COMBINED SHAREHOLDERS' MEETING

Convening notice

Thursday May 30, 2024, at 10:00 a.m.

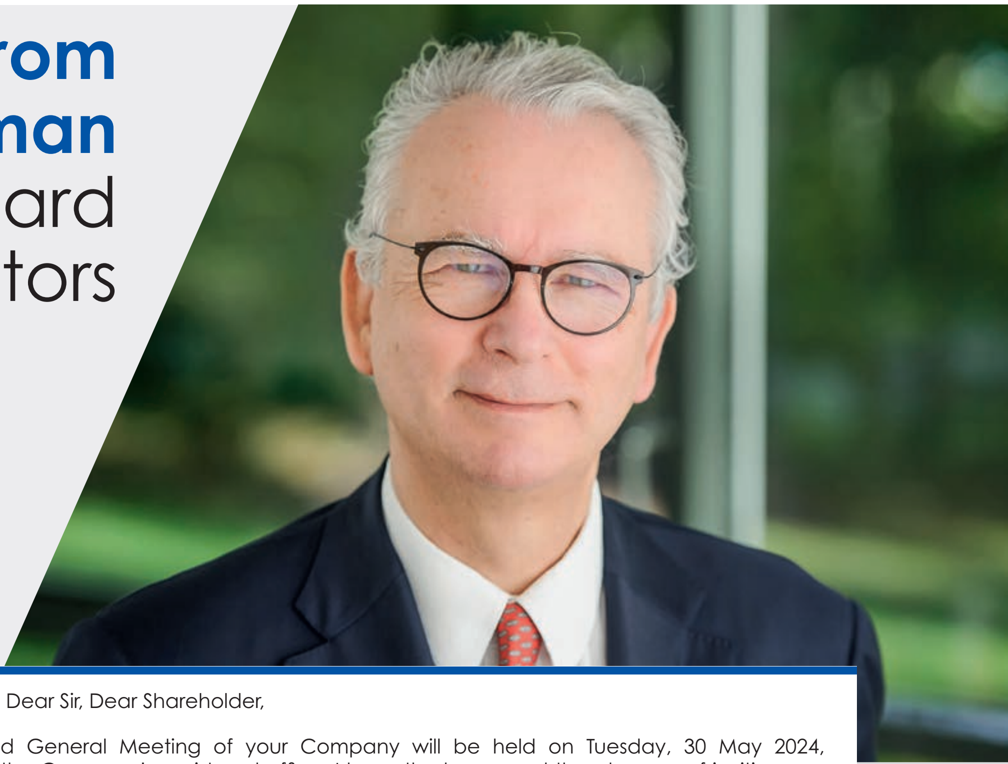
At the registered office of FORVIA
23-27, avenue des Champs Pierreux
92000 Nanterre - France

FORVIA
Inspiring mobility

Contents

The English version of this convening notice is a free translation of the original which was prepared in French. The French version prevails.

Message from the Chairman of the Board of Directors



Dear Madam, Dear Sir, Dear Shareholder,

The Combined General Meeting of your Company will be held on Tuesday, 30 May 2024, at 10 a.m., at the Company's registered office. I have the honor and the pleasure of inviting you to participate.

In 2023, the Group reported results in line with its POWER25 plan, the first priority of which was to reduce debt following the acquisition of HELLA. Efforts in cash generation and the completion of the first one-billion-euro asset disposal program significantly reduced the Group's indebtedness. A second asset disposal program of similar magnitude was announced at the end of 2023, further accelerating the Group's deleveraging. Thanks to close and fruitful cooperation with HELLA teams, numerous synergies were achieved, some ahead of schedule, thus raising the cost synergy target to more than 350 million euros by the end of 2025. The Group also continued sustainable and value-creating growth, notably by inaugurating three industrial sites and a R&D center dedicated to future mobility (especially hydrogen and sustainable materials) and by selectively choosing the programs we decided to accept. The Group progressed on all fronts despite a complex and unpredictable environment, marked by persistent inflation and high interest rates.

I hope you will be able to attend in person. If, however, you are prevented from doing so, you can also:

- either vote by post (by mail or electronically);
- or authorize me, as Chairman, to vote on your behalf;
- or to be represented.

To facilitate the exercise of your most fundamental shareholder right, namely, your right to vote, you have the possibility to vote, prior to the Meeting, using the secure VOTACCESS internet platform.

The General Meeting will be broadcasted live on our website. It will then be available on a deferred basis.

In the following pages, you will find the practical procedures for participating and voting at this Meeting as well as its agenda and the text of the resolutions submitted for your approval.

On behalf of the Board of Directors, I would like to thank you for the trust you place in our Group, and I hope to welcome many of you.

Michel de Rosen
Chairman of the Board of Directors

How to Attend the General Meeting?

Shareholders are invited to regularly consult the section dedicated to the 2023 General Meeting on the Company's website (www.forvia.com) in order to have the latest information about the General Meeting.

The General Meeting will be broadcast live on the Company's website. A recording of the Annual General Meeting will also be available on the Company's website (www.forvia.com) at the end of the Meeting.

I. Formalities Prior to Attend the General Meeting

Shareholders may take part in the General Meeting regardless of the number of shares they own.

The right to participate in the General Meeting is established by the registration of the shares in the name of the shareholder or the intermediary registered on his/her behalf, in accordance with Article R. 22-10-28 of the Commercial Code, on the second business day preceding the General Meeting, i.e., **May 28, 2024** at 0:00, Paris time:

- either in the registered share accounts held for the Company by its agent **Uptevia (Service Assemblées Générales – 90 – 110 Esplanade du Général de Gaulle – 92931 Paris La Défense Cedex)**;
- or in the bearer share accounts held by the authorized intermediary.

The registration of shares in the bearer share accounts held by the authorized intermediary must be evidenced by an attendance certificate issued by the latter, where applicable by electronic means under the conditions provided for in Article R. 225-61of the French Commercial Code, and appended to the postal voting or proxy form ("Single voting form"), or at the request of an admission card drawn up in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary.

II. Methods of Participation in the General Meeting

Shareholders may choose between one of the following three methods to exercise their voting rights at General Meetings:

- attend the General Meeting;
- give proxy to the Chairman of the General Meeting or to any natural or legal person;
- vote by mail or online.

Shareholders may choose among the options available in the Single voting form, in the manner described below and as illustrated in the following section of this Notice of Meeting "How to complete the postal vote or proxy vote form (by mail)?", by checking the corresponding box.

In addition to the Single paper voting form, shareholders will be able to send their voting instructions, appoint or revoke a proxy, and request an admission card online, prior to the General Meeting on the VOTACCESS website, under the following conditions described below.

The VOTACCESS website for the General Meeting will be open from May 13, 2024, at 10 a.m. (Paris time) until the day before the Meeting, i.e., May 29, 2024, at 3 p.m. (Paris time).

In order to avoid any possible overload of the VOTACCESS website, shareholders are advised not to wait until the last few days to enter their instructions.

1. To Attend the General Meeting in Person

Shareholders wishing to attend the Meeting must request their admission card as follows:

- **by electronic means:**
  - for registered shareholders (pure and administered): the registered shareholder may access the VOTACCESS website through the Shareholder website at https://www.investor.uptevia.com:
    - pure registered shareholders should connect to the Shareholder website with their usual access codes. Their login ID will be recalled on the Single voting form or on the electronic notice,
    - administered registered shareholders should connect to the Shareholder website with the internet access code set out in the voting form or in the electronic notice. After connecting to the Shareholder website, they should follow the instructions on the screen.

After logging in to the Shareholder website, the pure and administered registered shareholder must follow the instructions on the screen to access the VOTACCESS website and request an admission card:

- for bearer shareholders: it is the bearer shareholder's responsibility to find out whether or not his financial intermediary, which manages his securities account, is connected to the VOTACCESS website and, where applicable, to take note of the conditions of use of the website VOTACCESS. If the shareholder's financial intermediary is connected to the VOTACCESS website, the shareholder must identify himself on the internet portal of his financial intermediary with his usual access codes. He must then follow the instructions on the screen to access the VOTACCESS website and request his admission card;
- **by mail:**
  - for registered shareholders: shareholder holding registered shares must complete the Single voting form attached to the notice of meeting that will be sent to him, specifying that he wish to participate in the General Meeting and obtain an admission card then return it, dated and signed, using the "T" envelope attached to the notice of meeting, to Uptevia,
  - for bearer shareholders: holder of bearer shares must ask his financial intermediary, who manages his securities account, for an admission card to be sent to him.

Requests for an admission card by post must be received by Uptevia no later than three days before the Meeting, in accordance with the procedures indicated above.

Shareholders who have not received their admission card within two business days preceding the General Meeting are invited to:

- for registered shareholders, present themselves directly on the day of the General Meeting, at the counters specifically provided for this purpose, with an identity document;
- for bearer shareholders, ask their financial intermediary to issue them an attendance certificate providing proof of their status as shareholder on the second business day preceding the Meeting.

2. *To Vote by Proxy or by Mail*

If they do not attend this Meeting in person, shareholders may choose one of the following three options:

- send a proxy to the Chairman of the General Meeting;
- give a proxy to any natural or legal person of its choice under the conditions provided for in Articles L. 22-10-39 and L. 225-106-I of the French Commercial Code;
- vote by mail.

According to the following terms:

- **by electronic means:**
  - for registered shareholders (pure and administered): the registered shareholder may access the VOTACCESS website through the Shareholder website at https://www.investor.uptevia.com:
    - pure registered shareholders should connect to the Shareholder website with their usual access codes. Their login ID will be recalled on the Single voting form or on the electronic notice,
    - administered registered shareholders should connect to the Shareholder website with the internet access code set out in the Single voting form or in the electronic notice. After connecting to the Shareholder website, they should follow the instructions on the screen.

  After logging on to the Shareholder website, the pure or administered registered shareholder must follow the instructions given on the screen to access the VOTACCESS website and vote or appoint or revoke a proxy:

  - for bearer shareholders: it is up to the bearer shareholder to find out whether or not his financial intermediary, which manages his securities account, is connected to the VOTACCESS website and, where applicable, the conditions of use of the VOTACCESS website.
    - If the financial intermediary is connected to the VOTACCESS website, the shareholder must identify himself on the internet portal of his financial intermediary with his usual access codes. He should then follow the instructions on the screen to access the VOTACCESS site and vote or appoint or revoke a proxy.
    - If the shareholder's financial intermediary is not connected to the VOTACCESS website, it is specified that the notification of the appointment and dismissal of a proxy may however be made by electronic means in accordance with the provisions of Article R. 22-10-24 of the French Commercial Code, by sending an email to the following email address: ct-mandataires-assemblees@uptevia.com. This email must include as an attachment a scanned copy of the Single voting form, duly completed and signed. Bearer shareholders must also attach the attendance certificate prepared by their authorized intermediary.

Only notifications of appointment or revocation of proxies duly signed, completed, received and confirmed no later than the day before the Meeting, at 3 p.m. (Paris time) may be taken into account.

- **by mail:**
  - for registered shareholders: registered shareholders must complete the Single voting form, attached to the notice of meeting that will be sent to them, then return it, dated and signed, using the "T" envelope attached to the notice of meeting, to Uptevia,
  - for bearer shareholders: holders of bearer shares must request the Single voting form from their financial intermediary, which manages their securities account, then return them dated and signed.

Single postal voting forms must be received by Uptevia no later than three days before the Meeting, as indicated above.

It is stated that, for any proxy without indication of a proxy holder, the Chairman of the General Meeting will vote in favor of the draft resolutions presented or approved by the Board of Directors, and will vote against all other draft resolutions.

Single voting forms are automatically sent to shareholders registered in pure or administered registered accounts by post.

For holders of bearer shares, the Single voting forms will be sent to them upon request received by ordinary letter by **Uptevia –Service Assemblées Générales – 90 – 110 Esplanade du Général de Gaulle – 92931 Paris La Défense Cedex** no later than six days before the date of the Meeting.

Shareholders who have sent a request for an admission card, a proxy or a postal voting form may no longer change their method of participation at the General Meeting.

III. Sale of Shares

Shareholders who have already cast a postal vote, sent a proxy or requested an attendance certificate may sell all or part of their shares at any time.

However, if the transfer of ownership occurs before the second business day preceding the General Meeting, i.e., on May 28, 2024, at 00:00 (Paris time), the Company shall consequently invalidate or amend, as applicable, the vote, proxy or attendance certificate.

To this end, the authorized account holder intermediary shall notify the Company or its agent of the transfer of ownership and provide all the necessary information.

No sales or transactions completed after the second business day preceding the General Meeting at 0:00 (Paris time), regardless of the method used, shall be notified by the authorized intermediary or taken into consideration by the Company, notwithstanding any agreement to the contrary.

IV. Written Questions

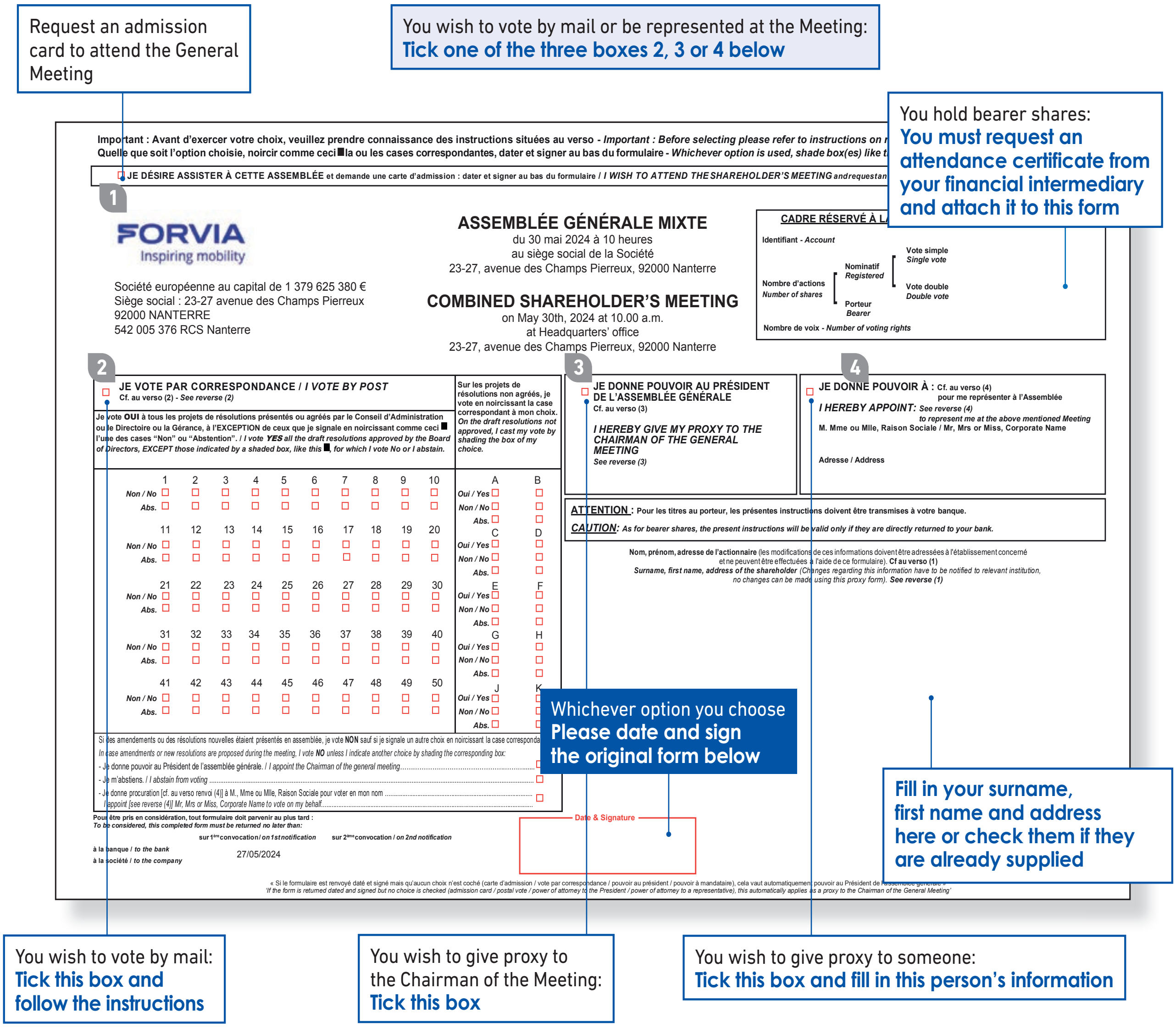
Shareholders may submit written questions to the Company in accordance with Articles L. 225-108 and R. 225-84 of the French Commercial Code. These questions must be sent to the Chairman of the Board of Directors of FORVIA, at the registered office, 23-27 avenue des Champs Pierreux, 92000 Nanterre, France, by registered letter with acknowledgment of receipt or by email to the following address: questions.ecrites@forvia.com, no later than the fourth business day preceding the date of the General Meeting, i.e., May 24, 2024. They must compulsorily be accompanied by a certificate of registration of shares.

V. Right of Communication

In accordance with the law, all documents that must be communicated to the General Meeting will be made available to shareholders, within the legal deadlines, at the registered office of the Company and on the Company’s website www.forvia.com or sent on request to Uptevia.

How to Complete the Postal Vote or Proxy Vote Form (by Mail)?

Important: the duly completed and signed form must be received by Uptevia, Service Assemblées Générales, no later than May 27, 2024.



Sign-Up for E-Notice

Faurecia offers its registered shareholders another method of convening General Meetings: the e-notice.

Opting for e-notice is a simple, fast, secure and environmentally friendly way to receive the notice of meeting, by avoiding printing and sending hard copies of the convening notice by post.

To sign-up for e-notice for future general meetings, simply log-on to "Your Subscriptions" section and then to the "e-Consent" section of the Shareholder website: https://www.investor.uptevia.com.

Summary of the situation of the Company during the period ended December 31, 2023

1. FORVIA's business model

FORVIA resources

People

- **153,000** employees
- **140** nationalities in 41 countries
- **5** FORVIA University campuses
- **106,750** employees connected to the e-learning platform, **48%** of whom are operators

Business

- **€2,198M** gross R&D expenditure
- Global innovation ecosystem
- **15,000** R&D engineers
- **13,400** patents in our portfolio

Planet

- **Up to 70%** renewable energy capacity across Europe
- Sustainable materials innovation with MATERI'ACT
- **88%** of production sites certified ISO 14001
- **24.9%** of sales aligned with green taxonomy

Strategy & operational model

FORVIA
Inspiring mobility

We pioneer technology

...

OUR THREE STRATEGIC PILLARS

- Electrification and energy management
- Safe and automated driving
- Digital and sustainable cockpit experiences

- **ENVIRONMENTAL, SOCIAL AND GOVERNANCE AS A BUSINESS DRIVER**

1. Includes Faurecia Clarion Electronics and HELLA Electronics
2. HELLA
3. Excluding HELLA perimeter
4. FORVIA scope including the top 200 suppliers in HELLA's panel
5. Dividends paid to minority interests in consolidated subsidiaries

OUR SIX BUSINESS GROUPS

- Seating
- Interiors
- Clean Mobility
- Electronics[1]
- Lighting[2]
- Lifecycle Solutions[2]

… for mobility experiences that matter to people.

POWER25: MEDIUM-TERM PLAN FOR PROFITABLE GROWTH

6. Consolidated sales and purchases do not include monoliths and some cockpit components, for which FORVIA operates as an agent and that are recorded at net value in the income statement. These agent flows represented 7,385 million euros in 2023.

Value created in 2023

People

- **28.6%** of managers and skilled professionals are women
- **27%** of the Top 300 leaders are women[3]
- **26.9 hours** of training per employee[3]

2023 REVENUE
€27,248M

EMPLOYEE SALARIES & SOCIAL CHARGES
€5,786M 22.7%

SHAREHOLDER DIVIDENDS [5]
€133M 0.5%

Business

- **1,283** patent filings in 2023
- **84%** of direct purchasing volume assessed for CSR performance by EcoVadis[4]
- Customer satisfaction: **4.7** stars out of **5**[3]

BANK FINANCE COSTS
€496M 1.9%

NATIONAL/LOCAL TAXES
€287M 1.1%

SUPPLIER PURCHASES & OTHER EXTERNAL COSTS [6]
€19,630M 77.1%

Planet

- CO_2 intensity: **26 tons** of CO_2eq scopes 1 & 2 / € million sales
- Energy intensity of sites: **92 MWh** scopes 1 & 2 / € million sales
- Waste intensity: **8.9 tons** waste / € million sales

Ability to finance future growth

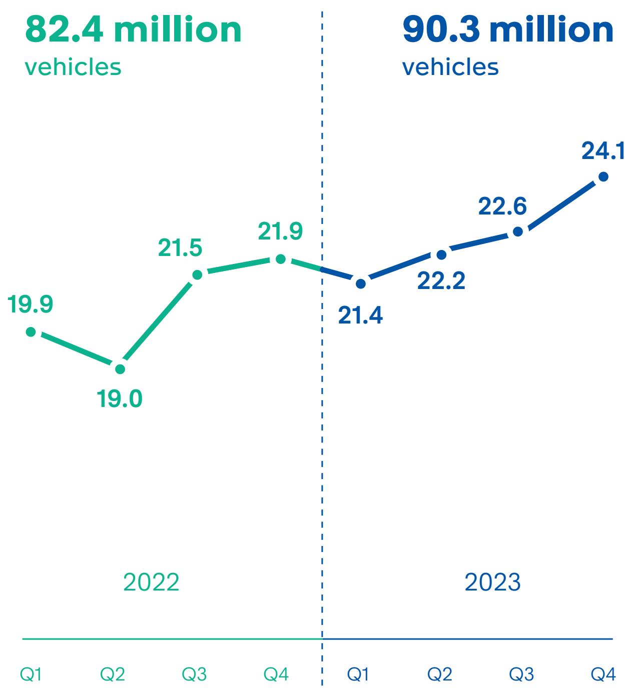
INVESTMENT IN FIXED ASSETS
€1,137M 4.5%

GROSS R&D EXPENDITURE
€2,198M 8.6%

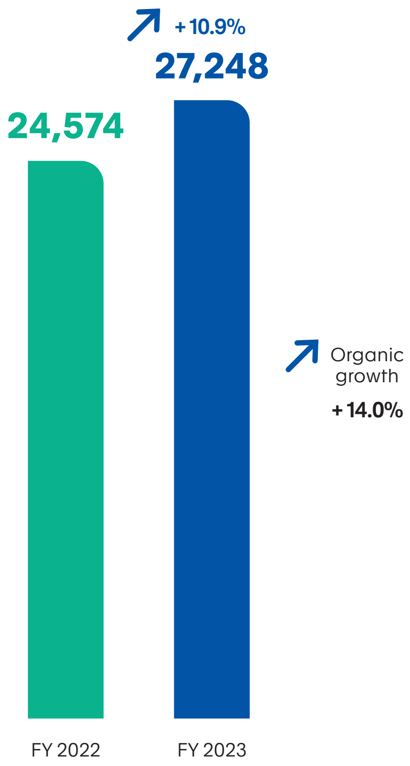
INVESTMENT IN ACQUISITIONS
€359M 1.4%

2. 2023 financial performance

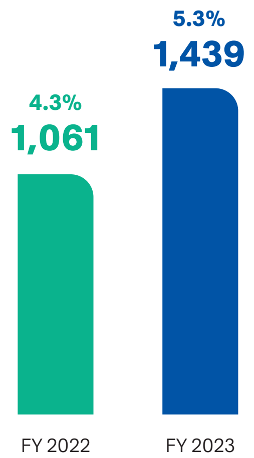
Worldwide automotive production



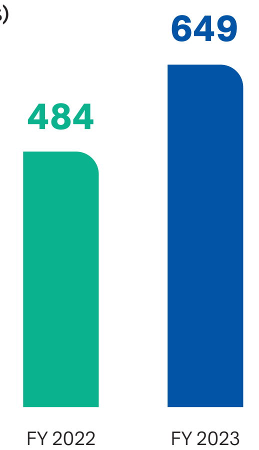
Sales
(in millions of euros)



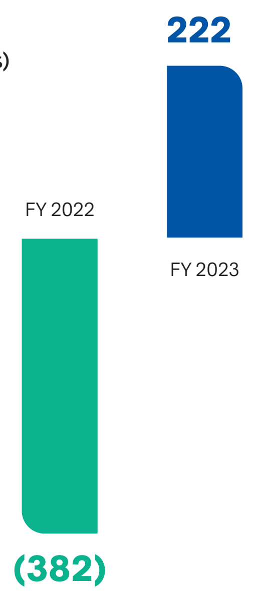
Operating income
(in millions of euros)
% of sales



Net cash flow
(in millions of euros)

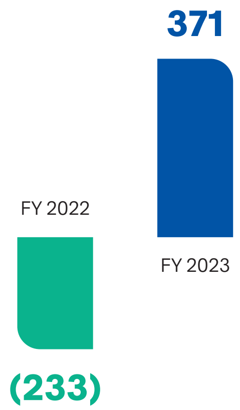


Net income Group share
(in millions of euros)

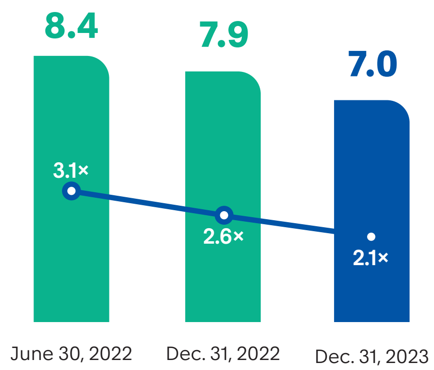


Adjusted EBITDA
(in millions of euros)
% of sales

Net income from continued operations
(in millions of euros)

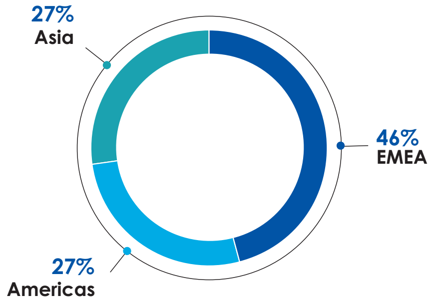


Net debt at year end Net debt/Adjusted EBITDA ratio
(in billions of euros)



2.1 **Sales by Business Group and by Region**

Sales by region

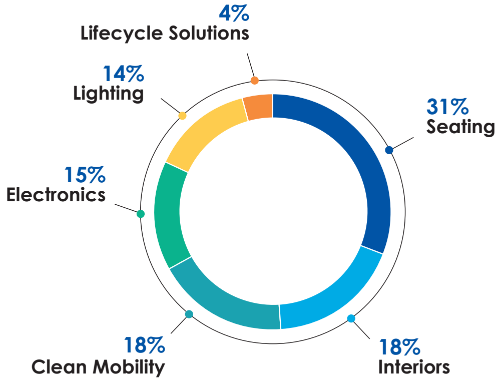


Sales by region in 2023 were as follows:

- in EMEA, sales reached €12,650.6 million (46.4% of total sales), compared to €11,050.2 million in 2022. This represents an increase of 14.5% on a reported basis and by 14.0% at constant scope and currencies. This is to be compared to a 11.5% upturn in production market in EMEA;
- in Americas, sales reached €7,207.2 million (26.5% of total sales), compared to €6,822.7 million in 2022. This represents an increase of 5.6% on a reported basis and by 10.9% at constant scope and currencies. This is to be compared to a 8.6% upturn in production market in Americas;
- in Asia, sales reached €7,390.1 million (27.1% of total sales), compared to €6,700.8 million in 2022. This represents an increase of 10.3% on a reported basis and by 17.0% at constant scope and currencies. This is to be compared to a 9.4% upturn in Asia and 10.0% in China;

Worldwide sales amounted to €27,247.9 million compared to €24,573.7 million in 2022. This represents an increase of 10.9% on a reported basis and 14.0% at constant scope and currencies. This is to be compared to a 9.7% upturn in production market in the world source S&P Global Mobility (ex-IHS Markit) forecast dated February 2024.

Sales by business Group



In 2023:

- Seating totaled €8,551.1 million sales, up 11.0% on a reported basis and up 16.2% at constant scope & currencies compared to 2022;
- Interiors totaled €4,922.7 million sales, up 6.0% on a reported basis and up 11.5% at constant scope & currencies compared to 2022;
- Clean Mobility totaled €4,832.2 million sales, up 2.0% on a reported basis and up 11.4% at constant scope & currencies compared to 2022;
- Electronics totaled €4,137.9 million sales, up 17.5% on a reported basis and up 14.8% at constant scope & currencies compared to 2022;
- Lighting totaled €3,745.9 million sales, up 21.9% on a reported basis and up 15.2% at constant scope & currencies compared to 2022;
- Lifecycle Solutions totaled €1,058.1 million sales, up 18.5% on a reported basis and up 12.8% at constant scope & currencies compared to 2022.

