

CONVENING NOTICE

Combined shareholders' meeting

Wednesday June 1, 2022, at 2:00 p.m.

at the registered office of FAURECIA
23-27, avenue des Champs Pierreux
92000 Nanterre - France



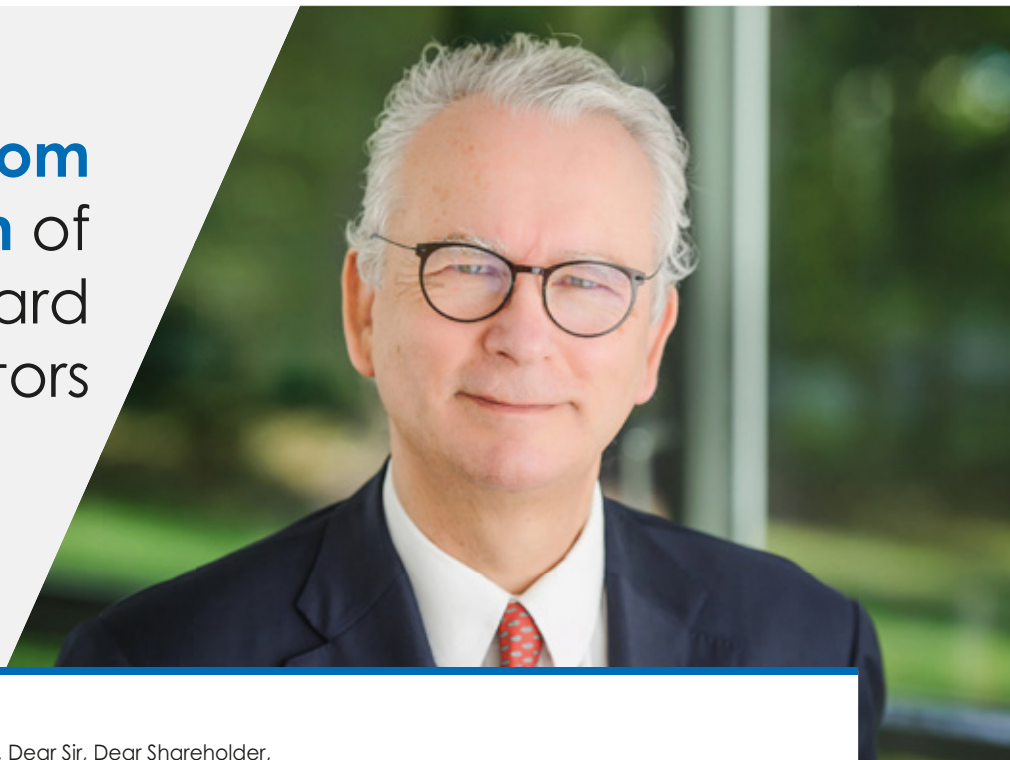
FORVIA
faurecia

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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 Wednesday June 1st, 2022, at 2 p.m., at the Company's registered office. I have the honor and the pleasure of inviting you to participate.

In the presence of several members of the Board of Directors and the Group's Executive Management, the General Meeting is a privileged moment for discussion with our shareholders on the Group's results, outlook, strategy and governance.

In the highly uncertain economic and health context of 2021, which was marked by the continuation of the Covid-19 pandemic and the shortage of semiconductors, the Group was able to demonstrate its resilience and its ability to adapt by completing the transformative acquisition of HELLA, which strengthens our leadership position in our various activities and creates the conditions for sustainable growth for the future by equipping us with a highly advanced technology portfolio. We will have the opportunity to describe the context in which Faurecia operates its activities during our Meeting.

After two years of closed-door and for the first time since the successful distribution of the shares held by the historical shareholder of Faurecia (PSA/Stellantis) to its own shareholders, this Meeting will take place physically. 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, we have renewed the possibility of voting, prior to the Meeting, using the secure VOTACCESS internet platform. This comes in addition to the other procedures detailed in this brochure.

