail:**

Please use the form "power of attorney 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 on the motion proposed by the management is to be exercised.

Then send (by post or e-mail) or fax your form "power of attorney 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 Link Market Services GmbH  
Landshuter Allee 10  
80637 Munich  
Germany

Or by fax to: +49 (0)89 210 27 289

Or by e-mail to: [inhaberaktien@linkmarketservices.de](mailto:inhaberaktien@linkmarketservices.de)

**Important information:**

Please note that only holders of common non-voting shares who have registered timely for the Special Meeting of Holders of Common Non-Voting Shares 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 19, 2018, 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 power of attorney 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 item(s).

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 Special Meeting of Holders of Common Non-Voting Shares (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.

Holders of common non-voting shares continue to be entitled to attend the Special Meeting of Holders of Common Non-Voting Shares in person following the submission of a power of attorney and instructions to the company proxies. The personal attendance of a holder of common non-voting shares or an authorised third party (e.g. banks or associations of shareholders) at the Meeting will be deemed to constitute a revocation of the power of attorney and instructions previously given to the company proxies.

If you have any questions about the proxies, please call our  
**Special Meeting hotline**  
between 9:00 and 17:00 (CEST), Mondays to Fridays (except public holidays) at  
**+49 (0)89 210 27 222.**