3. Full-Year 2023 Results

2023 key Achievements

Successful Completion of the First €1 Billion Disposal Program Launched in Q2 2022 (Proceeds of c. €320 million in 2022 and c. €700 Million in 2023) that Contributed to Net Debt Reduction in 2023

Launch of a second €1 billion disposal program to accelerate deleveraging

At the end of Q3 2023, FORVIA had completed **the first €1 billion disposal program** launched in Q2 2022:

- c. €320 million were already cashed in 2022 mainly through the disposal by HELLA of its stake in the HBPO joint venture;
- the remaining c. €700 million was cashed in 2023 through: (i) the sale of a 16.66% stake in Symbio to Stellantis, (ii) the sale of SAS Cockpit Modules division to the Motherson Group, and (iii) the sale of part of commercial vehicle exhaust gas aftertreatment business in Europe and in the United-States to Cummins.

Thus, in less than 15 months, FORVIA has successfully achieved its target to fulfil its disposal program. All operations carried out under this program have strengthened the Group's focus on its strategic priorities and were executed with good valuations.

In October 2023, FORVIA announced the launch of **a second €1 billion disposal program** that will further simplify the Group's portfolio, as well as accelerate deleveraging beyond the initial POWER25 objective.

The first step of this second program is the disposal by HELLA of its 50% stake in BHTC, co-owned with MAHLE, which was already announced along with the launch of the second €1 billion disposal program and represents a total enterprise value of c. €600 million and cash proceeds to come estimated at c. €200 million for each of the two partners in the joint venture.

Synergies with HELLA Ahead of Roadmap, with €190 Million of Cumulated Net Cost Synergies Achieved at the End of 2023, and Cumulated Net Cost Synergies to be Achieved at the End of 2025 Upgraded to More than €350 Million on an Annual Basis (from More than €300 Million Previously)

In 2023, the pace of the combination with HELLA accelerated and cumulated cost synergies generated at the end of 2023 amounted to €190 million, ahead of roadmap. This figure is to be compared with €51 million at the end of 2022.

This result was achieved through numerous projects in key areas, including procurements, freight, and SG&A. In July 2023, was created FH Services S.A.S., a joint venture co-owned and co-managed by HELLA and FORVIA and designed to leverage the combined strengths of a shared organization, that will serve as the global provider of leading IT and Indirect Purchasing solutions to FORVIA's collective 150,000 internal business users worldwide.

Good progress since the start of the synergies program allows FORVIA to upgrade its previous target of reaching more than €300 million of cost synergies by 2025 to more than €350 million within the same timeframe.

In 2023, as regards commercial synergies, FORVIA and HELLA made joint presentations for the first time at the CES in Las Vegas, then at the Shanghai Auto Show and at the IAA Mobility fair in Munich. That was again the case at the CES in Las Vegas that took place early January 2024.

Strong and Selective Order Intake of €31 Billion, with Profitability Aligned with POWER25 Targets and Reduced Upfront

In 2023, FORVIA recorded an order intake of €31 billion, a high level reflecting strong momentum of all its Business Groups.

The order intake recorded in 2023 has an average operating margin aligned with the Group's POWER25 objectives and will generate c. €300 million savings versus initial upfront cost estimate.

Accelerating Transformation of the Group's Operations Through the Development of Sustainable and Innovative Solutions

In 2023, FORVIA improved it Sustainability ratings with MSCI to an A-rating and, early 2024, with CDP, also to an A-rating. The Group is also rated 11.3 by Sustainalytics (i.e., "low risk").

As regards its roadmap to net-zero, at the end of 2023, FORVIA stands one year ahead of schedule for scopes 1 & 2, with over 40% CO_2 reduction already achieved, a goal initially targeted for end-2024. FORVIA keeps committed to achieving CO_2 neutrality for scopes 1 & 2 by end-2025 and to reduce scope 3 emissions by 45% by end-2030, before reaching net-zero all scopes by end-2045.

In November 2023, Materi'Act, FORVIA's company dedicated to the development, industrialization, and marketing of unique, cutting-edge materials with a low CO_2 footprint, inaugurated its headquarters and R&D center in Villeurbanne (France). This center brings together engineers, researchers, and data scientists, and is destined to become a world-class center of excellence, and one of Europe's leading centers in the field of materials with very low CO_2 footprint.

In January 2024, FORVIA's presence at the 2024 Consumer Electronics Show in Las Vegas reflected innovation focused on sustainable mobility. Each of FORVIA's demonstrators at the 2024 CEs was designed for scope 3, in order to respond to the industry's technical and technological evolution while reducing greenhouse gas emissions. In addition, FORVIA received four "Accolades" at the CES 2024 Innovation Awards in the category "Vehicle Tech & Advanced Mobility".

New Milestones in FORVIA's Hydrogen Strategy

In July 2023, Stellantis acquired an equal stake with FORVIA and Michelin in Symbio, a leader in zero-emission hydrogen mobility. The entry of a major OEM, Stellantis, in the joint venture that was previously co-owned (50/50) by FORVIA and Michelin will not only increase Symbio's capabilities but will also accelerate and globalize Symbio's growth to the benefit of its customers.

Early October 2023, FORVIA inaugurated in Allenjoie (France) its first mass production plant of hydrogen storage tanks for mobility applications in Europe. This new site is sized to produce 100,000 tanks a year by 2030 and will reduce by five times its production costs between 2023 and 2025. The complete hydrogen storage systems produced at Allenjoie already equip commercial fleets of Stellantis (Opel Vivaro-e, Citroën e-Jumpy, Peugeot e-Expert) and Hyvia (Renault Master Van H2 Tech).

Early December 2023, Symbio inaugurated in Saint-Fons (France) its first gigafactory SymphonHy, Europe's largest integrated site producing hydrogen fuel cells with a target to produce 50,000 fuel cell systems by 2026.This gigafactory is part of HyMotive, a strategic €1 billion project to develop disruptive technology, supported by the European Union and the French government as part of the IPCEI (Important Project of Scientific Interest) program.

As regards significant hydrogen awards, it is worth mentioning two new contracts signed late 2023 in North America, whose production will start in 2025:

- a first one with a major automotive manufacturer to supply Type IV hydrogen storage systems for medium-duty commercial trucks;
- a second one with a major clean energy technology company to supply Type IV hydrogen storage systems for heavy-duty commercial vehicles.

Effective End of the Loss-Making Michigan JIT Seating Program in North America, Successful Turnaround of Clarion Electronics, within the Electronics Business Group, and Significant Improvement in Profitability of the Lighting Business Group

As already mentioned in previous communications, FORVIA closed its Michigan Seating JIT (Just-In-Time) operations for the Jeep Grand Wagoneer at the end of September 2023 (the remaining part of this program having been transferred to FORVIA's Seating plant in Monterrey, Mexico). The extra-costs generated by this program in the first nine months of 2023 still amounted to €30 million, an improvement of €50 million over the €80 million incurred in 2022. The movement of the program will contribute to further improve profitability of the Group's North American Seating operations in 2024.

In 2023, Clarion Electronics, the former Electronics activity of Faurecia before the acquisition of HELLA now combined within the Electronics Business Group of FORVIA, has successfully managed the turnaround of its operations. In H1 2023, these operations, representing about 25% of FORVIA's Electronics Business Group, recorded an operating loss that mainly reflected high increase in freight costs to maintain supply of semiconductors and an unfavorable geographic mix. In H2 2023, thanks to gradual improvement of the supply chain and strong organic growth, Clarion Electronics was back to significant profit, more than compensating the loss recorded in H1.

In 2023, the Lighting Business Group confirmed its recovery in operating margin to 5.1% of sales in 2023 (vs. 3.5% of sales in 2022), tracking ahead of its POWER25 objective.

2023 Key Figures

Light Vehicle Production Reached 90 Million in 2023, up 9.7% vs. 2022

Worldwide automotive production showed strong dynamics in 2023, with a global production of 90.3 million light vehicles, corresponding to a 9.7% growth year on year.

The market was supported by a robust global demand and gradual improvement of semi-conductor's supply.

The 2023 level exceeded the c. 89 million LV production reached in 2019 (pre-Covid level), but with a different regional mix:

- **in Europe excl. Russia** (45% of Group sales): **production was up 12.7% at 16.7 million LVs**, but it was **c. 13% below the 2019 level** of 19.2 million LVs;
- **North America** (24% of Group sales): **production was up 9.7% at 15.7 million LVs**, 4% below the 2019 level of 16.3 million LVs;
- **China** (21% of Group sales): **production was up 10.0% at 28.8 million LVs, 18% above the 2019 level** of 24.4 million LVs.

In 2023, China represented 32% of worldwide LVP (vs. 27% in 2019) and Europe represented 20% (vs. 24% in 2019).

2023 Group Consolidated Sales and Operating Income

Group *(in € millions)*	**2022[1]**	**Currency effect**	**Organic growth**	**Scope effect**	**2023**	**Reported change**
Worldwide auto. production (in million of units)	*82,344*				*90,321*	*9.7%*
Sales	**24,574**	**(1,272)**	**3,431**	**515**	**27,248**	**10.9%**
% of last year's sales		*-5.2%*	*14.0%*	*2.1%*		
outperformance (in bps)			*+430 bps*			
Operating income	**1,061**				**1,439**	**35.6%**
% of sales	*4.3%*				*5.3%*	*+100 bps*

(1) 2022 restated for SAS, presented as Discontinued operations as from January 1, 2022; HELLA fully consolidated as from February 1, 2022.

2023 Consolidated Sales of €27,248 million: +10.9% on a Reported Basis and +14.0% on an Organic Basis, Representing an Outperformance of +430 bps

- Organic growth of €3,431 million or +14.0% of last year's sales, represented a solid outperformance of +430 bps compared to worldwide automotive production that was up 9.7% during the period.

  Out of the +430 bps, +250 bps came from volumes, +80 bps from inflation pass-through and +100 bps from a favorable regional mix.

  The end of the JIT part of the Michigan program at the end of Q3 2023 represented lost sales of c. €55 million in Q4 2023 vs. Q4 2022 and the UAW strike in the US represented lost sales of c. €90 million, mostly in Q4 2023 vs. Q4 2022.
- Positive scope effect of €515 million or +2.1% of last year's sales, corresponded to the combined effect of:
  - one additional month of consolidation of HELLA (consolidation started on February 1, 2022) for €617 million,
  - a quarter of deconsolidation of the CVI business sold to Cummins (end of consolidation as from September 30, 2023) for €102 million.
- Negative currency effect of €1,272 million or -5.2% of last year's sales, was mainly due to the depreciation of the US dollar, the Chinese yuan, the Turkish lira, and the Argentinean peso vs. the euro.

All Business Groups recorded an organic growth in the double-digits.

2023 Consolidated Operating Income of €1,439 million, up 100 bps to 5.3% of Sales

- **The year-on-year net increase mainly reflected on the positive side:**
  - volume/mix effect for an estimated impact of €388 million;
  - acceleration in cost synergies related to the integration of HELLA for a year-on-year positive impact of €139 million (€190 million of cumulated net synergies at the end of 2023 vs. €51 million at the end of 2022);
  - sequential year-on-year reduction of extra-costs from the Seating program in Michigan, leading to a net positive impact of €50 million (€30 million extra-costs in the first nine months of 2023 vs. €80 million in 2022);
  - the contribution of one additional month of consolidation of HELLA for €38 million.
- **And on the negative side:**
  - a currency impact of €138 million, close to half of which being related to the devaluation of the Argentinian person and the Turkish lira;
  - net inflation cost for an estimated year-on-year impact of €75 million;
  - the impact of the UAW strike in the US (mostly in Q4 2023) of €18 million.

Income before tax of fully consolidated companies resulted in a profit of € 606 million compared to a loss of 67 million in 2022; it includes:

- **amortization of intangibles assets acquired in business combinations:** net charge of €193 million vs. a net charge of €190 million in 2022, including the additional month of consolidation of HELLA, that started as from February 2022;
- **restructuring expenses:** net charge of €171 million vs. a net charge of €349 million in 2022, that included €144 million of asset write-downs, of which €104 million related to Russia;
- **other non-recurring operating income and expense:** net charge of €11 million vs. a net charge of €93 million in 2022, that included (i) €43 million of non-recurring costs related to the acquisition of HELLA and (ii) €27 million of non-recurring costs related to operations in Russia;
- **net financial result:** net charge of €459 million vs. a net charge of €495 million in 2022 including:
  - finance costs of €586 million in 2023 (vs. €377 million in 2022), mainly reflected the completion of the refinancing of the HELLA acquisition as well as rising interest rates in 2023,
  - hyperinflation impact was a charge of €32 million in 2023 (vs. a charge of €30 million in 2022),
  - currencies impact was a charge of €44 million (vs. a charge of €34 million in 2022),
  - other lines represented a net profit of €203 million in 2023, including a profit of €158 million from disposals (vs. a net charge of €54 million in 2022 that included a charge of €34 million for costs related to the acquisition of HELLA).

After a net charge of €232 million from income tax vs. a net charge of €177 million in 2022, net income from fully consolidated companies was a profit of €373 million vs. a loss of 244 million in 2022.

After deduction of:

- share of net income of associates: loss of €2 million in 2023 vs. a profit of €11 million in 2022;
- impact of discontinued operations: loss of €5 million in 2023 vs. a loss of €18 million in 2022;
- and deduction of minority interest: €143 million in 2023 vs. €131 million in 2022.

The consolidated net income, Group share was back to profit at €222 million in 2023 vs. a loss of €382 million in 2022.

Adjusted EBITDA increased by 14.5% to €3,328 million representing 12.2% of sales (vs. €2,907 million and 11.8% of sales in 2022).

- **Capex was stable in value at €1,137 million but decreased as a percentage of sales from 4.6% in 2022 to 4.2% of sales in 2023.**
- **Capitalized R&D increased in value at €1,046 million** (vs. €954 million in 2022) **but slightly decreased as a percentage of sales from 3.9% to 3.8%.**
- **Change in working capital was an inflow of €659 million** (vs. an inflow of €405 million in 2022), through efficient deployment of the Manage by Cash program, including strict inventories management, collection from customers and synergies on payment terms.
- **Change in factoring was an inflow of €111 million** (vs. an inflow of €183 million in 2022 that reflected the extension of factoring program to HELLA): this inflow mostly reflected the redistribution of SAS outstanding factoring to the rest of the Group, and at year-end 2023 total factoring amounted to €1,292 million, in line with the commitment to cap the use of factoring to c. €1.3 billion.

- **Restructuring cash-out amounted to €170 million** (vs. €182 million in 2022), **financial expenses cash-out amounted to €529 million** (vs. €362 million in 2022), mainly reflecting the increase in net debt related to the acquisition of HELLA, and **tax cash-out amounted to €515 million** (vs. €362 million in 2022) that included a withholding tax of €69 million related to the extraordinary dividend received from HELLA with respect to the sale of its stake in HBPO, which is expected to reverse in 2024.

Net cash flow increased by 34.3% to €649 million, representing 2.4% of sales (vs. €483 million in 2022).

- Dividends paid including to minorities amounted to €133 million (vs. €55 million in 2022) and included the extraordinary dividend paid to HELLA's minority shareholders.
- Net financial investment and other was an inflow of €567 million, reflecting:
  - above €700 million cash proceeds related to the completion of the first €1 billion disposal program,
  - the termination of the SAS factoring program for €108 million,
  - limited investments in small acquisitions.
- IFRS16 negative impact amounted to €131 million (vs. €310 million in 2022), reduced year-on-year for fewer new large projects and disposals (mainly SAS).

As a result, net financial debt at year-end 2023 stood at €6,987 million vs. €7,939 million at year-end 2022, a reduction of close to €1 billion.

Net debt/Adj. EBITDA ratio at year-end 2023 stood at 2.1x, significantly reduced vs. 2.7x a year ago, and 100bps below the 3.1x ratio recorded 18 months ago, as of June 30, 2022, right after the impact of the acquisition of HELLA.

Net financial debt reduction and net debt/Adj. EBITDA ratio improvement reflect that FORVIA is fully in line with its commitment to rapidly deleverage the company, after the acquisition of HELLA.

Available Liquidity of €6.2 Billion at December 31, 2023

As of December 31, 2023, Group liquidity amounted to €6.2 billion, of which €4.3 billion of available cash, €1.5 billion from the fully undrawn FORVIA Senior Credit Facility and €450 million from the fully undrawn HELLA Senior Credit Facility.

FORVIA's proactive debt management actions in 2023 included:

- extension of the maturity of close to the entirety of the €1.5 billion Senior Credit Facility by one year to May 2027 (with options up to May 2028);
- refinancing of the €500 million line now maturing June 2026 (with two possible extensions by one year each);
- refinancing of a €150 million term loan till June 2025;
- purchase back of €150 million out of a €950 million SLB Bonds due 2026 at 7.25%;
- issuance of Samurai Bonds for JPY19.2 million (c. €120 million), allocated across three tranches (2.25 years, 3.25 years and 5 years).

Between August and November 2023, all three rating agencies have upgraded their outlook from negative to stable.

4. Key Events since the Beginning of the Period 2024

January 2024

- FORVIA presented at CES 2024 in Las Vegas its last high-tech innovations with lower carbon emissions throughout their entire lifecycle (renewable biomass low-carbon recycled plastics, sustainable headlamp and sustainable car seat cushioning solution to replace seat foam) FORVIA received 4 accolades at the CES 2024 Innovation Awards in the category "Vehicle Tech& Advanced Mobility" for the FlatLight | µMX, the Skyline Immersive Display, the eMirror Safe UX and the Light Tile for transparent Door.

February 2024

- FORVIA received an 'A' score for its transparency and performance in addressing climate change from Carbon Disclosure Project (CDP), a non-governmental and non-profit organization. FORVIA is one of the few to obtain the 'A' rating among over 21,000 assessed companies.

- FORVIA announced the launch of EU-FORWARD, a five-year project to reinforce the competitiveness and agility of the Group's operations in Europe. These measures would rebalance the contribution of the different regions to the Group operating income, thus reducing its dependency to China, while continuing to grow in this region. In this framework, the Group will concentrate its efforts on the adaptation of the regional manufacturing and R&D set-up to the new European environment, through benefiting from generative AI adoption and addressing structural overcapacities. This project could impact up to 10,000 jobs over the five-year period and should need incremental restructuring costs. Expected savings should reach c. 500 million on annual basis in 2028. To minimize as much as possible the impact of employment at the 2028 horizon, on top of natural attrition, FORVIA is targeting immediately et significantly reducing recruitment in Europe, adapting the level of non-permanent employment, and strongly reducing the usage of external R&D resources.

March 2024

- FORVIA successfully priced one billion euros in aggregate principal amount of senior notes consisting of €500 million 5.125% senior notes due June 2029 and €500 million 5.50% senior notes due June 2031. The new notes are on the official list of Euronext Dublin (Global Exchange Market). The proceeds of the offering of the new notes was mainly used to refund partially the repurchase of around €580 millions of notes due 2025 and around €220 millions notes due 2026 through an associated tender offer. The remaining net proceeds shall be used to repay certain outstanding indebtedness. These combined transactions allow the Group to efficiently manage its liabilities and extend its average debt maturity.

- FORVIA HELLA also placed a €200 million Schuldschein with terms of 3, 5 and 7 years, aiming at refinancing a bond maturing in May 2024.

April 2024

- On April 2, HELLA and MAHLE announced the closing of the sale of their respective 50% stake in the Behr-Hella ThermoControl (BHTC) joint venture to AUO Corporation, a Taiwanese company specialized in display panel products and solutions. This operation represents the first significant step of the second disposal program for €1 billion that was announced by FORVIA in October 2023, designed to accelerate the Group's deleveraging. The transaction, which was based on an enterprise value of €600 million (€300 million for each of the two partners), will contribute to cash proceeds of c. €200 million for HELLA, representing c. 20% of the total proceeds expected from FORVIA's second disposal program.

- On April 11, CHERY, a leading Chinese automaker, and FORVIA signed a Joint Venture Agreement to deepen cooperation in the field of smart and sustainable cockpit. FORVIA and CHERY will establish a "Cockpit of the Future" joint venture Company in Wuhu to design, develop, manufacture, and supply the full cabin scope related systems and modules including seats, interiors and cockpit electronics with low CO_2 emission materials and processes. It is the first joint venture of that kind in China, and it will be consolidated by FORVIA with a sales ambition of € 1bn by 2029.

- On April 15, FORVIA announced the signature of an agreement to transfer its 100%-owned subsidiary Hug Engineering to the Belgian OGEPAR Group for an enterprise value of c. €55 million. Hug Engineering is a major player in depollution systems for high horsepower engines, currently part of FORVIA's Clean Mobility business group. Combined proceeds from the closing of the disposal by FORVIA HELLA of its stake in BHTC (on April 2) and expected proceeds from the transaction announced on April 15, whose closing is expected by the end of June 2024, should represent a total amount of c. €250 million of cash proceeds or c. 25% of the second disposal program for €1 billion that was announced by FORVIA in October 2023, designed to accelerate the Group's deleveraging.

All press releases related to these events are available on the site www.forvia.com.

5. Outlook and Trends

First-Quarter 2024 Sales

On April 18, 2024, FORVIA published its consolidated sales for the 1st quarter of 2024.

During this 1st quarter, consolidated sales reached €6.531 billion vs. €6.644 billion in the 1st quarter of 2023, i.e. a decrease of 1.7% that can be split as follows:

- a negative currency effect of €281 million, or an impact of -4.2%;
- a negative scope of consolidation effect of €38 million, or an impact of -0.6%;
- an organic growth of €206 million, or an impact of +3.1%.

This 3.1% organic growth is to be compared with a decrease by -0.8% of worldwide automotive production over the same period (source: S&P April 2024), which implies that consolidated sales organic growth outperformed worldwide automotive production by 390bps. All Group activities outperformed worldwide automotive production; all three main regions outperformed their geographies.

Confirmed FY 2024 Guidance

On the occasion of the publication of Q1 2024 consolidated sales, the Group confirmed its FY 2024 guidance, as announced on February 19, 2024:

- Sales between €27.5 billion and €28.5 billion;
- Operating margin between 5.6% and 6.4% of sales;
- Net cash flow equal or exceeding that of 2023 in value;
- Net debt/Adj. EBITDA ratio inferior of equal to 1.9x at December 31, 2024.

This guidance is based on the following main assumptions:

- broadly stable worldwide automotive production in 2024 vs. 2023, in line with S&P's latest forecast dated April 2024 that estimates 90.3 million light vehicles produced in 2024, stable vs. 2023;
- average 2024 currency rate of 1.10 for €/USD and 7.50 for €/CNY;

and assumes no major disruption materially impacting production or retail sales in any automotive region during the year.

It takes into consideration:

- a limited negative scope effect on sales of c. €50 million as the net effect of the disposal of the CVI business to Cummins (deconsolidated as rom Q4 2023) for €(300) million largely offset by the consolidation as from January 1, 2024 of HELLA's joint venture in Lighting in China for c. €250 million;
- the impact of the first step, already announced, of the second €1 billion disposal program underway, i.e. the disposal by HELLA of its 50% stake in BHTC that should contribute cash proceeds exceeding at c. 200 million.

Confirmed POWER25 Ambition

Still on the occasion of the publication of Q1 2024 consolidated sales, the Group also confirmed its FY2025 objectives, as presented at the Capital Market Day held in November 2022 and recalled on February 19, 2024:

- Sales of c. €30 billion;
- Operating margin > 7% of sales;
- Net Cash-flow of 4% of sales;
- Net debt/adjusted EBITDA ratio of < 1,5x at December 31, 2025.

These objectives were based on average 2025 currency rates of 1.05 for €/USD and of 7.00 for €/CNY and assumed no major disruption materially impacting production or retail sales in any major automotive region over the period.

These objectives, evidently, did not take into consideration any impact from the second €1 billion disposal program that was announced in October 2023.

Agenda

Purview of the Ordinary General Meeting

- **First resolution** – Approval of the company financial statements for the fiscal year ended December 31, 2023 - Approval of non-tax-deductible expenses and costs
- **Second resolution** – Approval of the consolidated financial statements for the fiscal year ended December 31, 2023
- **Third resolution** – Appropriation of income for the fiscal year and setting of the dividend
- **Fourth resolution** – Statutory Auditors' special report on related parties agreements and approval of such agreements
- **Fifth resolution** – Appointment of Ernst & Young Audit as Statutory Auditor in charge of the certification mission for sustainability related information
- **Sixth resolution** – Appointment of Mazars as Statutory Auditor in charge of the certification mission for sustainability related information
- **Seventh resolution** – Renewal of Michel de Rosen, as Board member
- **Eighth resolution** – Renewal of Jean-Bernard Lévy, as Board member
- **Ninth resolution** – Renewal of Judy Curran, as Board member
- **Tenth resolution** – Appointment of Christel Bories, in replacement of Odile Desforges, as Board member
- **Eleventh resolution** – Ratification of the cooptation of Nicolas Peter, as Board member
- **Twelfth resolution** – Fixed annual amount to allocate to Board members
- **Thirteenth resolution** – Approval of the information referred to in I of Article L. 22-10-9 of the French Commercial Code – Compensation report
- **Fourteenth resolution** – Approval of the elements comprising the total compensation and all benefits of any kind paid during the fiscal year ended December 31, 2023, or granted in respect of the same fiscal year to Michel de Rosen, Chairman of the Board of Directors
- **Fifteenth resolution** – Approval of the elements comprising the total compensation and all benefits of any kind paid during the fiscal year ended December 31, 2023, or granted in respect of the same fiscal year to Patrick Koller, Chief Executive Officer
- **Sixteenth resolution** – Approval of the compensation policy for Board members
- **Seventeenth resolution** – Approval of the compensation policy for the Chairman of the Board of Directors
- **Eighteenth resolution** – Approval of the compensation policy for the Chief Executive Officer
- **Nineteenth resolution** – Authorization to be granted to the Board of Directors to allow the Company to buy back its own shares

Purview of the Extraordinary General Meeting

- **Twentieth resolution** – Delegation of authority to be granted to the Board of Directors to issue shares and/or securities giving access, immediately or in the future, to the share capital of the Company and/or of a Subsidiary and/or debt securities, with preferential subscription rights (suspension during tender offer periods)
- **Twenty-first resolution** – Delegation of authority to be granted to the Board of Directors to issue shares and/or securities giving access, immediately or in the future, to the share capital of the Company and/or of a Subsidiary and/or debt securities, without preferential subscription rights through a public offering (excluding offers referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code) and/or as compensation for securities as part of a public exchange offer (suspension during tender offer periods)
- **Twenty-second resolution** – Delegation of authority to be granted to the Board of Directors to issue shares and/or securities giving access, immediately or in the future, to the share capital of the Company and/or of a Subsidiary and/or debt securities, without preferential rights through an offer exclusively targeting a restricted circle of investors acting for their own account or qualified investors (suspension during tender offer periods)
- **Twenty-third resolution** – Authorization to increase the amount of issues provided for in twentieth, twenty-first and twenty-second resolutions (suspension during tender offer periods)
- **Twenty-fourth resolution** – Delegation to be granted to the Board of Directors to issue shares and/or securities giving access, immediately or in the future, to the share capital of the Company, without preferential subscription rights, in order to remunerate contributions in kind of securities granted to the Company (suspension during tender offer periods)
- **Twenty-fifth resolution** – Delegation of authority to be granted to the Board of Directors to increase the Company's share capital by capitalization of reserves, profits, premiums or other amounts whose capitalization would be allowed (suspension during tender offer periods)
- **Twenty-sixth resolution** – Authorization to be granted to the Board of Directors to grant, for free, existing shares and/or shares to be issued to employees and/or certain corporate officers of the Company or of affiliated companies or economic interest groups, with waiver by the shareholders of their preferential subscription rights
- **Twenty-seventh resolution** – Delegation of authority to be granted to the Board of Directors for the purpose of increasing the share capital through the issue of shares and/or securities giving access to the share capital, with removal of preferential subscription rights for the benefit of members of a company or group savings plan
- **Twenty-eighth resolution** – Delegation of authority to be granted to the Board of Directors in order to carry out share capital increases, with removal of preferential subscription rights in favor of categories of beneficiaries
- **Twenty-ninth resolution** – Authorization to be granted to the Board of Directors for the purpose of reducing the share capital through the cancellation of shares

Purview of the Ordinary General Meeting

- **Thirtieth resolution** – Powers for formalities

Explanatory Notes and Text of Draft Resolutions

1. Ordinary General Meeting

1.1. Approval of the Financial Statements and Appropriation of Income

(FIRST TO THIRD RESOLUTIONS)

Shareholders are being asked to approve the parent company financial statements (first resolution) and consolidated financial statements (second resolution) for the fiscal year ended December 31, 2023, and the proposed appropriation of income for this fiscal year (third resolution).