The General Meeting will also 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?

Warning

Procedures for holding and participating in the Combined General Meeting may change depending on legal or health requirements.

Shareholders are therefore invited to regularly consult the section dedicated to the 2022 General Meeting on the Company's website (www.faurecia.com). 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.faurecia.com) at the end of the Meeting.

In view of the health context, the Company also encourages its shareholders to be cautious and recommends that they give preference to remote voting, using the postal voting form or online on the VOTACCESS secure voting platform, or give proxy to the Chairman of the General Meeting or to a third party.

For shareholders who wish to attend the General Meeting in person, it is recalled that the access to the meeting may be subject to compliance with the health measures in force on the day of the General 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 on the second business day preceding the General Meeting, i.e. **May 30, 2022** at 0:00, Paris time:

- either in the registered share accounts held for the Company by its agent Caceis Corporate Trust (**Service Assemblées Générales Centralisées - Immeuble Flores - 1^{er} Étage, 12 place des États-Unis, 92549 Montrouge 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.225-61 of 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 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 the convening notice "How to complete the mail or proxy vote form?", 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 11, 2022 at 10 a.m. (Paris time) until the day before the Meeting, i.e. May 31, 2022 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 OLIS Shareholder website at <https://www.nomi.olisnet.com>:

Pure registered shareholders should connect to the OLIS Shareholder site 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 OLIS Shareholder with the internet access code set out in the voting form or in the electronic notice. After connecting to the OLIS Shareholder site, they should follow the instructions on the screen.

After logging in to the OLIS 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, 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 CACEIS Corporate Trust,
- 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 CACEIS Corporate Trust 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 OLIS Shareholder website at <https://www.nomi.olisnet.com>:

Pure registered shareholders should connect to the OLIS Shareholder site 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 OLIS Shareholder with the internet access code set out in the Single voting form or in the electronic notice. After connecting to the OLIS Shareholder site, they should follow the instructions on the screen.

After logging on to the OLIS 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/she 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-mandataire-assemblees@caceis.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;

How to attend the General Meeting?

■ 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 CACEIS Corporate Trust,
- **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 CACEIS Corporate Trust 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 **CACEIS Corporate Trust - Service Assemblées Générales Centralisées - Immeuble Flores – 1^{er} Étage, 12 place des États-Unis, 92549 Montrouge 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 or before 0:00 (Paris time) on May 30, 2022, 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 on or before 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 Faurecia, 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@faurecia.com, no later than the fourth business day preceding the date of the General Meeting, i.e. May 25, 2022. 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 **FAURECIA** and on the Company's website www.faurecia.com or sent on request to CACEIS Corporate Trust.

How to complete the postal vote or proxy vote form (by mail)?

Important: the duly completed and signed form must be received by Caceis Corporate Trust, Direction des Opérations, Assemblées Générales, no later than May 29, 2022.

Request an admission card to attend the General Meeting

You wish to vote by mail or be represented at the Meeting:
Tick one of the three boxes 2, 3 or 4 below

You hold bearer shares:
You must request an attendance certificate from your financial intermediary and attach it to this form

Important : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on the reverse side of the form. Whichever option is used, shade box(es) like this ■

1 JE DÉSIRES ASSISTER À CETTE ASSEMBLÉE et demande une carte d'admission : dater et signer au bas du formulaire // I WISH TO ATTEND THE SHAREHOLDER'S MEETING and request an admission card: date and sign at the bottom of the form

FORVIA faurecia

Société européenne au capital de 1 061 250 302 €
Siège social : 23-27 avenue des Champs-Pierreux
92000 NANTERRE
542 005 376 RCS Nanterre

ASSEMBLÉE GÉNÉRALE MIXTE
du 1^{er} juin 2022 à 14 heures
au siège social de la Société
23-27, avenue des Champs-Pierreux, 92000 Nanterre

