

POWER OF ATTORNEY AND INSTRUCTIONS TO THE COMPANY PROXIES**for the Annual General Meeting of Schaeffler AG on April 24, 2019**

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 Tuesday, April 23, 2019, 24:00 (CEST) (time of receipt):

Schaeffler AG
c/o Computershare Operations Center
80249 Munich
Germany
Fax: +49 89 30903-74675
E-Mail: schaeffler-HV2019@computershare.de

Please complete:

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

Admission ticket number Number of common shares*

* Clear block letters, please

For holders of common shares (*Stammaktionäre*) (WKN SHA001):

I/We authorise the instruction-bound proxies designated by Schaeffler AG, Mr. Christian Jeschke and Mr. Ingo Wolfarth, 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 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 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 2018	<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 2018	<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 2018	<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"/>
6. Election to the Supervisory Board			
a) Maria-Elisabeth Schaeffler-Thumann	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b) Georg F. W. Schaeffler	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c) Prof. Dr.-Ing. habil Prof. E.h. mult. Dr. h.c. mult. Hans-Jörg Bullinger	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
d) Dr. Holger Engelmann	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
e) Prof. Dr. Bernd Gottschalk	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
f) Dr. Vera Rothenburg	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
g) Sabrina Soussan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
h) Robin Stalker	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
i) Prof. KR Ing. Siegfried Wolf	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
j) Prof. Dr. Ing. Tong Zhang	<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 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 shares can authorise the instruction-bound proxies designated by Schaeffler AG, Mr. Christian Jeschke and Mr. Ingo Wolfarth, 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 individual motions proposed by the management for the items on the agenda. The company proxies must follow your instructions when voting on these 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 "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(s) on the motions proposed by the management is/are 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 Computershare Operations Center 80249 Munich Germany
Or by fax to:	+49 89 30903-74675
Or by e-mail to:	schaeffler-HV2019@computershare.de

Important information:

Please note that only holders of common shares who have registered timely for the Annual General Meeting 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 Tuesday, April 23, 2019, 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 items.

The company proxies are required to vote in accordance with your instructions and are not permitted to exercise your voting right(s) 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.

Holders of common shares continue to be entitled to attend the Annual General Meeting in person following their submission of a power of attorney and instructions to the company proxies. The personal attendance of a holder of common shares or an authorised third party (e.g. a bank or an association of shareholders) at the Annual General 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
Annual General Meeting hotline
between 9:00 and 17:00 (CEST), Mondays to Fridays (except public holidays) at
+49 (0)89 30903 6351.