The Group's parent company financial statements for the fiscal year ended December 31, 2023, show a profit of €87,051,249.19 (first resolution) and the consolidated financial statements for the same fiscal year show a profit (Group share) of €222.2 million (second resolution).

2023 results are on track with deleveraging and POWER25 objectives.

To accelerate the Group deleveraging following the acquisition of HELLA, a first €1 billion disposal program was finalized and a second disposal program of similar magnitude was announced at the end of 2023.

Net debt/ adjusted EBITDA ratio significantly reduced with 2,1x vs. 3,1x as of June 30, 2022 (just after the acquisition of HELLA).

In this context, the Board of Directors decided to propose to the Shareholders the payment of a € 0.50 per share dividend to be paid in cash (third resolution). The ex-dividend date would be June 4, 2024, and the dividend would be paid on June 6, 2024.

Finally, Shareholders are being asked to approve the total charges and expenses mentioned in paragraph 4 of Article 39 of the French General Tax Code, i.e., €210,651, which corresponds to the non-deductible portion of the leases on passenger vehicles and the corresponding tax, which amounts to €52,662.

***First resolution** – Approval of the Company financial statements for the fiscal year ended* December 31, 2023 *– Approval of non-tax-deductible expenses and costs*

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, after having read the Company financial statements for the fiscal year ended December 31, 2023 and the reports by the Board of Directors and by the Statutory Auditors, approves the Company financial statements for the fiscal year ended December 31, 2023, as presented, which show a profit of €87,051,249.19, as well as the operations reported in these financial statements and summarized in these reports.

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, particularly approves the total amount of €210,651, for expenses and costs listed in 4 of Article 39 of the French General Tax Code, and the corresponding tax which amounted to €52,662.

***Second resolution** – Approval of the consolidated financial statements for the fiscal year ended* December 31, 2023

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, after having read the consolidated financial statements for the fiscal year ended December 31, 2023 and the reports by the Board of Directors and by the Statutory Auditors, approves the consolidated financial statements for the fiscal year ended December 31, 2023, as presented, which show a profit (Group share) of €222.2 million, as well as the operations reported in these financial statements and summarized in these reports.

***Third resolution** – Appropriation of income for the fiscal year and setting of the dividend*

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, on proposal of the Board of Directors, decides to appropriate the income for the fiscal year ended December 31, 2023, as follows:

Result for the fiscal year	**€87,051,249.19**
Appropriation to the legal reserve (1)	€4,352,562.46
Balance	€82,698,686.73
Previous retained earnings	€2,166,125,295.35
Distributable income	**€2,248,823,982.08**
Distributed dividend (2)	**€98,544,670.00**
Amount allocated to retained earnings	**€2,150,279,312.08**

(1) The amount of the legal reserve will thus be increased to €127,693,862.35 equal to 9.25% of the share capital as at December 31, 2023.

(2) The total amount of the distribution in the above presented table is calculated on the basis of the number of 197,089,340 actions forming the share capital on December 31, 2023.

The General Meeting sets the gross dividend at €0.50 per action. The ex-dividend date will be June 4, 2024 (with a record date on June 5, 2024) and dividends will be paid on June 6, 2024. If the number of shares giving rights to dividends varies from the 197,089,340 shares representing the capital stock on December 31, 2023, the total amount of the dividend will be adjusted accordingly and the amount of the retained earnings account will be set on the basis of the dividends actually paid.

When dividends are paid to individuals resident for tax purposes in France, they are subject to a single 12.8% flat-rate levy on the gross dividend (Article 200 A of the French General Tax Code), or, at the express, irrevocable and overall option of the taxpayer, to the income tax on a sliding scale after a 40% tax allowance (Articles 200 A, 13 and 158 of the French General Tax Code). Dividends are also subject to social security contributions at a rate of 17.2%.

In accordance with the provisions of Article 243 bis of the French General Tax Code, the General Meeting acknowledges that over the last three years, dividends and income were distributed as follows:

Fiscal year	Gross dividend per share *(in €)* (1)	Total *(in €)* (1)
2020	1	€138,035,801 (2)
2021	-	-
2022	-	-

(1) Dividend fully eligible for the 40% tax allowance for individuals resident for tax purposes in France as provided by Article 158, 3 2° of the French General Tax Code.

(2) This amount includes the amount of the dividend corresponding to treasury shares held by the Company not paid and allocated to the retained earnings account.

1.2. Related-Party Agreements

(FOURTH RESOLUTION)

In view of the Statutory Auditors' report on related-party agreements, you are asked to approve the renewals of a related-party agreement as referred to in Article L. 225-38 of the French Commercial Code which occurred during the 2023 fiscal year. As a reminder, under a letter agreement dated April 1, 2022, the Company authorized HELLA GmbH & Co KGaA and its affiliates to use, free of charge for a one-year period, "FORVIA", as an umbrella brand, the motto "Inspiring mobility" and the intellectual rights relating thereto. This agreement was renewed in March 2023 for nine (9) months then again in December 2023 for six (6) additional months.

Fourth resolution *– Statutory Auditors' special report on related parties agreements and approval of such agreements*

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, after having read the Statutory Auditors' special report on related-party agreements which has been presented to it, approves the new agreements mentioned therein.

1.3. Appointment of Auditors in Charge of the Certification Mission of Sustainability Related Information

(FIFTH ANS SIXTH RESOLUTIONS)

In compliance with the Corporate Sustainability Reporting Directive ("CSRD"), transposed into French law with the 2023-1142 ordinance of December 6, 2023, listed companies exceeding certain thresholds will have to determine and publish in 2025 sustainability related information regarding the 2024 fiscal year into a specific and distinct section of the management report. By 2024, sustainability related information included in this report will have to be certified by a Statutory Auditor or by an independent third-party organization registered on a specific list held by the Haute Autorité de l'Audit and appointed by the Ordinary General Meeting of the shareholders. The Ordinary General Meeting can entrust the certification mission of sustainability related information to its authorized Statutory Auditors, to another Statutory Auditor, or to one or more independent third-party organization(s). During the first nomination, Shareholders at the General Meeting can appoint the Statutory Auditor or Auditors for the remaining duration of the Statutory Accounts' certification mandate.

Upon proposal by the Audit Committee, the Board of Directors recommends that the Shareholders at the General Meeting appoint Ernst & Young (fifth resolution) and Mazars (sixth resolution) as Statutory Auditors in charge of the certification mission of sustainability related information, for the remaining duration of their mandate as Company's Statutory Auditor, i.e., for the duration of one fiscal year ending after the holding of the 2025 General Meeting called to approve the financial statements for the fiscal year ending on December 31, 2024.

Fifth resolution *– Appointment of Ernst & Young Audit, as Statutory Auditor in charge of the certification mission of sustainability related information*

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, after having read the Board of Directors' report, decides to appoint Ernst & Young Audit, as Company's Statutory Auditor, in charge of the certification mission of sustainability related information, for the remaining duration of their mandate as Company's Statutory Auditor for their mission of certification of financial statements, i.e. for the duration of one fiscal year ending after the holding of the 2025 General Meeting called to approve the financial statements of the fiscal year ending on December 31, 2024.

Sixth resolution *– Appointment of Mazars, as Statutory Auditor in charge of the certification mission of sustainability related information*

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, after having read the Board of Directors' report, decides to appoint Mazars, as Company's Statutory Auditor, in charge of the certification mission of sustainability related information, for the remaining duration of their mandate as Company's Statutory Auditor for their mission of certification of financial statements, i.e. for the duration of one fiscal year ending after the holding of the 2025 General Meeting called to approve the financial statements of the fiscal year ending on December 31, 2024.

1.4. Governance

(SEVENTH TO ELEVENTH RESOLUTIONS)

1.4.1. Renewal of Michel de ROSEN as Board Member (seventh resolution)

It is proposed to the Shareholders that during the General Meeting the renewal of the term of office of Michel de ROSEN which expires at the end of this General Meeting. This renewal would be for a period of four (4) years, i.e., until the end of the Ordinary General Meeting called to approve in 2028 the financial statements for the previous fiscal year.

Michel de ROSEN, a French national, is Director/Chairman of various companies.

He served as head of staff for the French Minister of Industry and Telecommunications, then held different management positions in Rhône-Poulenc Group, ViroPharma, SDG then Eutelsat for which he was Chief Executive Officer and Chairman of the Board of Directors.

He has been a Director of the Company since May 27, 2016, Chairman of the Board and Member of the Governance, Nominations and Sustainability Committee. His attendance for fiscal year 2023 was 100% on the Board of Directors and on the Governance, Nominations and Sustainability Committee.

Michel de ROSEN brings to the Board strong experience as head of af international industrial groups as well as relevant skills in crisis management, risk control and finance.

He qualifies as independent in accordance with the AFEP-MEDEF Code and, as of the date of this report, holds 12,565 shares in the Company.

Seventh resolution *– Renewal of Michel de ROSEN, as Board member*

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, after having read the Board of Directors' report, resolves to renew Michel de ROSEN, as Board member, for a period of four years.

The term of office of Michel de ROSEN as Board member will expire at the end of the Ordinary General Meeting held in 2028 to approve the financial statements for the past fiscal year.

1.4.2. Renewal of Jean-Bernard LEVY as Board Member (eighth resolution)

It is proposed to the Shareholders that during the General Meeting the renewal of the term of office of Jean-Bernard LEVY which expires at the end of this General Meeting. This renewal would be for a period of four (4) years, i.e., until the end of the Ordinary General Meeting called to approve in 2028 the financial statements for the previous fiscal year.

Jean-Bernard LEVY, a French national, is Director/Chairman of companies.

He held various management positions in Matra, Videndi, Thales and EDF groups.

He has been a Director of the Company since February 19, 2021, and Chairman of the Governance, Nominations and Sustainability Committee. His attendance for fiscal year 2023 was 100% on the Board of Directors and on the Governance, Nominations and Sustainability Committee.

Jean-Bernard LEVY brings to the Board significant experience as head of international industrial groups as well as critical skills in crisis management, energy markets, sustainability and corporate social responsibility.

He qualifies as independent in accordance with the AFEP-MEDEF Code and, as of the date of this report, holds 500 shares in the Company.

Eighth resolution *– Renewal of Jean-Bernard LEVY, as Board member*

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, after having read the Board of Directors' report, resolves to renew Jean-Bernard LEVY, as Board member, for a period of four years.

The term of office of Jean-Bernard LEVY as Board member will expire at the end of the Ordinary General Meeting held in 2028 to approve the financial statements for the past fiscal year.

1.4.3. Renewal of Judy CURRAN as Board Member (ninth resolution)

It is proposed to the Shareholders that during the General Meeting the renewal of the term of office of Judy CURRAN which expires at the end of this General Meeting. This renewal would be for a period of four (4) years, i.e., until the end of the Ordinary General Meeting called to approve in 2028 the financial statements for the previous fiscal year.

Judy CURRAN, a U.S. national, is responsible for the automotive strategy of ANSYS.

She held various positions within the Ford Motor Company group of companies.

She has been a Director of the Company since February 18, 2022, and a Member of the Audit Committee since February 2024. Her attendance for fiscal year 2023 was 100% on the Board of Directors.

Judy CURRAN brings to the Board extensive experience in the automotive industry, emerging technologies and energy markets.

She qualifies as independent in accordance with the AFEP-MEDEF Code and, as of the date of this report, holds 500 shares in the Company.

Ninth resolution *– Renewal of Judy CURRAN as Board member*

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, after having read the Board of Directors' report, resolves to renew Judy CURRAN, as Board member, for a period of four years.

The term of office of Judy CURRAN as Board member will expire at the end of the Ordinary General Meeting held in 2028 to approve the financial statements for the past fiscal year.

1.4.4. Appointment of Christel BORIES as Board Member (tenth resolution)

The Board of Directors, on the proposal of the Governance, Nominations and Sustainability Committee, decided in its meeting dated October 19, 2023, to propose to the General Meeting of May 30, 2024, the appointment of Christel BORIES as an Independent Board Member for a period of four (4) years, i.e., until the end of the Ordinary General Meeting called to approve in 2028 the financial statements for the previous fiscal year.

Christel BORIES is proposed to be appointed to succeed to Odile DESFORGES, whose term of office will expire at the close of the Annual General Meeting on May 30, 2024, and did not wish to be renewed. The Board of Directors warmly thanks Odile DESFORGES for her contribution to the discussions and work of the Board of Directors as Board Member and as Chairwoman of the Audit Committee.

Christel BORIES, a French national, is Chairwoman and Chief Executive Officer of Eramet and has served in those capacities since 2017.

She has held various positions of responsibility within Pechiney, Alcan, Constellium (previously Alcan), Ipsen and Eramet.

Christel BORIES would bring to the Board her leadership experience and knowledge in the industrial area in the context of complex international environments.

She qualifies as independent in accordance with the AFEP-MEDEF Code.

Tenth resolution *– Nomination of Christel BORIES, in replacement of Odile DESFORGES, as Board member*

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, after having read the Board of Directors' report, resolves to appoint Christel BORIES as Board member, in place of Odile DESFORGES, for a period of four years.

The term of office of Christel BORIES as Board member will expire at the end of the Ordinary General Meeting held in 2028 to approve the financial statements for the past fiscal year.

1.4.5. Ratification of the Cooptation of Nicolas PETER as Board Member (eleventh resolution)

Further to the resignation of Jürgen BERHEND on July 13, 2023, the Board of Directors, on proposal of the Governance, Nominations and Sustainability Committee, decided during this meeting dated October 19, 2023, to coopt Nicolas PETER, the candidate proposed by Hueck and Roepke Family Pool, as replacement of Jürgen BEHREND, with immediate effect. This cooptation has been for the duration of the remaining duration of the mandate of his predecessor, i.e., until the end of the Ordinary General Meeting called to approve in 2026 the financial statements for the previous fiscal year. In conformity with legal requirements, it is proposed to the Shareholders that during the General Meeting to ratify the cooptation of Nicolas PETER as Board Member.

Nicolas PETER, a German national, is a Director of Companies and Chairman of the Board of Trustees of the BMW Foundation Herbert Quandt.

He previously held various positions in the BMW group.

Nicolas PETER brings to the Board strong relevant experience in the automotive industry and in the financial area.

He qualifies as independent in accordance with the AFEP-MEDEF Code and, as of the date of this report, holds 500 shares in the Company.

Eleventh resolution *– Ratification of the cooptation of Nicolas PETER, as Board member*

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, after having read the Board of Directors' report, resolves to ratify the co-optation of Nicolas PETER as Board member, drafted by the Board of Directors on October 19, 2023, in place of Jürgen BEHREND, resigning.

This appointment is effective for the remaining duration of his predecessor’s mandate, namely until the Ordinary General Meeting is held in 2026 to decide on the financial statements of the ended fiscal year.

1.5. Fixed Annual Amount to Allocate to Board Members

(TWELFTH RESOLUTION)

The General Meeting of June 26, 2020 (10th resolution) set the maximum total annual amount that may be paid by the Board of Directors to its Members at €900,000. This amount has remained unchanged since that date.

Upon recommendation of the Compensation Committee, the Board of Directors reviewed the Board Members' compensation in order to maintain the competitiveness and comparability of the Board Members' compensation with the companies of the main stock market indices in France, as well as other indices in Germany and throughout the European Union.

On this basis, the Board of Directors, at its meeting of December 14, 2023, decided that it was necessary and appropriate to modify the structure and level of the Board Members' compensation, in order to continue to attract highly qualified and desirable profiles. In particular, the Board of Directors noted that the average annual fixed compensation of FORVIA's Board Members is currently lower than the average annual fixed compensation offered by the companies in the stock market indices studied (CAC40, CACNext 20, CACLarge60, SB120, CACMid 60).

In this context, the Board of Directors, upon recommendation of the Compensation Committee decided to propose for approval by the Shareholders at the General Meeting of May 30, 2024, an increase in the maximum total annual compensation amount package for Board Members from €900,000 to €1,200,000.

Twelfth resolution *– Fixed annual amount to allocate to Board members*

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, after having read the Board of Directors' report, resolves to raise from €900,000 to €1,200,000, the amount of the compensation allocated annually to Board members for the 2024 fiscal year and for each following fiscal year until a new decision is made.

1.6. Approval of the Compensation for Corporate Officers (*Ex Post* Vote)

(THIRTEENTH RESOLUTION)

The Shareholders are required, pursuant to Article L. 22-10-34, I of the French Commercial Code, to approve the information relating to the compensation paid or awarded to each Corporate Officer during the year ended, namely the Chairman of the Board of Directors, the Chief Executive Officer and the Board Members, referred to in Article L. 22-10-9, I of the French Commercial Code.

This information applies to the total compensation and all benefits paid or awarded to the Corporate Officers (including the compensation paid or awarded to the Board Members), as well as other, more general, elements making it possible to assess the breakdown of the fixed and variable portions, the level of compensation for the executive and non-executive Corporate Officers according to different criteria, or the implementation of a compensation policy.

This information appears in Chapter 3 "Corporate Governance", Sections 3.3.1 "Compensation of Executive Corporate Officers for the 2022 and 2023 Fiscal Years" and 3.3.2 "Board Members' Compensation for the 2022 and 2023 Fiscal Years" of the 2023 Universal Registration Document as well as in Section 2 "Compensation" of the "Governance and Compensation" Part of the Notice of the Meeting.

Thirteenth resolution *– Approval of the information referred to in I of Article L. 22-10-9 of the French Commercial Code – Compensation report*

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, after having read the corporate governance report referred to in Article L. 225-37 of the French Commercial Code, approves, in application of Article L. 22-10-34, I of the French Commercial Code, the information indicated in Article L. 22-10-9, I of the French Commercial Code as presented, as indicated in the 2023 Universal Registration Document, Chapter 3 "Corporate Governance", Sections 3.3.1 "Compensation of executive and non-executive corporate officers for the 2022 and 2023 fiscal years" and 3.3.2 "Board members' compensation for the 2022 and 2023 fiscal years".

1.7. Approval of the Compensation Paid During/Awarded in Respect of the Previous Fiscal Year to the Executive and Non-Executive Corporate Officers (*Ex Post* Vote)

(FOURTEENTH AND FIFTEENTH RESOLUTIONS)

In accordance with the provisions of Article L. 22-10-34-II of the French Commercial Code, Shareholders are being asked to approve the fixed, variable and exceptional components comprising the total compensation and all benefits paid during the past fiscal year or awarded in respect of this same fiscal year to the Chairman of the Board of Directors (fourteenth resolution) and to the Chief Executive Officer (fifteenth resolution).

Ex Post Vote on the Compensation of the Chairman of the Board of Directors (Fourteenth Resolution)

The elements of compensation awarded or paid in 2023 to Michel de ROSEN comply with the 2023 compensation policy for the Chairman of the Board of Directors, approved by 99.79% of the votes cast at the General Meeting of May 30, 2023, under the twelfth resolution, as implemented by the Board of Directors.

These components of compensation are described in Chapter 3 "Corporate Governance", Sections 3.3.1.1 "Compensation of the Chairman of the Board of Directors" and 3.3.1.4.1 "Summary of the Components of the Compensation Paid to the Chairman of the Board of Directors During the 2023 Fiscal Year or Granted for the Same Fiscal Year" of the 2023 Universal Registration Document.

Ex Post Vote on the Compensation of the Chief Executive Officer (Fifteenth Resolution)

The elements of compensation awarded or paid in 2023 to Patrick KOLLER comply with the 2023 compensation policy for the Chief Executive Officer, which was approved by 92.66% of the votes cast at the General Meeting of May 30, 2023, under the thirteenth resolution, as implemented by the Board of Directors.

The 2023 fiscal year was marked by the continuation of the transformation of the Group in a context which remained tense in the automotive sector. The Company has carried on the necessary actions in terms of deleveraging trajectory, improvement of the operating income, protection of cash and fixed costs flexibility. The quantifiable and individual criteria for the Chief Executive Officer's variable annual compensation as set for 2023 by the Board of Directors in line with the Group's priorities as reminded above were generally achieved. Of note, all of the criteria for the Chief Executive Officer's variable annual compensation for 2023, including targets set under the individual criteria category, were quantitative in nature. This good performance is reflected in the evolution of the remuneration of the Chief Executive Officer in 2023.

The Chief Executive Officer's compensation in 2023 is described in Chapter 3 "Corporate Governance", Sections 3.3.1.2 "Compensation of the Chief Executive Officer" and 3.3.1.4.2 "Summary of the Components of the Compensation of the Chief Executive Officer Paid During the 2023 Fiscal Year or Awarded for the Same Fiscal Year" of the 2023 Universal Registration Document. The summary table is also provided in Section 2 "Compensation" of the "Governance and Compensation" part of the Notice of Meeting.

***Fourteenth resolution** – Approval of the elements comprising the total compensation and all benefits of any kind paid during the fiscal year ended December 31, 2023, or granted in respect of the same fiscal year to Michel de ROSEN, Chairman of the Board of Directors*

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, after having read the corporate governance report indicated in Article L. 225-37 of the French Commercial Code, approves, in application of Article L. 22-10-34, II of the French Commercial Code, the fixed, variable and exceptional elements comprising the total compensation and all benefits paid during the fiscal year ended December 31, 2023 or granted in respect of the same fiscal year to Michel de ROSEN, Chairman of the Board of Directors, as presented, as they are listed in the 2023 Universal Registration Document, Chapter 3 "Corporate Governance", Sections 3.3.1.1 "Compensation of the Chairman of the Board of Directors" and 3.3.1.4.1 "Summary of the components of the compensation paid to the Chairman of the Board of Directors during the 2023 fiscal year or granted for the same fiscal year".

***Fifteenth resolution** – Approval of the elements comprising the total compensation and all benefits of any kind paid during the fiscal year ended December 31, 2023, or granted in respect of the same fiscal year to Patrick KOLLER, Chief Executive Officer*

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, after having read the corporate governance report indicated in Article L. 225-37 of the French Commercial Code, approves, in application of Article L. 22-10-34, II of the French Commercial Code, the fixed, variable and exceptional elements comprising the total compensation and all benefits paid during the fiscal year ended December 31, 2023 or granted in respect of the same fiscal year to Patrick KOLLER, Chief Executive Officer, as presented, as they are listed in the 2023 Universal Registration Document, Chapter 3 "Corporate Governance", Sections 3.3.1.2 "Compensation of the Chief Executive Officer" and 3.3.1.4.2 "Summary of the components of the compensation of the Chief Executive Officer paid during the 2023 fiscal year or awarded for the same fiscal year".

1.8. Approval of the Compensation Policy for Corporate Officers (*Ex Ante* Vote)

(SIXTEENTH TO EIGHTEENTH RESOLUTIONS)

In accordance with the provisions of Article L. 22-10-8, II of the French Commercial Code, Shareholders are asked to approve the compensation policies applicable to the Board Members (sixteenth resolution), the Chairman of the Board of Directors (seventeenth resolution) and the Chief Executive Officer (eighteenth resolution).

The compensation policies for corporate officers are set out in Chapter 3 "Corporate Governance", Section 3.3.4.1 "Compensation Policy for Corporate Officers" and Section 3.3.4.2 of the 2023 Universal Registration Document.

In particular, note that:

- regarding the compensation policy for the Board Members: further to the provision to increase the fixed annual to allocate to the Board Members described in the twelfth resolution, and subject to approval by the General Meeting, the Board of Directors propose to the General Meeting to revise certain rules for allocating this package effective as of January 1, 2024:
  - the fixed component (annual fixed amount for participation in the work of the Board of Directors) would be set at €25,000 (compared to €12,000 currently),
  - the variable component (amount per meeting of the Board of Directors - actual attendance) would be set at €5,000 (compared to €3,000 currently),
  - the fixed component and the variable component for participation in, or chairmanship of, committees would remain unchanged,
  - Board Members who are members of an *Ad Hoc* Committee would receive variable compensation in the amount of €2,500 per meeting (actual attendance). There is no fixed component for participation in an Ad Hoc Committee;
- regarding the compensation policy for the Chairman of the Board of Directors: the fixed annual compensation has remained unchanged since 2017 and amounts to €300,000. The Board of Directors, upon recommendation of the Compensation Committee, considered a potential revision of the annual fixed compensation of the Board of Directors' Chairman, on the basis of the following criteria, *inter alia*: increasingly robust work program of the Board of Directors and thus of its Chairman, benefit of all stakeholders in a strong involvement of the Chairman of the Board of Directors in the Company's governance, alongside the Chief Executive Director, importance of maintaining competition and comparability of compensation levels of the Chairs of the Board of Directors in comparison to market practices. The Board of Directors, upon proposal of the Compensation Committee, decided to propose to the Shareholders for approval at the General Meeting to increase the amount of the fixed annual compensation of the Chairman of the Board of Directors from €300,000 to €400,000 and which would become effective as of January 1st, 2024;
- regarding the compensation policy for the Chief Executive Officer: this remains unchanged compared to 2023, the structure and amounts allocated to each component remaining the same. As part of the implementation of this policy, the long-term compensation objectives are adjusted to take into account the Group's strategic priorities, in particular environmental impact, profitability and cash generation. Detailed information is provided in Section 3.3.4.1.3 "Compensation Policy for the Chief Executive Officer" and Section 3.3.4.2.2 "Implementation in 2024" of the 2023 Universal Registration Document, as well as in the summary table reproduced in Section 2 "Compensation" of the "Governance and Compensation" part of the Notice of Meeting. It is also specified in the explanatory note of the new authorisation of Performance Share Plan in the twenty-sixth resolution on the measurement of internal financial conditions of the Plan (cumulative annual budgets).

Sixteenth resolution – *Approval of the compensation policy for Board members*

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, after having read the corporate governance report indicated in Article L. 225-37 of the French Commercial Code describing the components the compensation policy for the Board members, approves, in application of Article L. 22-10-8, II of the French Commercial Code, the compensation policy for Board members as presented in the 2023 Universal Registration Document, Chapter 3 "Corporate governance", Section 3.3.4.1 "Remuneration policy for corporate officers" and Section 3.3.4.2 "Implementation in 2024".

Seventeenth resolution – *Approval of the compensation policy for the Chairman of the Board of Directors*

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, after having read the corporate governance report indicated in Article L. 225-37 of the French Commercial Code describing the components the compensation policy for the Chairman of the Board of Directors, approves, in application of Article L. 22-10-8, II of the French Commercial Code, the compensation policy for the Chairman of the Board of Directors as presented in the 2023 Universal Registration Document, Chapter 3 "Corporate governance", Section 3.3.4.1 "Remuneration policy for corporate officers" and Section 3.3.4.2 "Implementation in 2024" .

Eighteenth resolution – *Approval of the compensation policy for the Chief Executive Officer*

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, after having read the corporate governance report indicated in Article L. 225-37 of the French Commercial Code describing the components the compensation policy for the Chief Executive Officer, approves, in application of Article L. 22-10-8, II of the French Commercial Code, the compensation policy for the Chief Executive Officer as presented in the 2023 Universal Registration Document, Chapter 3 "Corporate governance", Section 3.3.4.1 "Remuneration policy for corporate officers" and Section 3.3.4.2 "Implementation in 2024".

1.9. Share Buy-Back Program

(NINETEENTH RESOLUTION)

Shareholders are asked to renew the authorization granted by the General Meeting of May 30, 2023, under the fourteenth resolution to the Board of Directors for the purpose of permitting the potential buyback of Company's shares under the conditions described below:

Share buybacks in the Company would be authorized in order for the Company to:

a) hedge stock option plans and/or free share allocation plans (or similar plans) to the benefit of employees and/or Group Corporate Officers (including Economic Interest Groups and related companies), as well as all allocations of shares as part of a Group or Company savings plan (or similar plan), under a profit-sharing plan and/or any other form of allocation of shares to the benefit of the Group or Company employees and/or Corporate Officers (including Economic Interest Groups and related companies);

b) hedge the commitments made by the Company under financial contracts or options with payment in cash granted to the Group's employees and/or Corporate Officers (including Economic Interest Groups and related companies);

c) hedge securities giving access to the allocation of Company shares;

d) retain the shares purchased and use these shares for exchange or payment at a later stage, as part of any possible merger, demerger, contribution and external growth transactions;

e) cancel shares;

f) support the secondary market or the liquidity of Company shares, through an investment service provider under a liquidity contract in accordance with the market practices accepted by the regulations.

This program will also be designed to allow the implementation of all market practices that may be accepted by the market authorities, and more generally, the completion of all other transactions in accordance with legislation or regulations that are or may become applicable. In such an event, the Company may inform its shareholders through a press release.

The shares may, in whole or in part, depending on the case, be acquired, sold, exchanged or transferred, in one or several instalments, by all means, on all markets, including on multilateral trading facilities (MTF) or through a systematic internalizer, or over the counter, including through the acquisition or disposal of blocks of shares (without limiting the part of the buy-back program that may be completed through this means), in all cases, either directly or indirectly, notably through an investment service provider. These means include the use of optional mechanisms or derivatives subject to the applicable regulations.

The ceilings for the number of shares or amounts would be as follows:

- the maximum number of shares that may be purchased shall not exceed 10% of the total number of shares comprising the capital stock (i.e.,19,708,934 shares as of March 31, 2024);
- the maximum purchase price would be up to €60 per share (excluding acquisition costs);
- the theoretical maximum purchase amount of the program (excluding acquisition costs) would be €1,182,536,040.

These transactions may be carried out during the periods that the Board of Directors deems appropriate.

However, during a public offer period, buybacks may be carried out only if they:

- enable the Company to meet commitments made prior to the opening of the offer period;
- are carried out to continue a share buy-back program already in progress;
- are not likely to cause the offer to fail; and
- only meet one of the objectives set out in points a) and b) above (delivery of shares to the beneficiaries of stock options, free shares, the Company's savings or profit-sharing plans; hedging the Company's commitments under financial contracts or options with cash settlement granted to the employees and/or Corporate Officers of the Group).

The authorization would be granted for a period of 18 months and end the authorization granted by the General Meeting of May 30, 2023, under the fourteenth resolution.

Nineteenth resolution *– Authorization to be granted to the Board of Directors to allow the Company to buy back its own shares*

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, after having read the Board of Directors' report:

1. authorizes the Board of Directors to purchase or buy back Company shares, in accordance specifically with the provisions of Articles L. 22-10-62 et seq., and L. 225-210 et seq. of the French Commercial Code, of the Regulation No. 596/2014 of the European Parliament and Council of April 16, 2014, of the Delegated Regulation 2016/1052 of the Commission of March 8, 2016, the provisions of the General Regulation of the *Autorité des Marchés Financiers*, and all other legal and regulatory provisions that may become applicable;
2. acquisitions are authorized in order to:
   a) hedge stock option plans and/or free grant of shares plans (or similar plans) to the benefit of employees and/or Group corporate officers (including Economic Interest Groups and related companies) as well as all allocations of shares as part of a group or company savings plan (or similar plan), under a profit-sharing plan and/or any other form of allocation or sale of shares to the benefit of the Group employees and/or corporate officers (including Economic Interest Groups and related companies),

   b) hedge the Company's commitments under financial contracts or cash-settled options granted to Group employees and/or corporate officers (including Economic Interest Groups and related companies),

   c) hedge securities giving access to the allocation of Company shares within the framework of applicable regulations,

   d) retain the shares purchased and use these shares for exchange or payment at a later stage, as part of any possible merger, spin-off, contribution or external growth transactions,

   e) cancel shares in accordance with the authorization granted or to be granted by the Extraordinary General Meeting,

   f) support the secondary market or the liquidity of FORVIA shares, through an investment service provider under a liquidity contract in accordance with the market practice accepted by the regulations;
3. resolves that this program is also designed to allow the implementation of all market practices that may be permitted by the market authorities, and more generally, the completion of all other transactions in accordance with legislation or regulations that are or may become applicable. In such an event, the Company shall inform its shareholders through a press release;
4. resolves that the shares may, in all or part, depending on the case, be acquired, sold, exchanged or transferred, in one or several installments, by all means, on all markets, including on multilateral trading facilities or through a systematic internalizer, or over the counter, including through the acquisition or disposal of blocks of shares (without limiting the part of the buyback program that may be completed through this means), in all cases, either directly or indirectly, notably through an investment service provider. These means include the use of optional mechanisms or derivatives subject to the applicable regulations;

5. resolves that the maximum number of shares that may be purchased pursuant to this authorization may not exceed 10% of the total number of shares comprising the share capital (i.e. for information purposes 19,708 934 shares at March 31, 2024), it being specified that (i) this cap applies to an amount of the Company's share capital that may, if applicable, be adjusted to take into account the transactions affecting the share capital after this General Meeting and (ii) in accordance with the applicable provisions, when the shares are purchased for liquidity purposes, the number of shares taken into account to calculate the aforementioned cap of 10% corresponds to the number of shares purchased less the number of shares resold during the duration of the authorization. The acquisitions made by the Company may not, under any circumstances, lead it to hold, directly or indirectly through subsidiaries, over 10% of its share capital. Moreover, the number of shares acquired by the Company for the purpose of retaining and using them for exchange or payment at a later stage, as part of any possible merger, spin-off, contribution or external growth transactions may not exceed 5% of its share capital;

6. resolves to set the maximum purchase price at €60 per share (excluding acquisition costs). In the event of capital increase through the capitalization of premiums, reserves, or profits by allocations of free shares to shareholders as well as in the event of a division of shares, reverse stock split or any other transaction affecting the share capital, the aforementioned price will be adjusted by a multiplication coefficient equal to the ratio of the number of Company shares prior to the transaction and the number of shares after the transaction. On this basis, and for information only, based on the share capital at March 31, 2024 comprising 197,089,340 shares, and without taking into account the shares already held by the Company, the theoretical maximum purchase amount for the program (excluding acquisition costs) would amount to €1,182,536,040;

7. the General Meeting grants all powers to the Board of Directors, with the option of subdelegation under the conditions provided by law, notably to:

   - implement and proceed with the transactions described in this authorization,
   - sign and cancel all contracts and agreements for the purpose of the buyback, disposal or transfer of treasury shares,
   - place buy orders on all markets or conduct all over the counter transactions,
   - allocate or reallocate the acquired shares to different objectives,
   - prepare all documents, carry out all declarations, press releases and formalities with the *Autorité des Marchés Financiers* and all other authorities or organizations relating to the transactions carried out under this resolution,
   - set the terms and conditions under which shall be ensured, if applicable, the preservation of the rights of holders of rights or securities giving access to shares in the Company,
   - carry out all formalities and in general, do all that may be deemed necessary or useful as part of the implementation of this authorization;

8. resolves that these transactions may be carried out at the periods decided by the Board of Directors. However, during a public tender offer period initiated by a third party with respect to the Company's securities, share buybacks may only be carried out provided that they (i) enable the Company to comply with commitments made by the latter prior to the opening of the offer period, (ii) are carried out as part of the continuation of a share buyback program already in progress, (iii) are not likely to cause the offer to fail, and (iv) are in line with one of the objectives referred to above in points 2. a) and 2. b);

9. sets the validity of this authorization at 18 months, from the date of this General Meeting, and acknowledges that it shall supersede, from the same date for the unused portion at the date of the General Meeting, the authorization granted to the Board of Directors by the General Meeting of May 30, 2023, under its fourteenth resolution.

2. Extraordinary General Meeting

2.1. Financial Authorizations and Delegations

(TWENTIETH TO TWENTY-FIFTH RESOLUTIONS)

As in previous years, Shareholders are being asked to renew the financial authorizations and delegations of authority that were granted to the Board of Directors by the previous General Meeting. These authorizations and delegations of authority, with or without preferential subscription rights, will enable the Company to enact financial transactions based on market conditions and quickly gather the resources needed to implement the Company's growth and consolidation strategy.

It is therefore proposed that the structure and ceilings of the financial authorizations and delegations remain unchanged (in line with the recommendations of the voting agencies and consistent with the practice of listed issuers of a similar size to the Company).

2.1.1. Delegation of Authority to Increase the Capital Stock with Preferential Subscription Right (Twentieth Resolution)

Transactions carried out under this resolution would be reserved for Company Shareholders only.

The securities that may be issued would be shares and/or securities giving access to shares of the Company and/or a Subsidiary of the Company.

In accordance with the law, Shareholders would be eligible for negotiable preferential subscription rights. Subscriptions would be carried out on an irreducible basis and, if the Board of Directors would decide, on a reducible basis. If the aggregate amount of subscriptions on an irreducible basis, and as the case may be on a reducible basis, would not absorb all of an issue, the Board of Directors may use, in the order it would determine, all or some of the abilities provided for by law.

The subscription price of the shares and/or securities issued pursuant to this delegation of authority would be set by the Board of Directors in accordance with applicable laws and regulations.

The capital and debt ceilings for this delegation of authority would be as follows:

- capital ceiling (in nominal): 40% of the Company's capital on the day of the General Meeting of May 30, 2024 (representing, for information a nominal amount of €551,850,152 on the basis of the share capital as of March 31, 2024). This is a total ceiling for all capital increases (issuances under the twentieth, twenty-first, twenty-second and twenty-fourth resolutions) (excluding performance shares and capital increases reserved for employees shareholding plans);
- debt ceiling: €1 billion. This is a total ceiling for all the issues of debt securities (issuances under the twentieth, twenty-first, twenty-second and twenty-fourth resolutions), excluding issuances reserved for employees shareholding plans.

The Board of Directors would have full powers for the purpose of implementing such delegation of authority.

Unless prior authorization has been granted by the General Meeting, the Board of Directors may not use this delegation upon the filing of a tender offer for the Company's shares by a third party, up until the end of the offer period.

This delegation of authority, which would be granted for a period of 26 months, would invalidate (for the unused portion relating to issues of shares and/or securities giving access, immediately or in the future, to the capital of the Company and/or a Subsidiary, with preferential subscription rights, as at the date of the General Meeting) the delegation of authority granted by the General Meeting of May 30, 2023, under its sixteenth resolution.

Twentieth resolution *– Delegation of authority to be granted to the Board of Directors to issue shares and/or securities giving access, immediately or in the future, to the share capital of the Company and/or of a Subsidiary and/or debt securities, with preferential subscription rights (suspension during tender offer periods)*

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, after having read the Board of Directors' report and the special report of the Statutory Auditors, and in accordance with the provisions of the French Commercial Code, notably its Articles L. 225-129-2, L. 225-132 and L. 228-91 et seq.:

1. delegates to the Board of Directors its authority to decide on the issue, in one time or several instalments, at the times and in the proportions it deems appropriate, on the French and/or international market, either in euros or in any other foreign currency or currency unit established by reference to several currencies, (i) of shares and/or (ii) securities governed by Articles L. 228-92 paragraph 1 and L. 228-93 paragraphs 1 and 3 of the French Commercial Code giving access, immediately or in the future, to the share capital of the Company and/or that of a company in which the Company owns, directly or indirectly at the time of the issue, over half of the share capital (a "Subsidiary") (including equity securities giving the right to the allocation of debt securities), excluding preference shares and securities giving access by all means, immediately or in the future, to preference shares. The subscription may take place either in cash, or through debt compensation;

2. resolves to set the authorized limit amount for issues should the Board of Directors decided to use the present delegation of authority, as follows:

   a) the maximum nominal amount of capital increases that may result from the use of this delegation is set at 40 % of the share capital as of the date of this General Meeting, it being stipulated that (i) this ceiling constitutes the total maximal nominal value of the issues carried out pursuant to the twentieth, twenty-first, twenty-second and twenty-fourth resolutions submitted to this General Meeting (or all resolutions that may substituted at a later date) (the "Overall Ceiling") and (ii) to this ceiling shall be added, if applicable, the nominal value of the capital increase required to preserve, in accordance with the law and, if applicable, with contractual provisions providing for other preservation modalities, the rights of holders of rights or securities giving access to shares in the Company. In this respect, the General Meeting authorizes as required the Board of Directors to increase the share capital proportionally,

   b) the maximum nominal value of debt securities that may be issued pursuant to this delegation is set at €1 billion or the equivalent in any other currency or currency unit established by reference to several currencies, it being stipulated that this ceiling (i) constitutes the total maximum nominal value of issues carried out pursuant to the twentieth, twenty-first, twenty-second and twenty-fourth resolutions submitted to this General Meeting (or all resolutions that may be substituted at a later date), (ii) shall be increased, if applicable, by all redemption premiums above par and (iii) this ceiling does not apply to debt securities for which the issue shall be decided or authorized by the Board of Directors in accordance with the provisions of Articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3 of the French Commercial Code;

3. resolves that shareholders may exercise, under the conditions provided by the law, their preferential subscription rights by way of right to shares and securities giving access to the share capital. The Board of Directors may also set up for the benefit of shareholders a preferential subscription right for excess shares that shall be exercised in a proportional way to the subscription rights that they hold and up to the level of their requests. If the subscriptions as of right and, if applicable, for excess shares together do not result in the full subscription of the issuance, the Board of Directors may use, in the order that it deems appropriate, one or more of the options provided by Article L. 225-134 of the French Commercial Code;

4. acknowledges that this delegation shall automatically act as a waiver by shareholders of their preferential rights to subscribe to the shares to which the securities that may be issued based on this delegation may give the rights immediately and/or in the future, for the benefit of bearers of securities giving access to the shares issued pursuant to this delegation;

5. resolves that the Company may issue share subscription warrants through a subscription offer, but may also do so by granting free share awards to existing shareholders, it being specified that the fractional rights shall be sold in accordance with the terms and conditions provided for by the applicable laws and regulations;

6. resolves that the Board of Directors shall have all powers, with the option of subdelegation under the conditions provided by law, notably to:

   - decide the issue, set the price, terms and conditions and dates of the issues, as well as the type and characteristics of the shares and securities to be created,
   - set the amounts to be issued, suspend, if applicable, the exercise of the rights to the allocation of Company shares attached to the securities for a period not exceeding three months, set the terms and conditions under which shall be assured, if applicable, the preservation of the rights of holders of rights or securities giving access to shares in the Company, and this, in compliance with the legal, regulatory and, if applicable, contractual provisions, carry out, if applicable, all deductions from additional paid-in capital and notably the costs resulting from the completion of the issues and deduct from the issue amount the sums necessary to fund the statutory reserve to one tenth of the new level of capital, after each increase, and, more generally, take all necessary actions in this respect,
   - set the terms and conditions under which the Company would have, if applicable, the option to purchase or exchange in the stock market, at any time or during set periods, the securities, for the purpose of cancelling or not cancelling them, taking into account legal provisions,
   - ensure, if applicable, the listing of the shares and securities, generally take all useful measures and sign all agreements to ensure the completion of the planned issues, record the capital increase(s) resulting from any issue completed using this delegation and amend the bylaws accordingly;

7. resolves that this delegation may be used at any time. However, the Board of Directors may not use this delegation of authority, without the prior authorization of the General Meeting, in the event of a tender offer filed by a third-party involving Company shares, until the end of such offer;

8. sets the validity of this delegation at 26 months, from the date of this General Meeting, and acknowledges that it shall supersede, from the same date for the unused portion relating to the issuances of shares and/or securities giving access, immediately or in the future, to the share capital of the Company and/or of a Subsidiary, with preferential subscription rights, at the date of the General Meeting, the delegation granted to the Board of Directors by the General Meeting of May 30, 2023 under its sixteenth resolution.

2.1.2. Delegations of Authority for the Purpose of Increasing the Capital Stock Without Preferential Subscription Rights, by Way of (i) Public Offerings (twenty-first resolution) and (ii) Private Placements (Twenty-Second Resolution)

Transactions carried out pursuant to these resolutions would be open to the public and/or through private placement, in both cases with no preferential subscription rights.

The securities that may be issued would be shares and/or securities giving access to shares of the Company and/or a Subsidiary.

The issuances may be carried out (i) by way of public offerings (with the exception of issuances referred to in (ii) below) with, the option for the Board of Directors to institute a non-negotiable right of priority for Shareholders (twenty-first resolution) or (ii) by way of offerings solely for a limited group of investors acting on their own behalf or for qualified investors (twenty-second resolution). Please note that if the subscriptions would not absorb all of an issuance, the Board of Directors could limit the amount of the issue to the amount of subscription, where applicable, within the limits provided by regulations and/or freely allocate all or part of the unsubscribed shares or securities.

Please also note that the delegation of authority that allows for the issue of securities by way of a public offering (twenty-first resolution) would also be permitted to be used for the purpose of remitting Company's shares in exchange for other securities as part of a public exchange offer in accordance with Article L. 22-10-54 of the French Commercial Code.

The issuance price of shares would be at least equal to the weighted average price of the Company's shares on Euronext Paris during the three trading days immediately preceding the beginning of the offering, with a potential discount of up to 10%. The issue price of securities giving access to shares will be the same as the sum collected immediately by the Company, plus, where applicable, the sum it may subsequently collect, that is, for each share issued as a result of the issuance of these securities, at least equal to the minimum subscription price of the issued shares as identified above.

The capital and debt ceilings for this delegation of authority would be as follows:

- capital ceiling (in nominal): 10% of the Company's capital (representing, for information, a nominal amount of €137,962,538 million on the basis of the share capital as at March 31, 2024). This is a total ceiling shared by the twenty-first, twenty-second and twenty-fourth resolutions (contributions in kind), it being specified that this amount is deducted from the total ceiling of 40% of the Company's share capital;
- debt ceiling: €1 billion for each of the twenty-first and twenty-second resolutions, it being understood that this amount is deducted from the total ceiling of €1 billion provided for in the twentieth resolution.

If approved, the Board of Directors would have full powers for the purpose of implementing such delegations.

Unless prior authorization has been granted by the General Meeting, the Board of Directors may not use the delegations upon the filing of a tender offer for the Company's shares by a third party, up until the end of the offer period.

These delegations of authority, which would be granted for a period of 26 months, would invalidate the delegations granted by the General Meeting of May 30, 2023, under the seventeenth and eighteenth resolutions.

Twenty-first resolution – *Delegation of authority to be granted to the Board of Directors to issue shares and/or securities giving access, immediately or in the future, to the share capital of the Company and/or of a Subsidiary and/or debt securities, without preferential subscription rights through a public offering (excluding offers referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code) and/or as compensation for securities as part of a public exchange offer (suspension during tender offer periods)*

The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, after having read the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of the French Commercial Code, notably its Articles L. 225-129-2, L. 225-135, L. 225-136, L. 22-10-51, L. 22-10-52, L. 22-10-54 and L. 228-91 et seq.:

1. delegates its authority to the Board of Directors in order to decide the issue, in one or several installments, at the times and in the proportions it deems appropriate, on the French and/or international market, either in euros or in foreign currency or using any other currency unit set up by reference to a group of currencies, by way of a public offering (with the exception of offers referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code), (i) of shares and/or (ii) securities governed by the Articles L. 228-92 paragraph 1 and L. 228-93 paragraphs 1 and 3 of the French Commercial Code giving access, immediately or in the future, to the share capital of the Company and/or that of a company in which the Company owns, directly or indirectly at the time of the issue, over half of the share capital (a "Subsidiary") (including equity securities giving the right to the allocation of debt securities), excluding preference shares and securities giving access by any means, immediately or in the future, to preference shares. The subscription may take place either in cash, or through debt compensation. It is stipulated that the shares and securities listed above may be issued following the issue by a Subsidiary of securities giving access to shares in the Company;

   The shares and/or securities listed above may also be used as consideration for shares contributed by the Company in a public exchange offer comprising an exchange component initiated by the Company in France or abroad according to local rules on securities meeting the conditions set by Article L. 22-10-54 of the French Commercial Code;

2. resolves that the issues under this resolution may be associated, as part of the same issue or several issues carried out simultaneously, with offers indicated in the twenty-second resolution (or any other resolution that may be substituted at a later date);

3. resolves to set the authorized limit amounts for issues should the Board of Directors decide to use the present delegation of authority, as follows:

    a) the maximum nominal value of capital increases that may result from the use of this delegation is set at 10% of the share capital of the Company as of the date of this General Meeting, it being stipulated that (i) this ceiling is common to the issues carried out in application of the twenty-first, twenty-second and twenty-fourth resolutions submitted to this General Meeting (or all resolutions that may be substituted at a later date) (the "Ceiling without Preferential Subscription Rights"), (ii) that all issues carried out pursuant to this delegation shall be deducted from the Overall Ceiling and (iii) to this ceiling shall be added, if applicable, the nominal value of the capital increase required to preserve, in accordance with the law, and if applicable, with contractual provisions providing for other preservation modalities, the rights of holders of rights or securities giving access to shares in the Company. In this respect, the General Meeting authorizes as required the Board of Directors to increase the share capital proportionally,

    b) the maximum nominal value of debt securities that may be issued pursuant to this delegation is set at €1 billion or the equivalent in any other currency or currency unit established by reference to several currencies, it being stipulated that (i) this amount shall be deducted from the total ceiling of €1 billion set in the twentieth resolution (or all resolutions that may be substituted at a later date), (ii) this amount shall be increased, if applicable, by all redemption premiums above par and (iii) this amount shall not apply to debt securities for which the issue shall be decided or authorized by the Board of Directors in accordance with the provisions of Articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3 of the French Commercial Code;

4. resolves to remove the preferential subscription rights of shareholders to the shares and securities giving access, immediately or in the future, to the share capital, that will be issued under this delegation, while leaving the option for the Board of Directors, however, to grant shareholders after a time period and according to the terms and conditions that it shall set in compliance with applicable laws and regulations and for all or part of the issue, a right to priority subscription that shall not give rise to the creation of negotiable rights and that must be exercised proportionally to the number of shares owned by each shareholders and may possibly include a right to the subscription of excess shares;

5. resolves that if the subscriptions have not absorbed all of an issue, the Board of Directors may limit that amount of the issue to the amount of subscriptions where applicable, within the limits provided for by the regulations, and/or freely allocate all or part of the unsubscribed shares or securities;

6. acknowledges that this delegation entails the waiver by shareholders to their preferential subscription rights to the shares to which the securities that would be issued based on this delegation may give the right, immediately and/or in the future, for the benefit of the bearers of securities giving access to shares in the Company issued pursuant to this delegation (including in the event of the issue of shares or securities related to securities giving access to shares in the Company that may be issued in accordance with Article L. 228-93 of the French Commercial Code by a Subsidiary);

7. resolves that the issue price (i) for the shares issued directly shall be at least equal to the weighted average of the share prices during the last three trading sessions on the regulated market of Euronext Paris prior to the beginning of the public offering, possibly reduced by a maximum discount of 10%, after, if applicable, the correction of this average in the event of a difference between dividend dates and (ii) for the securities giving access immediately or in the future to shares in the Company, and the number of shares to which the conversion, redemption or generally the transformation of each security giving access, immediately or in the future, to shares in the Company may give the right, shall be such that the sum received immediately by the Company, increased, if applicable, by the sum that may be received subsequently, is, for each share issued as a result of the issue of these shares, at least equal to the minimum subscription price defined in (i) above;

8. resolves that the Board of Directors shall have all powers, with the option of subdelegation under the conditions provided by law, notably to:

    - decide the issue, set the price, terms and conditions and dates of the issues, as well as the type and characteristics of the shares and securities to be created,

    - set the amounts to be issued, suspend, if applicable, the exercise of the rights to the allocation of Company shares attached to the securities for a period not exceeding three months, set the terms and conditions under which shall be assured, if applicable, the preservation of the rights of holders of rights or securities giving access to shares in the Company, and this, in compliance with the legal, regulatory and, if applicable, contractual provisions, carry out, if applicable, all deductions from additional paid-in capital and notably the costs resulting from the completion of the issues and deduct from the issue amounts the sums necessary to fund the statutory reserve to one tenth of the new level of capital, after each increase, and, more generally, take all necessary actions in this respect,

    - set the terms and conditions under which the Company would have, if applicable, the option to purchase or exchange in the stock market, at any time or during set periods, the securities, for the purpose of cancelling or not cancelling them, taking into account legal provisions,

    - in the event of the issue of shares and securities as compensation for securities contributed within the framework of a public exchange offer with an exchange component, set the list of securities to be contributed to the exchange, the issuing conditions, the exchange parity and, if applicable, the amount of cash adjustment to be paid, without the conditions for fixing the price provided in this resolution being applied, and set the terms and conditions for the issue within the framework of a public exchange offer, an alternative purchase or exchange offer, a unique offer for the purchase or exchange against payment in securities and cash, a public tender offer or an exchange offer, followed by a supplemental exchange offer or public tender offer, or any other form of tender offer in accordance with the law and regulations applicable to the said tender offer,

- ensure, if applicable, the listing of the shares and securities, generally take all useful measures and sign all agreements to ensure the completion of the planned issues, record the capital increase(s) resulting from any issue completed using this delegation and amend the bylaws accordingly;

9. resolves that this delegation may be used at any time. However, the Board of Directors may not use this delegation of authority, without the prior authorization of the General Meeting, in the event of a tender offer filed by a third-party involving Company shares, until the end of such offer;

10. sets the validity of this delegation at 26 months, from the date of this General Meeting, and acknowledges that it supersedes, from the same date for the unused portion at the date of the General Meeting, the delegation granted to the Board of Directors by the General Meeting of May 30, 2023, under its seventeenth resolution.

Twenty-second resolution – *Delegation of authority to be granted to the Board of Directors to issue shares and/or securities giving access, immediately or in the future, to the share capital of the Company and/or of a Subsidiary and/or debt securities, without preferential rights through an offer exclusively targeting a restricted circle of investors acting for their own account or qualified investors (suspension during tender offer periods)*

The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, after having read the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of the French Commercial Code, notably its Articles L. 225-129-2, L. 225-136, L. 22-10-52 and L. 228-91 et seq.:

1. delegates to the Board of Directors its authority to decide the issue, in one or several installments, at the times and in the proportions it deems appropriate, on the French and/ or international market, either in euros or in any other currency or currency unit established by reference to several currencies, by way of offers referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code, (i) of shares and/or (ii) securities governed by the Articles L. 228-92 paragraph 1 and L. 228-93 paragraphs 1 and 3 of the French Commercial Code giving access, immediately or in the future, to the share capital of the Company and/or that of a company in which the Company owns, directly or indirectly at the time of the issue, over half of the share capital (a "Subsidiary") (including equity securities giving the right to the allocation of debt securities), excluding preference shares and securities giving access by all means, immediately or in the future, to preference shares. The subscription may take place either in cash, or through debt compensation. It is stipulated that the shares and securities listed above may be issued following the issue by a Subsidiary of securities giving access to shares in the Company;

2. resolves that the issues under this resolution may be associated, as part of the same issue or several issues carried out simultaneously, with offers indicated in the twenty-first resolution (or any other resolution that may be substituted at a later date);

3. resolves to set the authorized limit amounts for issues should the Board of Directors decide to use the present delegation of authority, as follows:

   a) the maximum nominal value of capital increases that may result from the use of this delegation is set at 10% of the share capital as of the date of this General Meeting it being stipulated that (i) all issues carried out pursuant to this delegation shall be deducted from the Overall Ceiling and the Ceiling without Preferential Subscription Rights and (ii) to this ceiling shall be added, if applicable, the nominal value of the capital increase required to preserve, in accordance with the law, and if applicable, with contractual provisions providing for other preservation modalities, the rights of holders of rights or securities giving access to shares in the Company. In this respect, the General Meeting authorizes as required the Board of Directors to increase the share capital proportionally,

   b) the maximum nominal value of debt securities that may be issued pursuant to this delegation is set at €1 billion or the equivalent in any other currency or currency unit established by reference to several currencies, it being stipulated that (i) this amount shall be deducted from the total ceiling of €1 billion set in the twentieth resolution (or all resolutions that may be substituted at a later date), (ii) this amount shall be increased, if applicable, by all redemption premiums above par and (iii) this amount shall not apply to debt securities for which the issue shall be decided or authorized by the Board of Directors in accordance with the provisions of Articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3 of the French Commercial Code;

4. resolves to remove the preferential subscription rights for shareholders to shares and securities giving access, immediately or in the future, to shares, to be issued under this delegation;

5. resolves that if the subscriptions have not absorbed all of an issue, the Board of Directors may limit that amount of the issue to the amount of subscriptions where applicable, within the limits provided for by the regulations and/or freely allocate all or part of the unsubscribed shares or securities;

6. acknowledges that this delegation entails the waiver by shareholders to their preferential subscription rights to the shares to which the securities that would be issued based on this delegation may give the right, immediately and/or in the future, for the benefit of the bearers of securities giving access to shares in the Company issued pursuant to this delegation (including in the event of the issue of shares or securities related to securities giving access to shares in the Company that may be issued in accordance with Article L. 228-93 of the French Commercial Code by a Subsidiary);

7. resolves that the issue price (i) for the shares issued directly shall be at least equal to the weighted average of the share prices during the last three trading sessions on the regulated market of Euronext Paris prior to the beginning of the public offering, possibly reduced by a maximum discount of 10%, after, if applicable, the correction of this average in the event of a difference between dividend dates and (ii) for the securities giving access immediately or in the future to shares in the Company, and the number of shares to which the conversion, redemption or generally the transformation of each security giving access, immediately or in the future, to shares in the Company may give the right, shall be such that the sum received immediately by the Company, increased, if applicable, by

the sum that may be received subsequently, is, for each share issued as a result of the issue of these shares, at least equal to the minimum subscription price defined in (i) above;

8. resolves that the Board of Directors shall have all powers, with the option of subdelegation under the conditions provided by law, notably to:

   - decide the issue, set the price, terms and conditions and dates of the issues, as well as the type and characteristics of the shares and securities to be created,
   - set the amounts to be issued, suspend, if applicable, the exercise of the rights to the allocation of Company shares attached to the securities for a period not exceeding three months, set the terms and conditions under which shall be assured, if applicable, the preservation of the rights of holders of rights or securities giving access to shares in the Company, and this, in compliance with the legal, regulatory and, if applicable, contractual provisions, carry out, if applicable, all deductions from additional paid-in capital and notably the costs resulting from the completion of the issues and deduct from the issue amounts the sums necessary to fund the statutory reserve to one tenth of the new level of capital, after each increase, and, more generally, take all necessary actions in this respect,
   - set the terms and conditions under which the Company would have, if applicable, the option to purchase or exchange in the stock market, at any time or during set periods, the securities, for the purpose of cancelling or not cancelling them, taking into account legal provisions,
   - ensure, if applicable, the listing of the shares and securities, generally take all useful measures and sign all agreements to ensure the completion of the planned issues, record the capital increase(s) resulting from any issue completed using this delegation and amend the bylaws accordingly;

9. resolves that this delegation may be used at any time. However, the Board of Directors may not use this delegation of authority, without the prior authorization of the General Meeting, in the event of a tender offer filed by a third-party involving Company shares, until the end of such offer;

10. sets the validity of this delegation at 26 months, from the date of this General Meeting, and acknowledges that it supersedes, from the same date for the unused portion at the date of the General Meeting, the delegation granted to the Board of Directors by the General Meeting of May 30, 2023, under its eighteenth resolution.

2.1.3. Authorization for the Purpose of Increasing the Amount of the Initial Issues Provided for by the Twentieth, Twenty-First and Twenty-Second Resolutions (Twenty-Third Resolution)

This authorization would allow the Company, during a 30-day period starting from the end of the subscription period, to increase the number of shares to be issued in the event of issues carried out (i) with preferential subscription rights (twentieth resolution), (ii) with removal of preferential subscription rights by way of public offerings (twenty-first resolution), and (iii) with removal of preferential subscription rights by way of an offering solely for a limited group of investors acting on their own behalf or for qualified investors (twenty-second resolution).

The subscription price of shares or securities issued would be the same as the initial issue price decided pursuant to the twentieth, twenty-first and twenty-second resolutions described above.

Transactions executed as part of this authorization may not exceed the legal limit (currently 15% of the initial issue) and will be deducted from the amount of the ceiling or the ceilings stipulated in the resolution under which the initial issuance is decided.

The Board of Directors may not use this authorization, without the prior authorization of the General Meeting, in the event of a tender offer for the Company's shares filed by a third party, until the end of the offer period.

This authorization, which would be granted for a period of 26 months, would invalidate the authorization granted by the General Meeting of May 30, 3023, under the nineteenth resolution.

Twenty-third resolution – *Authorization to increase the amount of issues provided for in the twentieth, twenty-first and twenty-second resolutions (suspension during a public offer period)*

The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, after having read the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of Article L. 225-135-1 of the French Commercial Code:

1. authorizes the Board of Directors, with the option of subdelegation under the conditions set by law, for each of the issues decided in application of the twentieth, twenty-first and twenty-second resolutions (or all resolutions that may be substituted at a later date), to increase the number of securities to be issued, subject to the periods and up to the ceilings set by the law at the date of the issue;
2. resolves that the maximum nominal value of capital increases that may result from the use of this authorization shall be deducted from the amount of the ceiling stipulated in the resolution under which the initial issue was decided, and if applicable from the sub-ceiling indicated in the resolution under which the initial issue was decided;
3. resolves that the maximum nominal value of debt securities that may be issued pursuant to this resolution shall be deducted from the amount of the ceiling stipulated in the resolution under which the initial issue was decided;

4. decides that the Board of Directors may not use this authorization, without the prior authorization of the General Meeting, in the event of a tender offer filed by a third-party involving Company shares, until the end of such offer;

5. sets at 26 months, from the date of this General Meeting, the validity of this authorization and acknowledges that it supersedes, from the same date for the unused portion at the date of the General Meeting, the authorization granted to the Board of Directors by the General Meeting of May 30, 2023, under its nineteenth resolution.

2.1.4. Delegation for the Purpose of Increasing the Capital Stock, without Preferential Subscription Rights, in the Event of In-Kind Contributions to the Company (Twenty-Fourth Resolution)

Transactions carried out under this resolution would not be open to the shareholders or the public, but only to contributors of securities to the Company. They will be completed without preferential subscription rights.

The securities that may be issued would be shares and/or securities giving access to shares of the Company.

The purpose of such transactions would be to use issues of shares or securities giving access to shares to pay compensation for in-kind contributions to the Company of shares and securities giving access to the shares.

The capital and debt ceilings for this delegation would be as follows:

- capital ceiling (in nominal): 10% of the Company's capital on the day of the General Meeting of May 30, 2024, (representing, for information, a nominal amount of €137,962,538 on the basis of the share capital as of March 31, 2024). This is a total ceiling shared by this resolution and the two resolutions without preferential subscription rights (twenty-first and twenty-second resolutions), it being specified that this amount will be deducted from the total ceiling of 40% of the Company's share capital provided for in the twentieth resolution;
- debt ceiling: €1 billion, it being understood that this amount is deducted from the total ceiling of €1 billion provided for in the twentieth resolution.

If approved, the Board of Directors would have full powers for the purpose of implementing such delegation.

Unless prior authorization has been granted by the General Meeting, the Board of Directors may not use this delegation upon the filing of a tender offer for the Company's shares by a third party, up until the end of the offer period.

This delegation, which would be granted for a period of 26 months, would invalidate the delegation granted by the General Meeting of May 30, 2023, under the twentieth resolution.

Twenty-fourth resolution – *Delegation to be granted to the Board of Directors to issue shares and/or securities giving access, immediately or in the future, to the share capital of the Company, without preferential subscription rights, in order to remunerate contributions in kind of securities granted to the Company (suspension during tender offer periods)*

The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, after having read the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of the French Commercial Code, notably its Articles L. 225-129-2, L. 225-147, L. 22-10-53 and L. 228-91 et seq.:

1. delegates to the Board of Directors the powers necessary to decide the issue, in one or several installments, at the times and in the proportions it deems appropriate, on the French and/or international market, either in euros or in any other currency or currency unit established by reference to several currencies, (i) of shares and/or (ii) securities governed by Article L. 228-92 paragraph 1 of the French Commercial Code giving access, immediately or in the future, to shares in the Company (including equity securities giving the right to the allocation of debt securities), excluding preference shares and securities giving access by all means, immediately or in the future, to preference shares, for the purpose of compensating contributions in kind granted to the Company and comprising equity securities and/or securities giving access to the share capital, when the provisions of Article L. 22-10-54 of the French Commercial Code are not applicable;

2. resolves to set the authorized limit amounts for issues should the Board of Directors decide to use the present delegation, as follows:

   a) the maximum nominal value of capital increases that may result from the use of this delegation is set at 10% of the share capital as of the date of this General Meeting (without exceeding the limits stipulated by applicable legal provisions in force on the day of the Board of Directors' decision), it being stipulated that (i) all issues carried out pursuant to this delegation shall be deducted from the Overall Ceiling and from the Ceiling without Preferential Subscription Rights and, (ii) to this ceiling shall be added, if applicable, the nominal value of the capital increase required to preserve, in accordance with the law, and if applicable, with contractual provisions providing for other preservation modalities, the rights of holders of rights or securities giving access to shares in the Company. In this respect, the General Meeting authorizes as required the Board of Directors to increase the share capital proportionally,

b) the maximum nominal value of debt securities that may be issued pursuant to this delegation is set at €1 billion or the equivalent in any other currency or currency unit established by reference to several currencies, it being stipulated that (i) this amount shall be deducted from the total ceiling of €1 billion set in the twentieth resolution (or all resolutions that may be substituted at a later date), (ii) this amount shall be increased, if applicable, by all redemption premiums above par and (iii) this amount shall not apply to debt securities for which the issue shall be decided or authorized by the Board of Directors in accordance with the provisions of Articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3 of the French Commercial Code;

3. acknowledges that, in accordance with the law, the shareholders shall not have preferential subscription rights to the securities issued under this delegation, as the latter have the objective of compensating contributions in kind;
4. acknowledges that this delegation shall automatically act as a waiver by shareholders of their preferential rights to subscribe to the shares to which the securities that may be issued based on this delegation may give the rights immediately and/or in the future, for the benefit of bearers of securities giving access to the shares issued pursuant to this delegation;
5. resolves that the Board of Directors shall have all powers, with the option of subdelegation under the conditions provided by law, notably to:
   - decide the issue as compensation for contributions in kind,
   - decide the list of shares and securities contributed, approve the report by the Contributions Auditor on the assessment of the contributions and the granting of specific benefits and reduce the assessment of the contributions or the compensation for specific benefits, if the contributors accept,
   - determine the terms and conditions, amounts and dates of the issues, as well as the type and characteristics of the shares and securities to be created, including, if applicable the amount of cash adjustment to be paid,
   - set all the terms and conditions for the transactions authorized under the conditions provided by Article L. 22-10-53 of the French Commercial Code,
   - suspend, if applicable, the exercise of the rights to the allocation of Company shares attached to the securities for a period not exceeding three months, set the terms and conditions under which shall be assured, if applicable, the preservation of the rights of holders of rights or securities giving access to shares in the Company, and this, in compliance with the legal, regulatory and, if applicable, contractual provisions, carry out, if applicable, all deductions from additional paid-in capital and notably the costs resulting from the completion of the issues and deduct from the issue amounts the sums necessary to fund the statutory reserve to one tenth of the new level of capital, after each increase, and, more generally, take all necessary actions in this respect,
   - set the terms and conditions under which the Company would have, if applicable, the option to purchase or exchange in the stock market, at any time or during set periods, the securities, for the purpose of cancelling or not cancelling them, taking into account legal provisions,
   - ensure, if applicable, the listing of the shares and securities, generally take all useful measures and sign all agreements to ensure the completion of the planned issues, record the capital increase(s) resulting from any issue completed using this delegation and amend the bylaws accordingly;
6. decides that the Board of Directors may not use this delegation, without the prior authorization of the General Meeting, in the event of a tender offer filed by a third-party involving Company shares, until the end of such offer;
7. sets the validity of this delegation at 26 months, from the date of this General Meeting, and acknowledges that it supersedes, from the same date for the unused portion at the date of the General Meeting, the delegation granted to the Board of Directors by the General Meeting of May 30, 2023, under its twentieth resolution.

2.1.5. Delegation for the Purpose of Increasing the Share Capital by Capitalization of Reserves, Profits, Premiums or Other Amounts (Twenty-Fifth Resolution)

This delegation of authority may be used to increase the capital through the capitalization of premiums, reserves, profits or other, either by awarding free shares, by raising the par value of existing shares, or by combining these two processes.

It is specified that the rights forming fractional shares will not be negotiable or transferable and that the corresponding shares will be sold, the proceeds of the sale being allocated to the holders of the rights within a period of time set by the regulations.

The maximum nominal amount of the capital increases which may result of the use of this delegation is set at €175 million, it being specified that this ceiling is autonomous, distinct and independent of the ceilings set in the other resolutions submitted to this General Meeting.

If approved, the Board of Directors would have full powers for the purpose of implementing such delegation.

Unless prior authorization has been granted by the General Meeting, the Board of Directors may not use this delegation upon the filing of a tender offer for the Company's shares by a third party, up until the end of the offer period.

This delegation of authority, which would be granted for a period of 26 months, would invalidate (for the unused portion relating to capital increases by incorporation of reserves, profits, premiums or other sums whose capitalization would be permitted on the date of the general meeting) the delegation of authority granted by the General Meeting of May 30, 2023, under its twenty-first resolution.

Twenty-Fifth resolution *– Delegation of authority to be granted to the Board of Directors to increase the Company's share capital by capitalization of reserves, profits, premiums or other amounts whose capitalization would be allowed (suspension during tender offer periods)*

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, after having read the Board of Directors' report and in accordance with the provisions of Articles L. 225-129, L. 225-129-2, L. 225-130 and L. 22-10-50 of the French Commercial Code:

1. delegates to the Board of Directors its authority to decide to increase the share capital on one or more occasions, at such times, in such proportions and on such terms as it shall determine by successive or simultaneous incorporation into the capital of reserves, profits, premiums or other sums whose capitalization would be allowed, by the issue and free allocation of shares or by increase of the nominal value of existing shares, or a combination of these two methods;
2. resolves, in the event of a free allocation of shares, that the rights forming fractional shares will not be negotiable or transferable and that the corresponding shares will be sold; the proceeds of the sale will be allocated to the holders of the rights within the period regulations;
3. resolves that the maximum nominal amount of the capital increases likely to result of the use of this delegation is set at €175 million or the equivalent in any other currency or monetary unit established by reference to several currencies, it being specified that (i) this ceiling is autonomous, distinct and independent of the ceilings set in the other resolutions submitted to this General Meeting and (ii) to this ceiling shall be added, where applicable, the nominal amount of the capital increase required to preserve, in accordance with the law and, where applicable, with contractual stipulations the rights of holders of rights or securities giving access to the Company's capital. In this respect, the General Meeting authorizes, as necessary, the Board to increase the share capital accordingly;
4. resolves that the Board of Directors will have all powers, with the option of sub-delegation under the conditions provided for by law, in particular for the purpose of:
   - determine the amount and nature of the sums to be incorporated into the capital, set the number of new shares to be issued and/or the amount by which the nominal value of the existing shares will be increased and set the date, even retroactive, from which the new shares will carry dividend rights or that to which the increase in the nominal value of the existing shares will bring effect,
   - in accordance with the applicable legal and regulatory provisions, if any decide whether or not to discontinue trading in and transferability of the allocation rights giving rise to the sale of securities mentioned in paragraph 2 of this delegation,
   - to decide on, if necessary, that the shares to be allocated free of charge under this delegation in respect of existing shares with double voting rights will benefit from this right as soon as they are issued,
   - to set the terms and conditions under which the rights of holders of rights or securities giving access to the Company's shares will be preserved, in accordance with the legal, regulatory and, where applicable, contractual provisions,
   - to proceed, if necessary, with the listing of the shares, to generally take all useful measures and take all necessary measures and enter into all agreements to ensure the successful completion of the decided upon, record the completion of the resulting capital increase(s) and amend the bylaws accordingly;
5. resolves that the Board of Directors may not, except with the prior authorization of the General Meeting, make use of this delegation from the filing by a third party of a project a public offer for the Company's securities until the end of the public tender offer period;
6. sets the validity of this delegation at 26 months, from the date of this General Meeting, and acknowledges that it shall supersede, from the same date for the unused portion relating to the share capital by incorporation of reserves, profits, premiums or other capitalization of reserves, profits, premiums or other amounts whose capitalization would be allowed, at the date of the General Meeting, the delegation granted to the Board of Directors by the General Meeting of May 30, 2023, under its twenty-first resolution.

2.2. Employee and Corporate Officer Share Ownership: Authorization to Grant Performance Shares, Entailing Waiver by Shareholders of Their Preferential Subscription Right

(TWENTY-SIXTH RESOLUTION)

The purpose of this authorization is to enable the Board of Directors to grant performance shares, free of charge, to the Group's employees and Corporate Officers under the terms of Articles L. 225-197-1 et seq. and L. 22-10-59 and L. 22-10-60 of the French Commercial Code. Shares granted under this resolution may be existing or newly issued shares.

Use of the Authorization of May 30, 2023

The General Meeting of May 30, 2023, under its twenty-second resolution, authorized the Board of Directors to grant a maximum of 3,000,000 performance shares, the total number of shares awarded to the Corporate Officers not exceeding 10% of this number. The Board of Directors used this authorization in fiscal year 2023: based on the decision of July 26, 2023, it granted a maximum of 2,147,720 performance shares, of which a maximum of 146,270 shares to the Chief Executive Officer, it being specified that if the target objectives are met, the number of shares to be delivered to the Chief Executive Officer will be 112,520.

Number of Performance Share Plans

Generally speaking, and not including two plans which were granted in 2021, a performance share plan is granted by the Board of Directors every year. To date, 15 plans have been granted on the basis of authorizations given by the General Meeting.

Review of Previous Plans – Achievement of Performance Conditions

The performance condition(s) attached to Plans No. 1, No. 5 and No. 6 were achieved to their maximum level, and the shares were fully vested:

- for Plan No. 1, in June 2012 (for French tax residents) and June 2014 (for non-French tax resident beneficiaries);
- for Plan No. 5, in July 2017;
- for Plan No. 6, in July 2018.

For the plans below, the conditions were not all fully met:

- Plan No. 7: overall achievement rate of 116.5%. The shares were delivered to the beneficiaries in July 2019;
- Plan No. 8: overall achievement rate of 108%. The shares were delivered to the beneficiaries in July 2020;
- Plan No. 9: overall achievement rate of 89%. The shares were delivered to the beneficiaries in July 2021;
- Plan No. 11: overall achievement rate of 11.5%. The shares were delivered to the beneficiaries in October 2023;
- Plan No. 12: overall achievement rate of 69.6%. The shares will be delivered to the beneficiaries in October 2024.

With regard to Plan No. 13 granted in October 2021, the performance conditions of which are based on 2023 results, the Board of Directors at the meeting held April 18, 2024 acknowledged an overall completion rate of 63.73% (58.33% for the internal condition linked to the Net income after tax, 130% for the internal condition linked to gender diversity among the "Managers & Professionals" population and 52.42% for the external condition linked to the Earning per share growth). The shares will be delivered to the beneficiaries in October 2025.

However, as the performance conditions for Plans No. 2, No. 3, No. 4 and No. 10 were not fulfilled, no shares were vested in respect of these Plans.

The rate of achievement of the Annual Relative Total Shareholder Return ("TSR") of the Executive Super Performance Initiative Plan ("ESPI Plan") for the 2nd period (2022-2023) is zero.

The rate of achievement of the performance conditions of the Annual Relative TSR of the ESPI Plan for the subsequent periods, as well as the rate of achievement of the Average Relative TSR 5 years are not yet known.

The rate of achievement of Plans No. 14 and No. 15, respectively granted in 2022 and in 2023, is not yet known.

Detailed information on the performance share plans expired or in force during the fiscal year 2023 is shown in the 2023 Universal Registration Document in Section 5.2.2 "Potential Capital" (1).

(1) Plans No. 1 through No. 8, which have expired, have not been included in the 2023 Universal Registration Document. For more information on these plans (including performance conditions, objectives set and achievements of these objectives), please refer to the 2018 Registration Document of the Company, page 209, to the 2019 Universal Registration Document, page 330, and to the 2020 Universal Registration Document, page 378.

New authorization

Under the terms of the new authorization which is submitted for approval by the Shareholders, the total number of free shares which could be granted may not exceed 3,000,000 shares (representing approximately 1.52% of the share capital, on the basis of the share capital on March 31, 2024) [1]. It is specified that the rights to shares that would lapse due to non-compliance with the conditions pursuant to the performance share plan may be granted again, provided that the number of shares vested does not exceed 3,000,000 shares.

The total number of shares that may be granted for free to executive and non-executive Corporate Officers may not exceed ten (10)% of the 3,000,000 shares specified above.

Shares granted to beneficiaries would vest following a vesting period the length of which would be set by the Board of Directors, and may not be shorter than three (3) years. Shareholders at the General Meeting are asked to authorize and empower the Board of Directors to decide whether or not to provide for a lock-up period at the end of the vesting period.

The only change when compared to last year's resolution relates to the evolution of the measurement of the Performance Share plan's Performance conditions. A proposal was made to the Board of Directors who validated it on April 17th, 2024. It would be applicable from Plan 16 in 2024, following AGM approval. The evolution consists in replacing the Strategic Plan reference by a budget reference based on the three-year cumulative achievements for the internal financial conditions: Net cash flow and Operating Income, which have a relative weight of 45%. The other internal (ESG) & external conditions and their relative weight remain unchanged: Gender diversity (10%), CO_2 emissions reduction (15%) and Earning per Share growth vs. Peer group (30%). Based on analysis and market practice, FORVIA has opted for a Performance conditions' measurement based on the 3-year cumulative achievements vs. the 3-year cumulative budgets. This option continues to assess FORVIA achievements based on a long-term performance.

By decision of the Board of Directors, the vesting of the shares would be subject to the following performance conditions:

- an internal condition related to the Group operating income. This internal condition is assessed by comparing the cumulative Operating incomes of the three fiscal years after the grant date of the performance shares to the cumulative annual budgets of the Group for the same fiscal years and approved by the Board of Directors;
- an internal condition linked to the Group's net cash flow. This internal condition is assessed by comparing the cumulative Net cash flows of the three fiscal years after the grant date of the performance shares to the cumulative annual budgets of the Group for the same fiscal years and approved by the Board of Directors;
- an internal condition related to gender diversity within the Group's "Managers and Professionals" (management population category). This internal condition is assessed by comparing the effective percentage of women in the Managers and Professionals category in the third fiscal year after the grant date of the performance shares to the target percentage set by the Board of Directors;
- an internal condition linked to the achievement of a reduction in the Group's CO_2 emissions. This internal condition is assessed by comparing CO_2 emissions in the third financial year following the date of granting of the performance shares with the level of emissions recorded at the end of 2019;
- an external condition related to the growth of the Company's net earnings per share assessed between the last fiscal year before the grant date of the performance shares and the third fiscal year ended after the grant date of the performance shares. This condition is assessed against the weighted growth of a reference group made up of twelve comparable international automotive suppliers over the same period.

For each performance condition referred to above:

- a minimum, a target and a maximum quantitative objective are set. The method for calculating the difference between these different target thresholds is disclosed in the Universal Registration Document for each plan;
- the attribution would amount to:
  - 50% of the number of shares expressed at target provided the minimum objective threshold of the performance condition is reached,
  - 100% of the number of shares expressed at target provided the target objective threshold of the performance condition is reached, and
  - 130% of the number of shares expressed at target provided the maximum objective threshold of the performance condition is reached.

Between these thresholds, the progression is linear.

Alternatively, or in addition to the conditions listed above, the Board of Directors may set performance conditions assessed in relation to one or more specific criteria for the achievement of objectives, of a quantifiable and/or individual nature.

If approved, the Board of Directors would have full powers for the purpose of implementing such authorization.

This authorization, which would be granted for a period of 26 months, would supersede the authorization granted by the General Meeting of May 30, 2023, pursuant to its twenty-second resolution.

(1) It is reminded that, according to the provisions of the law, the total number of shares attributed cannot exceed 10% of the share capital as of the date of the attribution decision.

***Twenty-sixth resolution** – Authorization to be granted to the Board of Directors to grant, for free, existing shares and/or shares to be issued to employees and/or certain corporate officers of the Company or of affiliated companies or economic interest groups, with waiver by the shareholders of their preferential subscription rights*

The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, after having read the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of Articles L. 225-197-1, L. 225-197-2, L. 22-10-59 and L. 22-10-60 of the French Commercial Code:

1. authorizes the Board of Directors to carry out, in one or several installments, at the times and in the proportions it deems appropriate, the grant of existing Company shares or shares to be issued, for the benefit of (i) beneficiaries or categories of beneficiaries it will determine among the employees of the Company or companies or economic groups that are directly or indirectly affiliated with it under the meaning of Article L. 225-197-2 of the French Commercial Code and/or (ii) corporate officers that meet the conditions set by Article L. 225-197-1 of the French Commercial Code. In the event of the granting of shares to be issued, this authorization shall constitute, after the vesting period(s), authorization for a capital increase by way of the capitalization of reserves, premiums or profits, for the beneficiaries of the said shares;
2. resolves that the total number of shares granted for free under this authorization may not exceed 3,000,000 (three million) shares (representing approximately 1.52% of the share capital), it being specified that it may not exceed the maximum percentage provided for by the applicable regulations as at the date of the allocation decision. To this ceiling shall be added, if applicable, the shares to be issued in respect of adjustments to be made to preserve the rights of the beneficiaries of the free shares;
3. resolves that the total number of shares that may be granted for free to the executive and non-executive corporate officers may not exceed 10% of the number indicated in paragraph 2 above;
4. resolves that the free share grant to the beneficiaries shall become permanent at the end of a vesting period whose length shall be set by the Board of Directors and that may not be shorter than three years. By way of an exception, the permanent allocation shall take place before the vesting period in the event of invalidity of the beneficiary corresponding to the classification in second or third categories stipulated in Article L. 341-4 of the French Social Security Code; the General Meeting authorizes the Board of Directors to decide whether to provide for a holding obligation after the vesting period;
5. resolves that the permanent share grant by virtue of this authorization will necessarily be subject to the fulfillment of one or several performance conditions that the Board of Directors will determine;
6. acknowledges that this authorization automatically constitutes a waiver by the shareholders of their preferential subscription right for the beneficiaries on the new shares that could be issued;
7. grants all powers to the Board of Directors, with the option of subdelegation under the conditions provided by law, notably to:
   - implement this authorization and set the terms as well as the conditions applicable to allocations, and notably performance conditions, record their fulfillment,
   - determine the identity of the beneficiaries, or the category or categories of beneficiaries, of the share grants among the employees and corporate officers of the Company or of the aforementioned companies or groupings, as well as the number of shares granted to each of them,
   - decide whether or not to set a holding obligation at the end of the vesting period and, if so, determine its duration and take all necessary measures to ensure compliance by the beneficiaries,
   - if applicable, record the existence of sufficient reserves and upon each grant transfer to the unavailable reserve account the sums needed to pay up the new shares that are to be granted,
   - if applicable, when the time comes, record the capital increase(s) through capitalization of reserves, premiums or profits resulting from the issue of new shares that are permanently granted, set the dividend date of the future shares, amend the bylaws accordingly, and, more generally, carry out all the required actions and formalities,
   - if applicable, acquire the shares needed as part of the share buy-back program and allocate them to the share grant plan(s) applying to existing shares,
   - if applicable, determine the effects on the beneficiaries' rights from transactions changing the capital or shareholders' equity completed during the vesting period and if necessary, adjust the beneficiaries' rights,
   - and more broadly, acting within the law to take all actions that the implementation of this authorization requires;
8. sets the validity of this authorization at 26 months, from the date of this General Meeting, and acknowledges that it shall supersede, from the same date for the unused portion at this same date, the authorization granted to the Board of Directors by the General Meeting of May 30, 2023 under its twenty-second resolution.

2.3. Employee Shareholding: Delegations of Authority to Increase the Share Capital by Means of Issue of Shares and/or Securities Giving Access to the Share Capital, Without Preferential Subscription Rights (i) for the Benefit of the Members of a Company or a Group Savings Plan and (ii) Reserved for Categories of Beneficiaries

(TWENTY-SEVENTH AND TWENTY-EIGHTH RESOLUTIONS)

Implementation in 2021 of the First Employee Shareholding Plan (Faur'ESO)

In 2021, the Company launched its first employee shareholding initiative. As a reminder, the Company sought to implement a non-dilutive employee shareholding plan following the distribution of the Faurecia shares held by Stellantis. This plan, called "Faur'ESO" (Faurecia Employee Share Ownership), aimed to strengthen the existing link with employees by involving them closely in the Group's development and performance. This first transaction involved a maximum of two percent (2%) of the Company's share capital and has been a great success, with over 22% of employees in the 15 eligible countries having expressed their desire to invest in the plan.

These transactions were completed through a capital increase, implementing the twenty-fourth resolution of the General Meeting of June 26, 2020, on capital increases reserved for employees. In order to neutralize the dilutive effect of Faur'ESO, the share buyback program authorized by the Board of Directors has been employed, and the corresponding number of repurchased shares have been cancelled.

As of December 31, 2023, the employee shareholding in the Company represented 3,578,896 shares, or 1.82% of the Company's share capital.

Delegation of Authority to Issue Shares and/or Securities Giving Access to the Share Capital, Without Preferential Subscription Rights, for Members of a Company or a Group Savings Plan (Twenty-Seventh Resolution)

It is proposed to grant the Board of Directors a delegation of authority to issue shares and/or securities giving access to the share capital, without preferential subscription rights, for the benefit of the members of a Company or a Group Savings Plan.

The price of the shares or securities giving access to the capital that may be issued under such delegation may not be more than 30% lower (or 40% lower when the lock-up period in the plan pursuant to Articles L. 3332-25 and L. 3332-26 of the French Labor Code is 10 years or more) than the average of the listed share price during the 20 trading sessions prior to the date of the decision setting the opening date of the subscription, nor higher than this average.

The maximum nominal amount of capital increases that may result from the use of such delegation is set at two percent (2%) of the share capital as of the date of the General Meeting, it being specified that this ceiling constitutes the overall ceiling for issues carried out under the twenty-seventh and twenty-eighth resolutions.

If approved, the Board of Directors may also decide to grant newly issued or existing shares or other securities giving access to newly issued or existing shares of the Company in respect of (i) matching contributions made by the employer pursuant to the regulations of Company or Group savings plans, and/or (ii) the price discount, where applicable.

The Board of Directors would have full powers for the purpose of implementing such delegation.

This delegation, which would be granted for a period of 26 months, would invalidate the authorization granted by the General Meeting of May 30, 2023, under its twenty-third resolution.

Delegation of Authority to Increase the Share Capital, with Removal of Preferential Subscription Rights in Favor of a Category of Beneficiaries (Twenty-Eighth Resolution)

Shareholders are being asked to renew the delegation of authority granted by the General Meeting of May 30, 2023, under its twenty-fourth resolution to the Board of Directors for the purpose of increasing the share capital, with removal of preferential subscription rights in favor of a category of beneficiaries under the conditions described below:

a) employees and Corporate Officers of foreign companies belonging to the FORVIA Group related to the Company under the conditions set out in Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code, and/or

b) mutual funds (UCITS) or other incorporated or unincorporated entities of employee shareholding invested in Company shares whose unitholders or shareholders consist of the persons mentioned in letter (a) to this paragraph, and/or

c) any banking establishment or subsidiary of such an establishment acting at the Company's request for the purpose of setting up a shareholding or savings plan for the benefit of the persons mentioned in letter (a).

The maximum nominal amount of the capital increases completed under such resolution would be 0.6%, it being specified that this amount would be deducted from the ceiling provided for in the twenty-seventh resolution submitted to the General Meeting of May 30, 2024, i.e., two percent (2%) of the share capital (or any resolution that may be substituted at a later date).

The price would be equal to an average of the share prices listed during the 20 trading days preceding the date of the decision setting the opening date of the subscription, less a discount not exceeding 30% or alternatively at the price set by the Board of Directors or the Chief Executive Officer upon sub-delegation in the context of a transaction completed at the same time under the twenty-seventh resolution submitted to the General Meeting of May 30, 2024, (or any resolution that may subsequently be substituted).

If approved, the Board of Directors would have full powers for the purpose of implementing such delegation.

This delegation, which would be granted for a period of 18 months, would invalidate the authorization granted by the General Meeting of May 30, 2023, under its twenty-fourth resolution.

Twenty-seventh resolution *– Delegation of authority to be granted to the Board of Directors for the purpose of increasing the share capital through the issue of shares and/ or securities giving access to the share capital, with removal of preferential subscription rights for the benefit of members of a company or group savings plan*

The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, after having read the Board of Directors' report and the Statutory Auditors' special report, and in accordance notably with the provisions of Articles L. 225-129-6, L. 225-138-1, L. 228-91 et seq. of the French Commercial Code, and L. 3332-18 et seq. of the French Labor Code:

1. delegates its authority to the Board of Directors so that it may, if it deems necessary and at its sole discretion, at the times and in the proportions that it shall decide, increase the share capital in one or several transactions by issuing (i) shares and/or (ii) securities giving access to shares in the Company to be issued, in favor of the beneficiaries of one or several Company or Group savings plans (or equivalent) established by the Company and/ or by French or foreign companies affiliated to it, under the conditions of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code;
2. resolves that the maximum nominal value of the capital increases that may result from the use of this delegation is set at 2% of the amount of share capital at the date of this General Meeting, it being stipulated that (i) this ceiling constitutes the Overall Ceiling of the issues carried out by virtue of the twenty-seventh and twenty-eighth resolutions submitted to this General Meeting (or any resolutions that may be substituted for them at a later date) and (ii) to this ceiling shall be added, if appropriate, the nominal amount of the capital increase necessary to preserve, in accordance with the law and, where applicable, with the contractual stipulations that provide for other preservation modalities, the rights of the holders of rights or securities giving access to the Company's capital. In this respect, the General Meeting authorizes the Board of Directors, as necessary, to increase the share capital by the amount of the increase;
3. resolves to remove the preferential subscription rights for shareholders to the shares and securities that may be issued pursuant to this delegation for the benefit of the beneficiaries defined in paragraph 1;
4. acknowledges that this delegation shall automatically act as a waiver by shareholders of their preferential rights to subscribe to the shares to which the securities that may be issued based on this delegation may give the rights immediately and/or in the future, for the benefit of bearers of securities giving access to the shares issued pursuant to this delegation;
5. resolves that the price of the shares or securities giving access to shares that may be issued pursuant to this delegation may not be more than 30% lower, or 40% lower when the lock-up period stipulated in the plan applicable under Articles L. 3332-25 and L. 3332-26 of the French Labor Code is ten years or more, than the average of the listed share price during the 20 trading sessions prior to the date of the decision fixing the opening date of the subscription, nor higher than this average;
6. resolves, in application of the provisions of Article L. 3332-21 of the French Labor Code, that the Board of Directors may allocate to beneficiaries defined in paragraph 1 above, free existing shares or shares to be issued or other securities giving access to the Company's share capital, existing or to be issued, based on (i) the employer contribution, which may be paid in application of the rules for Company or Group savings plans and/or (ii) if applicable, the discount and may decide in the event of the issue of new shares in respect of the discount and/or employer contribution, to capitalize the reserves, earnings or issue premiums required to pay up the said shares;
7. resolves that the Board of Directors shall have all powers to implement this delegation, with the option of subdelegation under legal conditions, notably to:
   - decide the issue, set under legal conditions the scope of companies from which the beneficiaries indicated above may subscribe to the shares or securities giving access to shares and benefit, if applicable, from free shares or securities giving access to shares,
   - set the terms and conditions of the operations and set the dates and terms and conditions for the issues that may be carried out pursuant to this delegation,
   - set the opening and closing dates for subscriptions, dividend dates, even retroactive, the terms and conditions for the payment of the shares, grant deadlines for paying up the shares, request admission to trading for the shares created wherever it shall decide,
   - on its sole discretion, if it deems appropriate, deduct the capital increase costs from the amount of premiums related to these increases and deduct from this amount the sums necessary to fund the statutory reserve at one tenth of the new level of capital resulting from these capital increases,
   - record the completion of the capital increases corresponding to the amount of shares effectively subscribed, accomplish, directly or through an agent, all operations and formalities related to the increases in share capital, including the corresponding amendment to the bylaws;

8. sets the validity of this delegation at 26 months, from the date of this General Meeting, and acknowledges that it shall supersede, from the same date for the unused portion at the date of the General Meeting, the delegation granted to the Board of Directors by the General Meeting of May 30, 2023, under its twenty-third resolution.

Twenty-eighth resolution *– Delegation of authority to be granted to the Board of Directors in order to carry out share capital increases, with removal of preferential subscription rights in favor of categories of beneficiaries*

The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, after having read the Board of Directors' report and the Statutory Auditors' special report, in accordance notably with the provisions of Articles L. 225-129 to L. 225-129-2, L. 225-138 and L. 228-91 et seq. of the French Commercial Code:

1. delegates its authority to the Board of Directors to increase the Company's share capital, on one or more occasions, at the times and in the proportions it considers appropriate, by issuing shares or securities granting access to the Company's share capital reserved for the categories of beneficiaries defined below;

2. resolves that the maximum nominal amount of capital increases that may be carried out pursuant to this delegation will be 0.6% of the amount of share capital at the date of this General Meeting, this amount being counted toward the cap provided for in the twenty-seventh resolution (or any resolution that may be substituted for it at a later date);

3. resolves to remove the preferential subscription rights forshareholders to any shares or securities giving access, immediately or in the future, to the share capital which will be issued by virtue of this delegation and to reserve the right to subscribe for them to the categories of beneficiaries that meet the following criteria:

   a) employees and corporate officers of foreign companies belonging to the FORVIA group related to the Company under the conditions set out in Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code, and/or

   b) mutual funds (UCITS) or other incorporated or unincorporated entities of employee shareholding invested in Company shares whose unitholders or shareholders consist of the persons mentioned in letter (a) to this paragraph, and/or

   c) any banking establishment or subsidiary of such an establishment acting at the Company's request for the purpose of setting up a shareholding or savings plan for the benefit of the persons mentioned in letter (a) to this paragraph, provided that the authorized person's subscription in accordance with this resolution is necessary or beneficial in allowing the above-mentioned employees or corporate officers to benefit from employee shareholding or savings plans with economic benefits equivalent or similar to the plans that other FORVIA group employees benefit from;

4. acknowledges that the present delegation entails the waiver by shareholders of their preferential subscription rights to the shares to which securities which may be issued on the basis of this delegation may give entitlement immediately and/or in the future, in favor of holders of securities giving access to the share capital issued pursuant to this delegation;

5. decides that the price of the shares or securities giving access to the capital likely to be issued pursuant to this delegation will be (i) equal to a Company's average listed share price over the 20 trading days preceding the day that the decision is made to set the opening date of the subscription period less a discount not exceeding 30% or (ii) as an alternative to the price set by the Board of Directors or the Chief Executive Officer upon sub-delegation in the context of a simultaneous transaction carried out under the twenty-third resolution of this General Meeting (or any resolution that may subsequently be substituted for it);

6. resolves that the Board of Directors will have full powers, under the conditions provided for by law and within the limits set above, with the power of sub-delegation, to implement this delegation and specifically to:

   - decide on the issue and upon the list of companies whose beneficiaries mentioned above may subscribe to the shares or equity securities granting access to capital thus issued, and adopt the list of beneficiaries,

   - set the terms and conditions of the transactions and determine the dates and terms of the issues to be carried out pursuant to this delegation,

   - set the opening and closing dates of the subscription period, the dates of entitlement to dividends (including retroactive ones), the terms and conditions for paying up the shares, grant deadlines for paying up the shares, conduct the listing of the newly issued shares in any place where it shall deem appropriate,

   - at its sole discretion, if it deems it appropriate, allocate the fees for the share capital increases to the resulting premiums and withhold the necessary sums from this amount to bring the legal reserve to one tenth of the new share capital resulting from these share capital increases,

   - note the completion of the capital increases up to the amount of the shares or equity securities effectively subscribed, and carry out, directly or through an agent, all operations and formalities relating to the capital increases, including the corresponding amendment of the bylaws;

7. sets the validity of this delegation at 18 months, from the date of this General Meeting, and acknowledges that it supersedes, from the same date for the unused portion at the date of the General Meeting, the delegation granted to the Board of Directors by the General Meeting of May 30, 2023 under its twenty-fourth resolution.

2.4. Cancellation of Treasury Shares

(TWENTY-NINTH RESOLUTION)

This resolution would authorize the Board of Directors to reduce the capital stock through the cancellation of all or part of the shares that the Company holds or may acquire as part of authorized share buy-back programs up to a maximum limit of ten per cent (10%) of the share capital. It is stipulated that the difference between the accounting value of the cancelled shares and their par value may be deducted from all available reserve items and premiums, including the statutory reserve, up to a limit of ten per cent (10%) of the capital reduction carried out.

This authorization, which would be granted for a period of 26 months, would invalidate the authorization granted by the General Meeting of May 30, 2023, under its twenty-fifth resolution.

Twenty-ninth resolution *– Authorization to be granted to the Board of Directors for the purpose of reducing the share capital through the cancellation of shares*

The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, after having read the Board of Directors' report and the Statutory Auditors' special report, and ruling in accordance with the provisions of Articles L. 22-10-62 et seq. of the French Commercial Code:

1. authorizes the Board of Directors to reduce the share capital, in one or several installments, at such times and in the proportions it deems appropriate, through the cancellation of all or part of the shares that the Company holds or may acquire as part of share buy-back programs authorized by the General Meeting, up to a limit of 10% of the shares comprising the Company's share capital (i.e., for information at March 31, 2024, 19,708,934 shares), at any time and by twenty-four month periods, it being reminded that this limit applies to an amount of the Company's share capital that shall, if applicable, be adjusted to take into account the operations affecting the share capital after this General Meeting;
2. resolves that the difference between the carrying amount of the cancelled shares and their nominal value may be deducted from all available reserve items and premiums, including the statutory reserve;
3. grants all powers to the Board of Directors, with the option of subdelegation under the conditions provided by the law, to carry out, on its sole discretion the cancellation and capital reduction operation(s) that may be carried out pursuant to this authorization, carry out the deduction indicated above, as well as make the corresponding amendments to the Company's bylaws, accomplish all formalities and more generally, take all necessary or useful actions in order to implement this authorization;
4. sets the validity of this authorization at 26 months, from the date of this General Meeting, and acknowledges that it supersedes, from the same date for the unused portion at the date of the General Meeting, the authorization granted by the General Meeting of May 30, 2023, under its twenty-fifth resolution.

3. Ordinary General Meeting

3.1. Powers

(THIRTIETH RESOLUTION)

To conclude, the thirtieth resolution concerns the powers to be given to complete formalities relating to the General Meeting, particularly filing and publicity formalities.

Thirtieth resolution *– Powers for formalities*

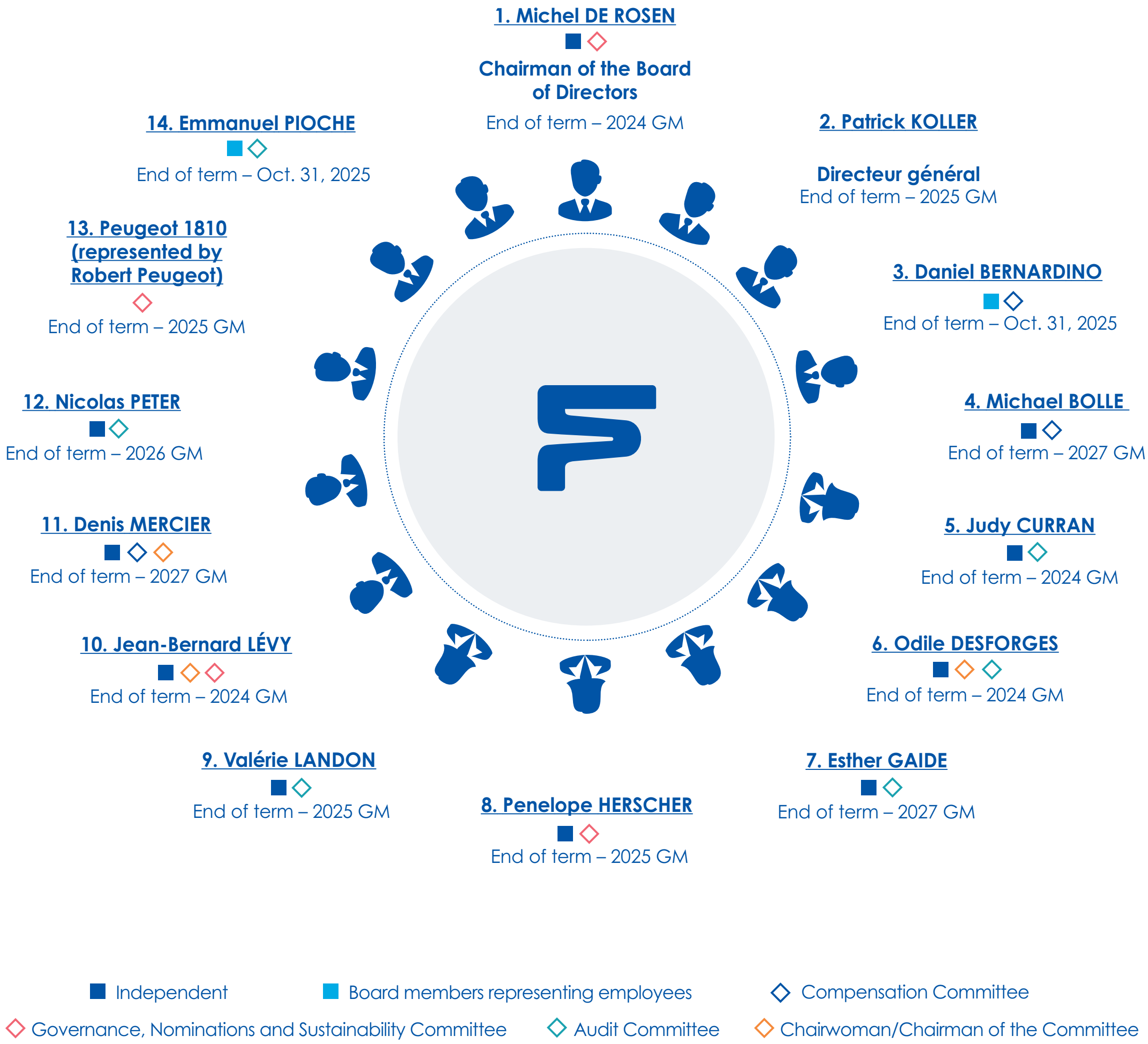
The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, grants all powers to the bearer of an original, copy, or extract of these minutes to accomplish all registration and notification formalities required by law.

Governance and Compensation

1. Governance

Summary Presentation of the Board of Directors and Key Figures

The diagram below summarizes the composition of the Board of Directors and the Committees (permanent) at the date of the 2023 Universal Registration Document:



The table below presents the key figures of the Board of Directors at the date of the 2023 Universal Registration Document.

14 Board members	83% Independent Board members (1)(3)	42% Female Board members (1)(3)	
2 Board members representing employees	5 Nationalities	4 years Average term of office (3)	64 years Average age (3)
7 Meetings of the Board of Directors (2)	98% Attendance rate at Board meetings (2)(3)		
17 Committee meetings (including 1 meeting of the Ad Hoc Committee) (2)	99% Attendance rate at Committee meetings (2)(3)		

(1) Excluding Board members representing employees.
(2) Figures as of December 31, 2023.
(3) Rounded up to the nearest integer.

The table below sets out and completes the information given in the above graph and in the key figures regarding the composition of the Board of Directors and Specialized Committees (permanent) at the date of the 2023 Universal Registration Document:

	Age	Gender	Nationality	Number of shares	Number of corporate offices in listed companies (excluding FORVIA)	Indepen-dence	Date of first appointment	End of corporate office	Length of time on Board	Committees
1. EXECUTIVE CORPORATE OFFICERS										
Michel de ROSEN Chairman of the Board of Directors	73 years	M		12,565	1	Yes	GM of May 27, 2016	GM 2024	8 years	Member of the Governance, Nominations and Sustainability Committee
Patrick KOLLER Chief Executive Officer and Board member	65 years	M		154,751	2	No	GM of May 30, 2017	GM 2025	7 years	-
2. BOARD MEMBERS APPOINTED BY THE MEETING										
Michael BOLLE	62 years	M		513	0	Yes	GM of May 30, 2023	GM 2027	9 months	Member of the Compensation Committee
Judy CURRAN	62 years	F		500	1	Yes	BoD meeting of February 18, 2022	GM 2024	2 years	Member of the Audit Committee
Odile DESFORGES	74 years	F		664	1	Yes	GM of May 27, 2016	GM 2024	8 years	Chairwoman of the Audit Committee
Esther GAIDE	62 years	F		500	1	Yes	GM of May 30, 2023	GM 2027	9 months	Member of the audit Committee
Penelope HERSCHER	63 years	F		500	2	Yes	GM of May 30, 2017	GM 2025	7 years	Member of the Governance, Nominations and Sustainability Committee
Valérie LANDON	61 years	F		650	0	Yes	BoD Meeting of October 12, 2017	GM 2025	7 years	Member of the Audit Committee
Jean-Bernard LÉVY	68 years	M		500	1	Yes	BoD meeting of February 19, 2021	GM 2024	3 years	Chairman of the Governance, Nominations and Sustainability Committee
Denis MERCIER	64 years	M		1,157	0	Yes	GM of May 28, 2019	GM 2027	5 years	Chairman of the Compensation Committee
Nicolas PETER	61 years	M		500	1	Yes	BoD meeting of October 19, 2023	GM 2026	4 months	Member of the Audit Committee
Peugeot 1810 with Robert PEUGEOT as permanent representative	73 years	M		6,110,494 (1)	3(3)	No	GM of May 31, 2021(2)	GM 2025	3 years	Member of the Governance, Nominations and Sustainability Committee
3. BOARD MEMBERS REPRESENTING EMPLOYEES										
Daniel BERNARDINO	53 years	M		-(5)	0	-(4)	November 1, 2017	October 31, 2025	6 years	Member of the Compensation Committee
Emmanuel PIOCHE	58 years	M		-(6)	0	-(4)	November 1, 2017	October 31, 2025	6 years	Member of the Audit Committee

(1) Robert Peugeot also holds 694 individual shares.

(2) Robert Peugeot has been an individual Board member since May 29, 2007. The term of his corporate office ended on May 31, 2021. Since this date, he has been a permanent representative of Peugeot 1810.

(3) Corporate offices held by the permanent representative.

(4) In accordance with the AFEP-MEDEF Code, Board members representing employees are not included in the calculation of the percentage of independent Board members.

(5) Daniel Bernardino participated in an employee shareholding plan carried out in 2021 and holds as such FCPE shares invested in FORVIA shares.

(6) Emmanuel Pioche participated in an employee shareholding plan carried out in 2021 and holds as such FCPE shares invested in FORVIA shares.

IMPLEMENTATION AND RESULTS OF THE DIVERSITY POLICY WITHIN FORVIA'S BOARD OF DIRECTORS

Skills

	Experience in FORVIA's core businesses	Experience in an industrial company	International experience	Automotive technologies	Governance/management of large companies	Specific knowledge of a geographic market	Banking/finance	Data based technologies/digital	Leadership and crisis management	CSR	Risk management	Energy/electrification
Michel de ROSEN		✓	✓		✓	✓	✓		✓		✓	
Daniel BERNARDINO	✓	✓		✓		✓			✓			
Michael BOLLE	✓	✓	✓	✓	✓	✓		✓	✓		✓	✓
Judy CURRAN	✓	✓	✓	✓	✓	✓		✓	✓		✓	✓
Odile DESFORGES	✓	✓	✓	✓	✓		✓		✓		✓	
Esther GAIDE		✓	✓		✓		✓	✓	✓	✓	✓	
Penelope HERSCHER		✓	✓		✓	✓		✓	✓	✓	✓	
Patrick KOLLER	✓	✓	✓	✓	✓	✓			✓	✓	✓	✓
Valérie LANDON			✓			✓	✓				✓	
Jean-Bernard LÉVY		✓	✓		✓		✓		✓	✓	✓	✓
Denis MERCIER		✓	✓					✓	✓	✓	✓	
Nicolas PETER	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Robert PEUGEOT	✓	✓	✓	✓	✓		✓		✓	✓	✓	✓
Emmanuel PIOCHE	✓	✓		✓					✓			

- Experience in FORVIA's core businesses
- Experience in an industrial company
- International experience
- Automotive technologies
- Governance/management of large companies
- Specific knowledge of a geographic market
- Banking/finance
- Data based technologies/digital
- Leadership and crisis management
- CSR
- Risk management
- Energy/electrification

Attendance Rate of the Board Members During the 2023 Fiscal Year

The table below indicates, for each Board member, attendance during the 2023 fiscal year at meetings of the Board of Directors and of any Specialized Committees of which they are a member.

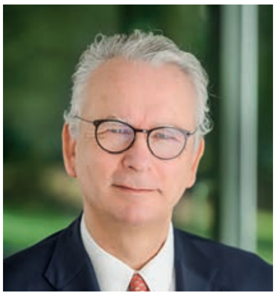
	Attendance at Board meetings	Attendance at meetings of the Audit Committee	Attendance at meetings of the Governance, Nominations and Sustainability Committee	Attendance at meetings of the Compensation Committee
Michel de ROSEN	100%	n/a	100%	n/a
Jürgen BEHREND	100%	n/a	n/a	n/a
Daniel BERNARDINO	100%	n/a	n/a	100%
Michael BOLLE	80%	n/a	n/a	100%
Judy CURRAN	100%	n/a	n/a	n/a
Odile DESFORGES	100%	100%	n/a	n/a
Esther GAIDE	100%	100%	n/a	n/a
Penelope HERSCHER	100%	n/a	100%	n/a
Patrick KOLLER	100%	n/a	n/a	n/a
Valérie LANDON	100%	100%	n/a	n/a
Jean-Bernard LÉVY	100%	n/a	100%	n/a
Yan MEI	100%	n/a	n/a	n/a
Denis MERCIER	100%	n/a	n/a	100%
Peter MERTENS	100%	n/a	n/a	100%
PEUGEOT 1810 / Robert PEUGEOT	100%	80%	n/a	n/a
Nicolas PETER	100%	n/a	n/a	n/a
Emmanuel PIOCHE	100%	100%	n/a	n/a
TOTAL	**98[1]%**	**96%**	**100%**	**100%**

n/a: not applicable.

(1) Percentage rounded to the nearest integer.

Renewals and Appointments

Michel de ROSEN



Date of birth: February 18, 1951

Nationality:

Number of FORVIA shares: 12,565

Skills:

Independent Board member

Date of first appointment:	May 27, 2016
Date of expiry of corporate office:	GM 2024

Chairman of the Board of Directors

Date of appointment:	May 30, 2017

Member of the Governance, Nominations and Sustainability Committee

Michel de Rosen has been Chairman of the Board of Directors of FORVIA since May 30, 2017.
He has successively held positions first as a senior public official and then as a senior executive in French and US companies.

He was a member of the Inspectorate General of Finance (IGF), a division of the French Ministry of Finance. He was a policy officer in the office of the French Minister of Defense in 1980 and 1981 and served as Chief of Staff for the French Minister for Industry and Telecommunications from 1986 to 1988.

Within the Rhône-Poulenc group, he served as Chief Executive Officer of Pharmuka from 1983 to 1986 and of Rhône-Poulenc Fibres et Polymères from 1988 to 1993, after which he was Chief Executive Officer and then Chairman and Chief Executive Officer of Rhône-Poulenc Rorer in the United States and in France and of Rhône-Poulenc Santé from 1993 to 1999. In 2000, Michel de Rosen was named Chairman and Chief Executive Officer of the US company ViroPharma. In 2008, he became Chairman and Chief Executive Officer of SGD.

He joined Eutelsat in 2009 as Chief Executive Officer, then as Chief Executive Officer and Chairman of the Board of Directors, then as Chairman of the Board of Directors, until November 2017.

He is a graduate of the *École des Hautes Études Commerciales* (HEC) and the *École Nationale d'Administration* (ENA).

Main position held outside of FORVIA

- Company Director/Chairman (see below) and Advisor for a company in the technologies area.

Other positions and corporate offices in 2023 outside of FORVIA

French listed companies

- Non-Executive Chairman of the Board of Directors of DBV Technologies.

French unlisted companies

No such corporate office.

Other foreign listed companies

No such corporate office.

Foreign unlisted companies

No such corporate office.

Positions and corporate offices held within the last five years and which have expired

- Member of the High Committee of Corporate Governance (HCGE) of AFEP-MEDEF until November 2019;
- Board member of Idorsia (Switzerland) until 2021;
- Boalrd member of Pharnext S.A. until June 2022.

Experience in an industrial company · *International experience* · *Governance/management of large companies* · *Specific knowledge of a geographic market* · *Banking/finance* · *Leadership and crisis management* · *Risk management*

Jean-Bernard LÉVY

Date of birth: 18 mars 1955

Nationnality:

Number of FORVIA shares: 500

Skills:

Independent Board member

Date of first appointment: February 19, 2021

Date of expiry of corporate office: GM 2024

Chairman of the Governance, Nominations and Sustainability Committee

Jean-Bernard Lévy was a works engineer at the Angers Division of France Télécom in 1979, became responsible for managing executive managers and HR budgets at corporate head office in 1982, and then deputy to the head of the corporate HR department.

In 1986, he was appointed Technical Advisor in the staff of Gérard Longuet, Minister for Postal Services and Telecommunications. From 1988 to 1993, Jean-Bernard Lévy managed the Communications Satellites business of Matra Espace, later becoming Matra Marconi Space. From 1993 to 1994, he was the Chief of Staff to Gérard Longuet, Minister of Industry, Postal Services, Telecommunications and Foreign Trade in the French Government.

In 1995, he was appointed Chairman and Chief Executive Officer of Matra Communication. In 1998, he joined Oddo et Cie as Managing Director, then Managing Partner. In summer 2002, Jean-Bernard Lévy joined Vivendi. He served as its Chief Executive Officer until April 2005, and became Chairman of the Management Board and Chief Executive Officer in April 2005, until June 2012. From December 2012 to November 2014, he was Chairman and Chief Executive Officer of Thales group (defense and aerospace). Jean-Bernard Lévy was EDF's Chairman and Chief Executive Officer from November 2014 to November 2022.

Jean-Bernard Lévy is a graduate of the *École Polytechnique* and of *Télécom Paris Tech*.

Main position held outside of FORVIA

- Company Director/Chairman (see below).

Other positions and corporate offices in 2023 outside of FORVIA

French listed companies

- Advisor (*censeur*) and CSR referent of Société Générale.

French unlisted companies

- Chairman of JBL Consulting & Investment (since January 2023);
- Board member of Tehtris (since January 2023).

Other foreign listed companies

No such corporate office.

Foreign unlisted companies

No such corporate office.

Other

- President of *Conseil Français de l'Énergie* (CFE);
- Board member of AX.

Positions and corporate offices held within the last five years and which have expired

- Board member of Edison S.p.A (Italy) until December 6, 2022;
- Board member of France Industrie until November 25, 2022;
- Chairman and Chief Executive Officer of EDF (listed company) until November 23, 2022;
- Chairman of the Supervisory Board of Framatome until November 23, 2022;
- Board member of Dalkia until November 23, 2022;
- Board member of EDF Renouvelables until November 23, 2022;
- Board member of EDF Energy Holdings (United Kingdom) until November 23, 2022;
- Chairman of the Board of Directors of the EDF Foundation until November 23, 2022;
- Board member of the Global Sustainable Electricity Partnership (GSEP) (Canada) until November 23, 2022;
- Chairman of Eurelectric until November 21, 2022;
- Chairman of the Board of Directors of Edison S.p.A (Italy), from 2014 to June 2019;
- President of the *Innovations Pour les Apprentissages* (FIPA) Foundation;
- Board member of Europlace;
- Advisor (*censeur*) of the Fondation JJ Laffont – Toulouse School of Economics (TSE);
- President of Viva Fabrica Foundation.

Experience in an industrial company — *International experience* — *Governance/management of large companies* — *Banking/finance*

Leadership and crisis management — *CSR* — *Risk management* — *Energy/electrification*

Judy CURRAN

Date of birth: May 17, 1961

Nationality:

Number of FORVIA shares: 500

Skills:

Independent Board member

Date of first appointment: February 18, 2022

Date of expiry of corporate office: GM 2024

Member of the Audit Committee

Judy Curran is responsible for the Automotive Technology and Strategy at ANSYS including the go-to-market plans and the development of new simulation workflows aligned with latest automotive trends such as electrification, assisted driving and autonomy.

Judy Curran served previously in a number of positions at Ford group from 1986 to 2018 (notably as Director of Technology Strategy from 2014 to 2018 where she in particular developed the cross-vehicle global strategy for key new technologies including assisted driving, infotainment, new electrical architectures, and connectivity).

Judy Curran holds a Bachelor of Science, Electrical Engineering/Computer Software from Lawrence Technological University (USA) and a Master of Science, Electrical Engineering from the University of Michigan (USA).

Main position held outside of FORVIA

- Sr. Chief Technologist, Automotive of ANSYS (foreign listed company).

Other positions and corporate offices in 2023 outside of FORVIA

French listed companies

No such corporate office.

French unlisted companies

No such corporate office.

Other foreign listed companies

- Independent Board Director at MicroVision.

Foreign unlisted companies

- Independent Board member of SAE International.

Positions and corporate offices held within the last five years and which have expired

- Board of Advisors, College of Engineering, Lawrence Technological University.

Experience in FORVIA's core businesses

Experience in an industrial company

International experience

Automotive technologies

Governance/management of large companies

Specific knowledge of a geographic market

Data based technologies/digital

Leadership and crisis management

Risk management

Energy/electrification

Nicolas PETER

Date of birth: April 1, 1962

Nationality:

Number of FORVIA shares: 500

Skills:

Independent Board member

Date of first appointment: October 19, 2023

Date of expiry of corporate office: GM 2026

Member of the Audit Committee

Nicolas Peter worked for the BMW group in various positions for more than thirty years and was its Chief Financial Officer and member of the Board of Directors from 2017 to May 2023. He has been Chairman of the Board of Trustees of the BMW Foundation Herbert Quandt since 2020.

Nicolas Peter is also a member of the German Governmental Commission for the German Corporate Governance Code (GCGC).

Nicolas Peter studied law at the Ludwig-Maximilians University in Munich and obtained his doctorate in private international law in 1990.

Main position held outside of FORVIA

- Company Director (see below) and Chairman of the Board of Trustees of the BMW Foundation Herbert Quandt.

Other positions and corporate offices in 2023 outside of FORVIA

French listed companies

No such corporate office.

French unlisted companies

No such corporate office.

Other foreign listed companies

- Member of the Supervisory Board and Chairman of the Audit Committee of Kion Group AG.

Foreign unlisted companies

No such corporate office.

Other

- Chairman of the Board of Trustees of the BMW Foundation Herbert Quandt since 2020.

Positions and corporate offices held within the last five years and which have expired

- Member of the Board of Directors of BMW AG from 2017 to May 2023.

Experience in FORVIA's core businesses
Experience in an industrial company
International experience
Automotive technologies
Governance/management of large companies
Specific knowledge of a geographic market
Banking/finance
Data based technologies/digital
Leadership and crisis management
CSR
Risk management
Energy/electrification

Christel BORIES

Date of birth: May 20, 1964

Nationality:

Number of FORVIA shares: 0

Skills:

Independent Board member

Date of first appointment: GM 2024

Date of expiry of corporate office: GM 2028

Christel Bories joined Eramet in February 2017 and, since May 2017, has been the Chairwoman and Chief Executive Officer of the Eramet Group.

Christel Bories was previously Deputy Chief Executive Officer of Ipsen (listed company) from 27 February 2013 until March 2016.

Before that, she held various positions of responsibility with the Pechiney Group from 1995 onwards. After Pechiney was taken over by the Alcan Group in 2003, Christel Bories was appointed President and Chief Executive Officer of Alcan Packaging and then President and Chief Executive Officer of Alcan Engineered Products, and finally Chief Executive Officer of Constellium (formerly Alcan), from which she resigned in December 2011.

From 1993 to 1995, she was Director of Strategy and Control at Umicore. She began her career in 1986 as a strategy consultant at Booz-Allen & Hamilton, and then at Corporate Value Associates.

Christel Bories is a graduate of the École des Hautes Études Commerciales (HEC Paris).

Main position held outside of FORVIA

- Chair and Chief Executive Officer of Eramet

Other positions and corporate offices in 2024 outside of FORVIA

French listed companies

- Chair and Chief Executive Officer of Eramet

French unlisted companies

No such corporate office

Other foreign listed companies

No such corporate office

Foreign unlisted companies

- Director of Comilog (Gabon)

Positions and corporate offices held within the last five years and which have expired

- Director of SLN until September 21, 2023;
- Director of Legrand (listed in Paris) until May 31, 2023;
- Director of Smurfit Kappa (listed in Dublin) until December 2019.

Experience in an industrial company

International experience

Governance/management of large companies

Specific knowledge of a geographic market

Leadership and crisis management

Risk management

2. Compensation (1)

Tables summarizing the components of the compensation paid or awarded for the fiscal year just ended to executive corporate officers

The tables below present a summary of the compensation and benefits paid during the 2023 fiscal year or awarded in respect of this same fiscal year to the executive and non-executive corporate officers.

SUMMARY OF THE COMPONENTS OF COMPENSATION PAID TO THE CHAIRMAN OF THE BOARD OF DIRECTORS DURING THE 2023 PERIOD OR AWARDED IN RESPECT OF THIS SAME PERIOD

Components of compensation	Amounts granted in respect of the fiscal year just ended or accounting valuation	Amounts paid during the fiscal year just ended	Presentation
Fixed compensation	€265,200	€265,200	The principles for determining the compensation of Michel de ROSEN as Chairman of the Board of Directors, as well as the methods for implementing it (the "**2023 Compensation**"), are respectively described (i) in the compensation policy for the Chairman of the Board of Directors set out in Section 3.3.4.1.2 "Compensation policy for the Chairman of the Board of Directors" of the 2022 Universal Registration Document and of this Universal Registration Document (the "**2023 and 2024 Compensation Policies**") and (ii) in Section 3.3.1.1.2.1 "Fixed annual compensation" of this Universal Registration Document. The amount of the 2023 fixed annual compensation was set at €300,000 (cap integrating the benefit in kind linked to the provision of a personal assistant).
Annual variable compensation	Not applicable	Not applicable	No annual variable compensation.
Multi-annual variable compensation	Not applicable	Not applicable	No multi-annual variable compensation.
Exceptional compensation	Not applicable	Not applicable	No exceptional compensation.
Stock options, performance shares or any other long-term benefit	Not applicable	Not applicable	No stock subscription or purchase options grant, performance shares, or any other long-term benefits.
Compensation as Board member	Not applicable	Not applicable	No compensation awarded as Board member.
All benefits (including social protection)	€46,189 (including accounting valuation of €41,424)	€46,189 (including accounting valuation of €41,424)	The 2023 Compensation is respectively described in (i) the 2022 and 2023 Compensation Policies and (ii) Section 3.3.1.1.2.2 "Benefits in kind and social protection" of this Universal Registration Document.
Termination payment	Not applicable	Not applicable	No termination payment.
Non-competition indemnity	Not applicable	Not applicable	No non-competition indemnity.
Supplementary pension schemes	Not applicable	Not applicable	No supplementary pension scheme benefit.

(1) Extracts of the 2023 Company's Universal Registration Document.

SUMMARY OF THE COMPONENTS OF THE COMPENSATION OF THE CHIEF EXECUTIVE OFFICER PAID DURING THE 2023 FISCAL YEAR OR AWARDED FOR THE SAME FISCAL YEAR (1)

Components of compensation	Amounts granted in respect of the fiscal year just ended or accounting valuation	Amounts paid during the fiscal year just ended	Presentation
Fixed compensation	€1,100,000	€1,100,000	The principles for determining the compensation of Patrick KOLLER as Chief Executive Officer, as well as its implementation methods (the "**2023 Compensation**") are respectively described (i) in the compensation policy for the Chief Executive Officer in Section 3.3.4.1.3 "Compensation policy for the Chief Executive Officer" of the 2022 Universal Registration Document (the "**2022 Compensation Policy**") and this Universal Registration Document (the "**2023 and 2024 Compensation Policies**") and (ii) in Section 3.3.1.2.2.1 "Fixed annual compensation" of this Universal Registration Document.
Annual variable compensation	€1,782,921 (amount to be paid in 2024 subject to a favorable vote by the General Meeting)	€1,980,000 (compensation for the 2022 fiscal year, paid in 2023 following a favorable vote 84.27% by the General Meeting of May 30, 2023, on the components of the compensation paid or awarded for the 2022 fiscal year [10th resolution]).	The 2023 Compensation is respectively described in (i) the 2023 Compensation Policies and (ii) Section 3.3.1.2.2.2 "Variable annual compensation" of this Universal Registration Document. At a meeting held on February 16, 2024, the Board of Directors, on the recommendation of the Compensation Committee, determined and finalized the total annual variable compensation to be awarded to Patrick KOLLER (Chief Executive Officer) for the fiscal year ended on December 31, 2023, as follows: ■ quantifiable criteria (ratio Net debt/EBITDA, synergies related to the integration of HELLA and environmental criterion): 175%, which gives entitlement to €1,443,750; ■ individual criteria (order intake associated with the operating income): 123.30%, which gives entitlement to €339,171; ■ total amount: €1,782,921 (compared to €1,980,000 for the 2022 fiscal year and €300,000 for the 2021 fiscal year). In accordance with the provisions of Article L. 22-10-34 of the French Commercial Code, the variable compensation for the fiscal year ended December 31, 2023, shall be paid only after the shareholders have approved the components of compensation paid during the course of the 2023 fiscal year or awarded in respect of the same fiscal year to Patrick KOLLER, Chief Executive Officer.
Multi-annual variable compensation	Not applicable	Not applicable	No multi-annual variable compensation.
Exceptional compensation	Not applicable	Not applicable	No exceptional compensation.

(1) As the prior notice and the non-solicitation covenant do not give rise to specific compensation, they are not mentioned in this table. For information, these mechanisms have not been implemented in 2023.

Components of compensation	Amounts granted in respect of the fiscal year just ended or accounting valuation	Amounts paid during the fiscal year just ended	Presentation
Stock options, performance shares or any other long-term benefit	Options = not applicable Performance shares = €2,603,606 calculated on the maximum number of shares granted under plan no. 15.	Options = not applicable Performance shares = not applicable	No stock subscription or purchase options grant. The compensation for 2023 is respectively described (i) in the 2022 and 2023 Compensation Policies and (ii) in Section 3.3.1.2.2.3 "Performance Shares" of this Universal Registration Document. *Introductory information: Plan delivered in 2023 / Plan for which the performance assessment took place in 2023 / Plan for which the performance conditions are set by reference to the 2023 fiscal year:* ■ plan no. 11 awarded in 2019 (assessment of the performance conditions at December 31, 2021): 5,365 shares were made available out of a maximum number of 60,651 after adjustment related to the capital increase of June 2022 and were delivered to the during the 2023 fiscal year; ■ plan no. 12 awarded in 2020 (assessment of performance conditions at December 31, 2022): – the internal condition, linked to the Group net income after tax (weighting of 60%) was achieved at 94.70%, – the internal condition related to gender balance within the category of "managers and professionals" was achieved at 127.9% (weighting of 10%), – the external condition linked to earnings per share (weighting of 30%) was not met. The total achievement is therefore at 69.6%; ■ one-off ESPI plan: the Annual Relative Total Shareholder Return (TSR) condition, corresponding to half of the total allocation of the Chief Executive Officer, was not met for the second annual tranche. Plan awarded in 2023: ■ plan no. 15: the Board of Directors meeting held on July 26, 2023, on the basis of the authorization from the General Meeting of May 30, 2023 (22nd resolution), resolved to grant a maximum of 146,270 shares to Patrick KOLLER (Chief Executive Officer) subject to performance conditions (it being stipulated that, in the event of the achievement of the targets set, the number of shares to be delivered will be 112,520). These 146,270 shares correspond to 0.07% of the Company's capital stock at December 31, 2023.
	Other long-term benefits = not applicable	Other long-term benefits = not applicable	No other long-term benefits grant.

Components of compensation	Amounts granted in respect of the fiscal year just ended or accounting valuation	Amounts paid during the fiscal year just ended	Presentation
Compensation as Board member	Not applicable	Not applicable	No compensation awarded as Board member.
All benefits (including social protection)	€29,310 (of which €21,850 in accounting valuation)	€29,310 (of which €21,850 iin accounting valuation)	The 2023 compensation is respectively described (i) in the 2022 and 2023 Compensation Policies and (ii) in Section 3.3.1.2.2.8 "Benefits in kind and social protection" of this Universal Registration Document.
Termination payment	Not applicable	No payments during the fiscal year	The 2023 compensation is respectively described (i) in the 2022 and 2023 Compensation Policies and (ii) in Section 3.3.1.2.2.5 "Termination payment" of this Universal Registration Document. Patrick KOLLER benefits from a termination payment since July 25, 2016. This scheme, which was authorized for Patrick KOLLER, Chief Executive Officer, by the Board of Directors' decision of July 25, 2016, under the conditions set forth under Article L. 225-42-1 of the French Commercial Code (now repealed and reproduced in Articles L. 22-10-4 and L. 22-10-8 of the French Commercial Code), was approved by the General Meeting of May 30, 2017 (fifth resolution). It was then adjusted by the Board of Directors on February 14, 2020, solely in order to align the calculation methods for the reference compensation with that of the non-compete clause, and approved in accordance with the law by the General Meeting of June 26, 2020, in the context of the 2020 vote on the compensation policy for the Chief Executive Officer (16th resolution). It has not been modified since that date.
Non-competition indemnity	Not applicable	No payments during the fiscal year	The 2023 compensation is respectively described (i) in the 2022 and 2023 Compensation Policies and (ii) in Section 3.3.1.2.2.6 "Non-competition indemnity" of this Universal Registration Document. Patrick KOLLER (Chief Executive Officer) has been bound by a non-compete covenant since February 14, 2020, and benefits from a related indemnity since June 26, 2020. The decision was taken by the Board of Directors on February 14, 2020, and approved in accordance with the law by the General Meeting of June 26, 2020, as part of the 2020 vote on the Chief Executive Officer's compensation policy (16th resolution). The terms of this commitment remained unchanged in 2022.

Components of compensation	Amounts granted in respect of the fiscal year just ended or accounting valuation	Amounts paid during the fiscal year just ended	Presentation
Supplementary defined contribution pension scheme (Article 83 of the French General Tax Code) and supplementary defined benefits pension scheme (Article 39 of the French General Tax Code) **Frozen supplementary pension schemes: Defined benefits pension scheme and specific pension scheme (Article 39 of the French General Tax Code)**	Not applicable	No payments during the fiscal year	The 2023 compensation is respectively described (i) in the 2022 Compensation Policies described in the 2021 Universal Registration Document and (ii) in Section 3.3.1.2.2.4 "Pension schemes" of this Universal Registration Document. ■ Defined-contribution pension scheme: the amount of the pension is €5,024. ■ Frozen defined benefits pension scheme: in accordance with the provisions of the order of July 3, 2019, the potential rights acquired by Patrick KOLLER (Chief Executive officer) under the defined benefits pension scheme (Tranche C) which he had continued to benefit from after his appointment as Chief Executive Officer on July 1, 2016, were frozen (as a percentage) in the existing plan at December 31, 2019. The amount of the pension at December 31, 2023, was €24,266. The same applies to the additional defined benefits pension scheme (PAPP). The amount of the pension under this additional scheme was, at December 31, 2023, €169.007. These plans were authorized by a decision of the Board of Directors of July 25, 2016, and approved by the General Meeting of May 30, 2017 (5th resolution). Defined benefit plans of vesting rights: the Chief Executive Officer benefits from a defined-benefit pension plan (Tranche C2) and an additional defined-benefit pension plan (PAPP2). The vesting of rights under these two plans is subject to the achievement of performance conditions. The performance conditions related to the rate of achievement of the annual variable compensation for the C2 Tranche pension plan, the net debt to EBITDA ratio, the synergies related to the integration of HELLA, the reduction of CO_2 emissions and the level of achievement of the individual annual variable compensation targets for the PAPP2 pension plan have been achieved. As a result, rights will vest for the fiscal year ended December 31, 2023. The amount of the pension under these schemes is therefore €111,155.

Compensation policy for corporate officers and implementation for 2024

Compensation policy for corporate officers

The compensation policy described below is established in accordance with the provisions of Article L. 22-10-8 of the French Commercial Code and takes into account the principles of the AFEP-MEDEF Code in its revised version of December 20, 2022.

The compensation policy for corporate officers is set by the Board of Directors, on the recommendation of the Compensation Committee, which at the date of this Universal Registration Document is composed solely of independent directors (excluding the Board member representing employees).

In the context of a competitive and globalized market, the Board of Directors ensures the competitiveness of the compensation offered and relies for this purpose on the performance of comparative studies, notably conducted by specialized external consultants. The Board of Directors seeks, as far as possible, to align the structure of the Chief Executive Officer's compensation with that of the Executive Committee members and of the Group Leadership Committee members.

Finally, the Board of Directors pays close attention to the transparency of information relating to the structure and description of the rules provided in the compensation policy.

Compensation policy for Board members

The General Meeting sets the maximum total annual amount that may be allocated to Board members on the proposal of the Board of Directors.

To determine the level of the annual fixed amount requested at the General Meeting, the Board of Directors performs market analysis and benchmarks on the compensation of Board members in comparable companies in France and Europe and takes into account the compensation forecast, anticipated changes in the composition of the Board of Directors and any special events (establishment of an ad hoc Committee, etc.). The benchmark assessment also applies to the determination of the distribution methods and its implementation.

The Board of Directors ensures that the amount of compensation proposed to the General Meeting reflects the level of responsibility assumed by the Board members and the time they need to devote to their duties.

The Board of Directors, on the proposal of the Compensation Committee and in accordance with the principles below, allocates the amount of this maximum annual budget among the Board members as follows:

- a fixed portion, in consideration of their duties as a Board member and, where applicable, as a member or Chairman of a Committee, it being specified that this portion is prorated for the members who joined or left the Board of Directors during the year; and
- a predominant variable part based on their actual attendance at meetings of the Board and, where applicable, of the Committee(s) of which they are members.

Board members not residing in France receive an additional amount intended to take into account geographic distance for any physical attendance at a meeting of the Board of Directors (it being specified that this amount may be exceptionally awarded to Board members residing in France when a meeting takes place abroad). When the Board members attend a meeting of the Board of Directors by videoconference or conference call, this additional amount is not paid.

The rules for the distribution of Board members' compensation may also apply to any ad hoc committee of Board members that may be established to respond to any subject that the Board of Directors considers useful or necessary to follow up on or develop further in the exercise of its missions. The same applies to any seminar which would be organized by the Board of Directors.

Board members representing employees receive compensation under the same conditions and according to the same terms as any other Board member, it being specified that they also receive compensation under their employment contract within the FORVIA group.

In accordance with best governance practices, executive and non-executive corporate officers do not receive compensation for their duties of Board member of FORVIA.

In the event that the maximum amount of the annual fixed amount allocated by the General Meeting is exceeded, provision has been made to apply a reduction coefficient to the amount received by the Board members calculated as follows: (compensation owed to a Board member/total amount of compensation owed) x maximum amount of the fixed annual amount approved by the General Meeting.

In the event of a decision by the Board of Directors to entrust any Board member with a specific task or assignment, he may receive exceptional compensation whose amount will be proportionate to this task or assignment and in accordance with market practices.

Finally, each Board member is entitled to reimbursement, upon presentation of supporting documentation, for traveling expenses incurred by him in the exercise of his duties, within the limits of the ceilings stated by the applicable company policy.

Compensation policy for the Chairman of the Board of Directors

The Board of Directors ensures that the compensation of the Chairman of the Board of Directors is adapted to the missions entrusted to him, consistent with best market practices and aligned with the interests of all stakeholders in the Company's business.

The compensation of the Chairman of the Board of Directors is made up of fixed compensation and benefits in kind, to the exclusion of any other compensation components.

FIXED COMPENSATION

The fixed annual compensation is the only component of compensation of the Chairman of the Board of Directors, excluding any other compensation (except for benefits in kind and social protection).

The fixed compensation of the Chairman of the Board of Directors is intended to compensate for the responsibilities and duties attached to this corporate office. The determination of the amount of that compensation also takes into account the skills and experiences of the beneficiary and is based on a comparative study issued by an external consultant on the basis of a sample of French listed companies with a separate governance structure.

The Board of Directors has not set any rules regarding the frequency at which the fixed compensation of the Chairman of the Board of Directors is reviewed; however, it is understood that in practice the Board of Directors reviews this compensation regularly. A review may take place during the term of the corporate office in the event of evolution in the range of responsibilities of that function or of the Company or even in relation to market practices.

OTHER COMPONENTS OF COMPENSATION

The Chairman of the Board of Directors receives certain benefits in kind, as well as the medical/life/disability insurance plan set up within the Company.

Compensation policy for the Chief Executive Officer

Pursuant to the recommendations of the AFEP-MEDEF Code, the principles and rules applicable to the determination of the Chief Executive Officer's compensation are approved by the Board of Directors on the proposal of the Compensation Committee.

The Board of Directors ensures that the compensation policy is adapted to the Company's strategy and the context in which it operates while ensuring that the compensation of the Chief Executive Officer takes into account social responsibility and environmental (CSR) issues, in particular those relating to carbon neutrality, a strategic priority for the Group.

It also ensures it is in accordance with its corporate interest and that its objective is to contribute to the business strategy and sustainability of the Company and to promote its performance and competitiveness over the medium and long terms.

These objectives are reflected in the determination of stable and long-term compensation structures adapted to the relevant corporate officers in accordance with market practices and, for the Chief Executive Officer, with a major portion of his compensation based on performance criteria related to the implementation of strategy the achievement of which benefits all stakeholders. These elements must also make it possible to attract, retain and retain the Chief Executive Officer.

FIXED ANNUAL COMPENSATION

The purpose of the fixed compensation of the Chief Executive Officer is to compensate his or her responsibilities and duties. The amount of compensation is also set taking into account the beneficiary's skills and experience.

The Board of Directors has not set any rules regarding the frequency at which the fixed compensation of the Chief Executive Officer is reviewed; however, it is understood that in practice the Board of Directors reviews this compensation regularly.

The fixed compensation acts as a reference in determining the variable annual compensation percentage and for the valuation of performance shares.

VARIABLE ANNUAL COMPENSATION

The variable annual compensation is based on quantifiable criteria, which are predominant, and qualitative criteria, it being understood that the award of variable compensation subject to performance criteria is not reserved solely for the Chief Executive Officer. The choice of performance criteria, whether quantifiable or qualitative, is notably led by (i) the search for continuous improvement in the Company's financial and operational performance and (ii) the consideration of strategic aspects and corporate and social responsibility issues. In this way, they contribute to the compensation policy objectives. These criteria are regularly reviewed and may be modified from time to time in order to continue to fully meet the objectives of the compensation policy.

The Chief Executive Officer's variable compensation may range from 0% to 180% of his fixed annual compensation depending on the achievement of quantifiable criteria for 75% and individual criteria for 25%.

The Board of Directors sets every year one or several qualitative criteria, which number generally ranges from one to four. They cover strategic, business development and managerial objectives and/or objectives in line with the Group's values. A weighting is assigned to each, and they are related, where possible, to quantifiable indicators. Qualitative criteria may sometimes not be made public for confidentiality reasons. The achievement of the targets for these criteria are assessed annually by the Board of Directors, on the recommendation of the Compensation Committee, on the basis of objective information mainly stemming from internal and external documents evidencing the potential achievement of these targets.

LONG-TERM COMPENSATION IN THE FORM OF PERFORMANCE SHARES

The maximum amount of performance share grants can represent no more than 250% of the fixed annual compensation of the Chief Executive Officer at the grant date.

The Company's performance share granting policy is based on long-term, simple and transparent principles. Therefore:

- performance share grants are subject to internal and external performance conditions as well as a presence condition applicable to all French and foreign plan beneficiaries [1];
- the vesting period applicable to the plans is four years as from their grant date for all French and foreign plan beneficiaries; the plans include no holding period. It is, however, stated that the Chief Executive Officer must hold a minimum of 30% of the shares acquired from each plan. This threshold requirement ceases to apply when the Chief Executive Officer holds a number of shares corresponding to three years of base gross compensation, factoring in all the previously established plans, and becomes applicable again if the Chief Executive Officer no longer holds the number of target shares corresponding to this level of base gross compensation;
- the number of shares attributable under each plan is determined using an external benchmark. In any event, the final grant is dependent on the achievement of performance and attendance conditions.

The fulfillment of these conditions is assessed by the Board of Directors, on the proposal of the Compensation Committee.

The Chief Executive Officer makes a formal commitment not to hedge risks on performance shares granted to him.

Share-based compensation, which is based on both internal and external performance conditions, enables to strengthen the Chief Executive Officer's loyalty and to focus his actions on the long term while at the same time aligning his interests with the interests of the Company and its shareholders. It thus contributes to the compensation policy objectives.

The Company's long-term compensation practices are reexamined on a regular basis to ensure their compliance with best market practices.

PENSION SCHEMES

The Chief Executive Officer benefits from the same pension scheme as the one provided for the other members of the Group's Executive Committee with a French contract.

This plan includes a supplementary defined contributions pension scheme, which benefits to all Group's executives in France, and a supplementary defined benefits pension scheme.

Supplementary defined-contribution pension scheme

The Chief Executive Officer is a beneficiary of the defined contribution pension scheme (Article 83 of the French General Tax Code), open to all Group executives in France with at least one year's seniority at the time of retirement.

Supplementary defined-benefits pension scheme (Article L. 137-11-2 of the French Social Security Code) subject to performance conditions

The Group has set up a grandfathering pension plan that complies with the new legal requirements set out in Article L. 137-11-2 of the French Social Security Code that has the following characteristics:

1/ "Performance Additive Pension Plan 2" (PAPP 2):

- eligibility conditions and other conditions for entitlement:
  - being a member of FORVIA's Executive Committee,
  - with a current or suspended employment contract or a corporate office in France, and
  - rights definitively vested after three years on FORVIA's Executive Committee;
- reference salary equal to the gross salary (base and variable, excluding exceptional items) received during the year of membership of the Executive Committee;
- rate of vesting: 0% to 3% of the annual reference salary depending on the achievement of performance conditions;
- enhanced performance conditions conditioning the vesting of rights and under which, below a minimum target, no vested rights may be granted;
- cap on rights acquired under the plan covered by Article L. 137-11-2: 30 points;
- furthermore, given that the current Chief Executive Officer may be the beneficiary of rights provided by other supplementary plans offered by the Group (including the defined-benefit pension scheme and the PAPP 1), the aggregate amount of rights under these plans and the plans governed by Article L. 137-11-2 of the French Social Security Code in force are capped as follows:
  - the sum of pensions under the new scheme and other supplementary plans offered by the Group (including the PAPP) is limited to eight times the Annual Social Security ceilings (€370,944 in 2024),
  - the sum of the rights acquired under the new scheme and the other supplementary schemes provided by the Group (including the PAPP), may not exceed 25% of the average annual reference compensation received during the last three calendar years preceding the date of cessation of activity or the departure from the Executive Committee if this is earlier,

(1) Presence condition with the usual exceptions.

- the annual amount of the total retirement pensions paid under the compulsory plans (basic state plan and supplementary AGIRC-ARRCO plan) and Faurecia group's specific plans may not exceed 45% of the average annual gross reference salary received during the last three calendar years preceding the date of the cessation of activity or the departure from the Executive Committee, whichever occurs earlier.

  If one of these ceilings is exceeded, rights under the conditional pension scheme PAPP 1 will be reduced by the same amount so that the cumulative amount of pensions does not exceed one of the ceilings described above. However, the application of these ceilings may not, under any circumstances, reduce the rights vested after January 1, 2020, under the PAPP 2 plan;

- financing outsourced to an insurance company, to which contributions will be paid annually.

2/ The Chief Executive Officer is also eligible for the defined-benefit plan applicable to all employees contributing to tranche C with a cash compensation greater than or equal to €185,472 (Tranche C) in 2024, the main characteristics of which are as follows: future entitlements are acquired immediately, on the basis of the annual reference salary, which is equal to the portion of the gross annual compensation between four and eight multiples of PASS.

It is specified that for the Chief Executive Officer and in accordance with the provisions of Article L. 137-11-2 of the French Social Security Code, the annual vesting of rights is subject to the achievement of a performance condition linked to the level of achievement of the variable annual compensation (FVC) targets.

Termination payment

The Board of Directors may decide to grant the Chief Executive Officer a termination payment subject to performance conditions and dependent on conditions compliant with the AFEP-MEDEF Code.

Non-compete, non-solicitation, non-poaching and prior notice covenants

Given the nature of the Chief Executive Officer's duties and the responsibilities entrusted to him and for the sole purpose of protecting the Company's legitimate interests, a non-compete covenant may be put in place for the Chief Executive Officer in the following conditions.

Benefits in kind, social protection and other compensation items

The Chief Executive Officer is eligible for a company car.

It is also stipulated that he benefits from the medical/life/disability insurance scheme established within the Company.

He does not receive any compensation for his office as a member of the Board of Directors of FORVIA.

POTENTIAL CHANGE IN GOVERNANCE AND CIRCUMSTANCES

Change of governance

To the extent a new Chairman of the Board of Directors (separate from the CEO) or a new Board member is appointed, the compensation policies for the Chairman of the Board of Directors and the Board members, respectively, described above would apply to them (unless the General Meeting decides otherwise).

To the extent a new Chief Executive Officer or one or more Deputy Chief Executive Officers would be appointed, the compensation policy for the Chief Executive Officer as described above would apply to them (unless the General Meeting decides otherwise). The Board of Directors, on the recommendation of the Compensation Committee, would then, by adapting them to the parties concerned, set the amount of the fixed annual compensation, as well as the other components of the compensation, in particular the objectives, performance levels, parameters, structure and maximum percentages, in relation to their fixed annual compensation.

Exceptional exemption from the compensation policy

In accordance with Article L. 22-10-8 III paragraph 2 of the French Commercial Code, in the event of exceptional circumstances, the Board of Directors may waive the application of the compensation policy if this exemption is temporary, in accordance with the Company's interest and necessary to guarantee the sustainability or viability of the Company.

This option can only be used by the Board of Directors, upon proposal from the Compensation Committee, in the event of exceptional circumstances resulting from an unexpected change in the competitive environment, a significant change in the Group's scope following a merger or sale, the acquisition or creation of a significant new business activity or the suppression of a significant business activity, a change in accounting method or a major event affecting the markets and/or the Group's business sector.

This exemption makes it possible to adjust the variable compensation (annual and long-term) (as well as the performance conditions relating to the supplementary defined-benefit pension) of the Chief Executive Officer. Exceptionally, this adjustment may affect, both upward and downward, one or several criteria (including adding or substituting new criteria) and/or their respective weighting and/or objectives of the criteria of the Chief Executive Officer's variable compensation (annual and long-term) so as to make sure this compensation reflects both the Chief Executive Officer's and the Group's performance.

Any decision on derogation must be temporary and duly motivated. It will necessarily have to maintain the alignment of the interests of shareholders and of the management.

Resolutions submitted to the General Meeting

The resolutions relating to the compensation policy for corporate officers that will be submitted to the General Meeting of May 30, 2024, will be included in the prior notice, which will be published in the *Bulletin des Annonces Légales Obligatoires* and which will also be available on the Company's website.

Implementation in 2024

IMPLEMENTATION OF THE 2024 COMPENSATION POLICY FOR THE CHAIRMAN OF THE BOARD OF DIRECTORS

On the recommendation of the Compensation Committee, the Board of Directors, at its meeting of February 13, 2024, decided that the Chairman of the Board of Directors would benefit, for 2024, from all the compensation components provided for in the compensation policy.

Fixed annual compensation

It is reminded that since 2017, the Chairman of the Board of Directors' fixed annual compensation has remained unchanged at 300,000 euros.

The Board of the Directors, following the Compensation Committee's recommendation, considered a potential revision of the annual fixed compensation of the Board of Directors' chairman, in particular on the basis of the following criteria:

- The increasingly dense work program of the Board of Directors, and thus, of its Chairman;
- The benefit of all stakeholders in a strong implication of the Chairman of the Board of Directors in the Group's governance, alongside the Executive Director;
- The importance of maintaining competitivity and comparability of compensation levels of the Chairman of the Board of Directors, in comparison to market practices, in particular on the basis of the analysis carried out by an external first-rate firm's analysis.

In this context, the Board of Directors, on the recommendation of the Compensation Committee, decided to increase the Chairman of the Board of Director's annual fixed compensation, from 300,000 euros (current amount) to 400,000 euros (i.e., a 33.33% increase). This increase is submitted to a favorable vote of the Annual General Meeting set on May 30, 2024, on the chairman of the Board of Directors'compensation policy. If approved, it will only become effective as of January 1st, 2024.

It is reminded that the Board of Directors' internal regulation also provides that the Chairman of the Board of Directors must own a certain number of shares, corresponding to one year of compensation and that he must do so at the latest at the end of the 2 years following his Chairman's nomination.

Benefits in kind and social protection

The Chairman of the Board of Directors receives benefits in kind (the provision of a personal assistant for his activities other than those relating to the Chairmanship of FORVIA and the provision of a vehicle) as well as social protection according to the terms set out in the compensation policy.

IMPLEMENTATION OF THE 2024 COMPENSATION POLICY FOR THE CHIEF EXECUTIVE OFFICER

On the recommendation of the Compensation Committee, the Board of Directors, in its meeting held on February 16, 2024, decided that the Chief Executive Officer would receive, for 2024, the compensation items provided for in the compensation policy.

The level of fixed annual compensation, as well as the maximum levels of annual variable compensation and long-term variable compensation achievable and applicable in 2024 would remain unchanged compared to 2023.

The system adopted for 2024 by the Board of Directors in application of the compensation policy is summarized in the graph below. Details for each type of compensation are shown at the end of this graph.

Fixed annual compensation	Variable annual compensation	Long-term variable compensation	Other components
Determined by using European Benchmark €1,100,000*	*0-180% of fixed annual compensation* **Quantitative criteria (75% at target)*** From 0% to 142.5% of the fixed annual compensation Net-debt-to-EBITDA ratio and FORVIA synergies (60% at target) + ESG Carbon Neutrality (15% at target) **Individual criteria (25% at target)*** From 0% to 37.5% of the fixed annual compensation One or several criteria covering strategic, business development and managerial objectives	*0-250% of the fixed annual compensation* Performance shares subject to presence and performance conditions • Internal conditions relating to operating income (20%) and net cash flow (25%) • Internal condition related to gender diversity (10%) • Internal condition relating to the reduction of CO_2 emissions (15%) • External condition related to growth in net EPS vs a Peer group (30%)	• Severance indemnity (24 months) • 12-month non-compete covenant in case of resignation, with a 6-month indemnity • 6-month notice period in case of resignation • 12-month non-solicitation covenant • Pension plans • Benefits in kind and social protection • Compensation for his duties in the Shareholder Committee of HELLA

SHORT TERM LONG TERM

** Subject to approval by our 2024 AGM.*

- Compared to the companies in the reference group of the European comparative study conducted for the Board of Directors in 2024, the total compensation of the Chief Executive Officer for 2024 would be, if the objectives/ conditions ("targets achieved") are met, 7% above the median and 4% below the 75th percentile of the companies in the reference group. In the current volatile economic context (in particular, in the automotive industry), the total compensation of the Chief Executive Officer, being largely performance-related, is therefore competitive.

Fixed annual compensation

The Chief Executive Officer benefits from a fixed annual compensation under the terms set out in the compensation policy. This fixed annual compensation was set at €1,100,000 for 2024. It remains unchanged compared to 2023.

Variable annual compensation

The Board of Directors, on the recommendation of the Compensation Committee, has set, in accordance with the terms of the compensation policy, the ceiling for the annual variable compensation for 2024 at 180% of the annual fixed compensation of the Chief Executive Officer, which remains unchanged compared to 2023.

The table below sets out the quantifiable and qualitative criteria for the variable annual compensation for the 2024 fiscal year:

Performance criteria	Percentage of the annual fixed compensation at target	Percentage of the annual fixed compensation at maximum
	75%	142.5%[1]
Financial quantifiable criteria including: FORVIA net-debt-to-EBITDA ratio FORVIA synergies	60% 50% 10%	114% 95% 19%
Quantifiable environmental criterion related to the reduction of CO_2 emissions	15%	28.5%
Individual criteria	25%	37.5%[2]
TOTAL	**100%**	**180%**

(1) The quantifiable criteria represent 75% of the fixed annual compensation at target and up to 142.5% at maximum, as performance overachievement is capped at 190% of the target value of the quantifiable criteria.

(2) The individual criteria represent 25% of the fixed annual compensation at target and up to 37.5% at maximum, as performance overachievement is capped at 150% of the target value of the individual criteria.

Among quantifiable criteria for 2024 fiscal year:

- the financial quantifiable criteria relate to the net-debt-to-EBITDA ratio and to the FORVIA synergies relating to HELLA integration. The objectives are set by the Board of Directors in relation to the Group's deleveraging trajectory post-acquisition of HELLA and the integration plan for HELLA (it being specified that the numerical objectives may be updated by the Board of Directors to take into account any major event affecting the markets and/or the Group's business sector);
- given the strategic importance of contributing to the reduction of greenhouse gas emissions, the Board of Directors has incorporated a quantifiable environmental criterion relating to carbon neutrality (the objectives of which are in line with the Group's trajectory in this area), measured at the level of the consolidated Group, in the variable annual compensation of the CEO. This criterion is relating to a CO_2 emission reduction (measured in terms of "tCO_2e" for "scopes 1&2" per € million of product sales on the Group perimeter). Since 2022, this criterion has been also added to the annual variable compensation of all eligible Group employees, i.e., 4,800 employees, in order to mobilize all the Group's resources towards the achievement of the objectives set.

The expected levels of achievement of these criteria are determined by the Board of Directors but are not made public for confidentiality reasons. The expected levels of achievement of the environmental criterion relating to carbon neutrality for 2024 will be communicated a posteriori in 2025, at the same time as the actual achievement rate.

The achievement of the objectives of the criteria is assessed annually by the Board of Directors, after review by the Compensation Committee, (i) on the basis of the 2024 consolidated financial statements approved by the Board of Directors and synergies achieved in the context of the HELLA integration for the financial criteria, and (ii) on the basis of a calculation made by a leading international audit firm, based on data collected by the Group, and verified by an independent third-party verifier, for the environmental criteria relating to carbon neutrality.

Performance share grant

The Chief Executive Officer will benefit from a grant of performance shares according to the terms provided for in the compensation policy.

It is proposed that the Chief Executive Officer benefits for the 2024 financial year from an allocation of performance shares according to the performance conditions aligned with those of the other beneficiaries, which are as follows for 2024:

- for a relative weight of 20% based on an internal condition linked to the Group's operating income. This internal condition will be measured after the third fiscal year ended after the grant date of the performance shares (i.e., 2026 fiscal year) compared with the objectives set by the Board of Directors;
- for a relative weight of 25% based on an internal condition linked to the Group's net cash flow. This internal condition will be measured after the third fiscal year ended after the grant date of the performance shares (i.e., 2026 fiscal year) compared with the objectives set by the Board of Directors;
- for a relative weight of 10% based on an internal performance condition related to the gender diversity within the Group's "Managers and Professionals" category. This internal condition is assessed by comparing the effective percentage of women in the "Managers and Professionals" category in the third fiscal year after the grant date of the performance shares (i.e., 2026 fiscal year) with the target percentage set by the Board of Directors;
- for a relative weight of 15% based on an internal condition linked to the reduction of CO_2 emissions. This internal condition will be measured in "tCO_2e" per € million of sales produced within the consolidated Group scope compared to CO_2 emissions in 2019 (adjusted for scope effects);
- for a relative weight of 30% based on an external performance condition, i.e., growth of the Company's net earnings per share assessed between the last fiscal year before the grant date of the performance shares (i.e., 2023 fiscal year) and the third fiscal year ended after the grant date of the performance shares (i.e. 2026 fiscal year). This condition is assessed against the weighted growth of a reference group made up of comparable international automotive suppliers over the same fiscal year.

The reference group is composed of the following European and North American automotive suppliers: Adient (Ireland/ USA), Aptiv (formerly Delphi) (USA), Autoliv (Sweden), Autoneum (Switzerland), Borg Warner (USA), Continental (Germany), Dana Incorporated (USA), Lear (USA), Magna (Canada), Plastic Omnium (France), Schaeffler (Germany) and Valeo (France).

This group is intended to be stable over time and may be modified only in the event of significant evolution concerning one of its constituents, in particular in the event of a takeover, merger, de-merger, absorption, dissolution, disappearance or change in business, subject to maintaining the overall consistency of the reference group and enabling an external performance condition consistent with the external performance objective set for the grant to be applied.

The achievement of these conditions will be assessed by the Board of Directors, on the recommendation of the Compensation Committee, on the basis of (i) the consolidated financial statements approved by the Board of Directors (and after necessary restatements) for internal conditions related to operating income and the Group's net cash flow, (ii) the Group's human resources reporting for the internal condition related to gender diversity, (iii) a calculation carried out by a leading international audit firm, based on data collected by the Group, and verified by an independent third party, for the internal environmental condition relating to the reduction of CO_2 emissions, and (iv) a calculation carried out by an external service provider specializing in compensation based on the consolidated financial statements approved by the competent bodies of the Group reference companies and by FORVIA, for the external condition relating to net income per share.

The architecture of the performance share plans is further detailed in Chapter 5 "Capital stock and shareholding structure", Section 5.2.2 "Potential capital" of this Universal Registration Document.

An equivalent adjustment mechanism to the one implemented from plan no. 14 in case of deviation in the global automobile production volumes may be included in the future plan.

Pension schemes

The Chief Executive Officer benefits from defined-contribution and defined-benefits pension schemes provided for by the compensation policy.

The performance conditions related to the acquisition of pension rights in the frame of the PAPP2 pension scheme have been aligned, for all beneficiaries, on the annual criteria applicable to the annual variable remuneration of the Chief Executive Officer from 2023 onwards.

The vesting conditions for pension rights under PAPP 2 are as follows for 2024:

- based on the Group net debt to EBITDA ratio:
  - 1.5% if the net debt to EBITDA ratio for the year is strictly greater than 100% of the set objective,
  - 1.0% if the net debt to EBITDA ratio for the year is strictly greater than 90% and less than or equal to 100% of the set objective,
  - 0.5% if the net debt to EBITDA ratio for the year is strictly greater than or equal to 75% and strictly lower than 90% of the set objective,
  - 0% if the net debt to EBITDA ratio for the year is strictly lower than 75% of the set objective;
- based on the FORVIA synergies:
  - 0.3% if the amount of FORVIA synergies is strictly greater than 100% of the set objective,
  - 0.2% if the amount of FORVIA synergies is strictly greater than 90% and less than or equal to 100% of the set objective,
  - 0.1% if the amount of FORVIA synergies is greater than or equal to 75% and strictly lower than 90% of the set objective,
  - 0% if the amount of FORVIA synergies is strictly lower than 75% of the set objective;

- based on the environmental criterion related to the reduction in CO_2 emissions:
  - 0.45% if the reduction of CO_2 emissions is strictly greater than 100% of the set objective,
  - 0.3% if the reduction of CO_2 emissions is strictly greater than 90% and less than or equal to 100% of the set objective,
  - 0.15% if the reduction of CO_2 emissions is greater than or equal to 75% and strictly lower than 90% of the set objective,
  - 0% if the reduction of CO_2 emissions is strictly lower than 75% of the set objective;
- based on the level of achievement of the individual objectives composing the variable annual compensation:
  - 0.75% if the achievement of the individual objectives is strictly greater than 100%,
  - 0.5% if the achievement of the individual objectives is strictly greater than 90% and less than or equal to 100%,
  - 0.25% if the achievement of the individual objectives is greater than or equal to 75% and strictly lower than 90%,
  - 0% if the achievement of the individual objectives is strictly lower than 75%.

Since January 1, 2021, the conditions for the acquisition of pension rights for the Chief Executive Officer under the defined-benefit pension scheme applicable to all employees contributing in tranche C are as follows:

- 0.75% of vesting of pension rights if the level of achievement of the variable annual compensation targets (FVC) for the year is strictly greater than 100%;
- 0.55% of vesting of pension rights if the level of achievement of the variable annual compensation targets (FVC) for the year is strictly greater than 95% and strictly lower than 100%;
- 0.35% of vesting of pension rights if the level of achievement of the variable annual compensation targets (FVC) for the year is strictly greater than 75% and strictly less than 95%;
- no pension rights are acquired if the level of achievement of the variable annual compensation targets (FVC) for the year is strictly less than 75%.

The maximum yearly rights may not exceed €1,391 (i.e., 0.75% of the difference between €370,944 and €185,472).

In any case, the sum of the vested rights stipulated under tranche C2 and PAPP 2 will not exceed 3% of annual compensation, in line with French regulations.

The financing of the regime will be external, with an insurance company to which yearly contributions will be paid by FORVIA.

Non-competition indemnity, prior notice and non-solicitation/non-poaching

Since June 26, 2020, the Chief Executive Officer is subject to a non-compete covenant in the event of his resignation with an indemnity, prior notice in case of resignation and a non-solicitation/non-poaching obligation in accordance with the terms set out in the compensation policy.

As a reminder, the characteristics of these commitments are as follows:

- in case of resignation, the Chief Executive Officer is bound by a non-compete covenant prohibiting him, for a period of 12 months following the termination date of his office, (i) from soliciting the Group's customers or convincing such persons to terminate their business relationship with the Group, (ii) from exercising management, executive, administrative or supervisory duties as an employee or officer of a competitor company and (iii) from acquiring or holding shares (or other securities) representing more than 5% in the share capital of a competitor company;
- in consideration for this undertaking, the Chief Executive Officer may receive throughout the period of this undertaking, a monthly payment equal to half of the reference compensation (annual fixed and variable) paid with respect to the 12 months preceding the resignation;
- the Board of Directors may unilaterally waive the implementation of this undertaking, within 30 calendar days at the latest, upon the departure of the Chief Executive Officer (in which case the payment will not be due);
- the maximum overall payment amount that the Chief Executive Officer will be eligible to receive with respect to the non-competition and/or severance payment may not exceed 24 months of his Reference Compensation;
- in addition, in the event of the resignation of the Chief Executive Officer, the Board of Directors may decide that the latter must give six months' notice. In this case, the resignation shall become effective at the expiration of the six-month notice period (starting from the date of notification of the resignation). The Board of Directors may waive or reduce such six-month notice period. In such a case, the notice period indemnity will be reduced accordingly to the effectively worked period;
- lastly, the Chief Executive Officer is bound by a non-solicitation/non-poaching obligation for a period of 12 months from his departure date from the Group.

Termination payment

The Chief Executive Officer is entitled to a termination payment which was authorized by the Board of Directors on July 25, 2016 and approved by the General Meeting of May 30, 2017. It is specified that this was adjusted during the review of the Chief Executive Officer's package by the Board of Directors on February 14, 2020 solely in order to align the methods for calculating the reference compensation with that of the non-compete clause, and approved in accordance with the law by the General Meeting of June 26, 2020. The terms of the termination payment have not changed since this last General Meeting.

As a reminder, the conditions for obtaining this compensation, which comply with the AFEP-MEDEF Code, are as follows:

- the payment is due in case of termination of the Chief Executive Officer's term of office on the Company's initiative, subject to his not being terminated due to serious or gross misconduct;
- the payment is not due in case of resignation or retirement;
- the payment is subject to the achievement of the following performance conditions:
  - achievement of a positive operating income during each of the three fiscal years closed-out preceding the termination of the Chief Executive Officer's term of office,
  - achievement of a positive net cash flow during each of the three fiscal years closed-out preceding the termination of the Chief Executive Officer's term of office;
- the payment is equal to 24 months of the reference compensation calculated on a total compensation basis (annual fixed and variable) paid with respect to the 12 months preceding the termination of his corporate office (the "Reference Compensation"). This payment is due if the two conditions described above are fulfilled in each of the three fiscal years concerned, which in practice amounts to the fulfillment of six criteria;
- should one of the six criteria not be met, the termination payment is reduced proportionally by 1/6 and may equal 0 should none of these six criteria be fulfilled;
- should the Chief Executive Officer's term of office be shorter than three years, the method of calculating the termination payment is identical, but the number of criteria is adjusted to take into account the actual length of the term of office.

Benefits in kind, social protection and other compensation items

The Chief Executive Officer receives benefits in kind and social protection according to the terms set out in the compensation policy.

For information, it is indicated that Patrick Koller, Chief Executive Officer of the Company, receives compensation for his term of office on the HELLA Shareholders' Committee (for more information, please refer to the HELLA annual report). Such approach is in line with German corporate standard (notably for listed companies controlled by another listed company).

IMPLEMENTATION OF THE 2024 COMPENSATION POLICY FOR THE BOARD MEMBERS

The General Meeting of June 26, 2020 (10th resolution) set the maximum total annual amount that may be paid by the Board of Directors to its members at €900,000. This amount has remained unchanged since that date.

On the recommendation of the Compensation Committee, the Board of Directors reviewed the Board members' compensation in order to maintain the competitiveness and comparability of the Board members' compensation with the companies of the main stock market indices in France (CAC40, CACNext 20, CACLarge60, SB120, CACMid60).

On this basis, the Board of Directors, at its meeting of December 14, 2023, decided that it was desirable to modify the structure and level of the Board members' compensation, in order to continue to attract the best profiles.

In particular, the Board of Directors noted that the average annual fixed compensation of FORVIA's Board members is currently lower than the average annual fixed compensation offered by the companies in the stock market indices studied (CAC40, CACNext 20, CACLarge60, SBF120, CACMid60).

In this context, the Board of Directors, on the recommendation of the Compensation Committee, decided to:

- propose to the General Meeting of May 30, 2024, an increase in the total annual compensation package for Board members from €900,000 to €1,200,000;
- subject to approval by the General Meeting of May 30, 2024, of the increase in the overall maximum annual compensation package for Board members referred to above, to revise certain rules for allocating this package as follows:
  - the fixed part (annual fixed amount for participation in the work of the Board of Directors) would be set at €25,000 (compared to €12,000 currently),
  - the variable part (amount per meeting of the Board of Directors – actual attendance) would be set at €5,000 (compared to €3,000 currently),
  - the fixed part and the variable part for participation in, or chairmanship of, committees would remain unchanged,
  - Board members who are members of an ad hoc Committee would receive variable compensation in the amount of €2,500 per meeting (actual attendance); there is no fixed portion for participation in an ad hoc committee.

The other principles used to determine the Board members' compensation, as described in section 3.3.2. "Compensation policy for Board members for the 2022 and 2023 fiscal years" and Section 3.3.4.1.1. "Compensation policy for Board members" of this Universal Registration Document would remain unchanged.

The new scale would therefore be as follows:

	Fixed compensation[1]	Variable compensation per session	Compensation for Board members not residing in France
Board of Directors	€25,000	€5,000	€3,000 per Board meeting attendance
Committees			
■ Member	€10,000	€2,500	-
■ Chairman	€15,000	€3,500	-
Ad hoc Committees	N/A	€2,500	-

(1) Prorated portion for members of the Board (or a Committee) who joined or left the Board (or a Committee) during the year. The amount is then divided by the number of Board and committee meetings (giving the right to compensation) organized during the year.

This new scale would be applicable with effect from January 1, 2024, subject to the approval at the General Meeting of May 30, 2024, of the increase in the overall annual compensation package for Board members and the compensation policy for Board members; in the absence of such approval, the scale would remain unchanged.

Request for documents and additional information

(Articles R. 225-81 et R. 225-83 of the French Commercial Code)

This request is to be sent
by 25 May 2024 at the latest to:

Uptevia - Service Assemblées Générales
90 – 110 Esplanade du Général de Gaulle
92931 Paris La Défense Cedex - France

Or to the following e-mail address: **ct-mandataires-assemblees@uptevia.com**

Inspiring mobility

I, the undersigned: ☐ Mr. ☐ Ms.

Last name: ....

First name(s): ....

Postal address: ....

....

Zip code: .... City: ....

E-mail address: ....

to be sent - to my postal: ☐ Yes ☐ No

- to my e-mail address: ☐ Yes ☐ No

Request the documents and information relating to the **Combined General Meeting of 30 May 2024**, as specified in Articles R. 225-81 et R. 225-83 of the French Commercial Code.

Signed in: ...., on: 2024

Signature

*Shareholders with **bearer shares**, must send a certification of registration in the bearer shares accounts with this request.*

*In accordance with Article R. 225-88 paragraph 3 of the French Commercial Code, all **registered shareholders** may submit a single request to the Company to receive the documents and information mentioned in Articles R. 225-81 and R. 225-83 of the French Commercial Code for each Shareholders' Meeting to be held after the Meeting specified above. Shareholders wishing to avail themselves of this option must mention this fact on the form.*

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FORVIA

Inspiring mobility

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