COMBINED SHAREHOLDER'S MEETING
on June 1st, 2022 at 2.00 p.m.
at Headquarters' office
23-27, avenue des Champs-Pierreux, 92000 Nanterre

CADRE RÉSERVÉ À LA BANQUE

Identifiant - Account
Nominatif Registered
Porteur Bearer
Vote simple Single vote
Vote double Double vote
Nombre d'actions Number of shares
Nombre de voix - Number of voting rights

2 JE VOTE PAR CORRESPONDANCE / I VOTE BY POST
Cf. au verso (2) - See reverse (2)
Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directeur ou la Gérance, à l'EXCEPTION de ceux que je signale en noirissant comme ceci ■. J'ai voté des cases "Non" ou "Abstention". // I vote YES all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box, like this ■, one of the boxes "No" or "Abs".

1	2	3	4	5	6	7	8	9	10	A	B
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>
11	12	13	14	15	16	17	18	19	20	C	D
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>
21	22	23	24	25	26	27	28	29	30	E	F
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>
31	32	33	34	35	36	37	38	39	40	G	H
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>
41	42	43	44	45	46	47	48	49	50	I	J
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>
										K	
										Oui / Yes	<input type="checkbox"/>
										Non / No	<input type="checkbox"/>
										Abs.	<input type="checkbox"/>
										Oui / Yes	<input type="checkbox"/>
										Non / No	<input type="checkbox"/>
										Abs.	<input type="checkbox"/>

Sur les projets de résolutions non agréés, je vote en noirissant la case correspondante à mon choix.
On the draft resolutions not approved, I cast my vote by shading the box of my choice.

3 JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE
Cf. au verso (3)
I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
See reverse (3)

4 JE DONNE POUVOIR À : Cf. au verso (4)
pour me représenter à l'Assemblée
I HEREBY APPOINT: See reverse (4)
to represent me at the above mentioned Meeting
M. Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name
Adresse / Address

ATTENTION : Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.
CAUTION: If it is about bearer securities, the present instructions will be valid only if they are directly returned to your bank.

Nom, prénom, adresse de l'actionnaire (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire). Cf au verso (1)
Surname, first name, address of the shareholder (change regarding this information have to be notified to relevant institution, no change can be made using this proxy form). See reverse (1)

Whichever option you choose
Please date and sign
the original form below

Date & Signature

Fill in your surname, first name and address here or check them if they are already supplied

à la banque / by the bank 29/05/2022 sur 1^{ère} convocation / on 1st notification
à la société / by the company

* Si le formulaire est renvoyé daté et signé mais qu'aucun choix n'est coché (carte d'admission / vote par correspondance / pouvoir au président / pouvoir à mandataire), celui-ci vaut automatiquement pouvoir au Président de l'Assemblée Générale.
* If the form is returned dated and signed but no choice is checked (admission card / postal vote / power of attorney to the President / power of attorney to a representative), this automatically equals to the President of the General Meeting.

You wish to vote by mail:
Tick this box and follow the instructions

You wish to give proxy to the Chairman of the Meeting:
Tick this box

You wish to give proxy to someone:
Tick this box and fill in this person's information

Sing-up for e-notice

Since this year, Faurecia offers its registered shareholders a new 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 OLIS Shareholder website: <https://www.nomi.olisnet.com>.

Summary of the situation of the Company during the period ended December 31, 2021

1. Our value creation model

FAURECIA RESOURCES 2021

STRATEGY & OPERATIONAL MODEL 2022



PEOPLE

- **111,000** employees:
- **146** nationalities in **33** countries
- **5 Faurecia University campuses**
- **90,400** employees connected to e-learning platform, **51%** of whom are operators



BUSINESS

- **€1,219m** gross R&D expenditure
- Global **innovation ecosystem**
- **213** programs launched in **27** countries and **142** plants



PLANET

- **€13M** invested in environmental protection of which **70% (€9M)** for energy efficiency
- **85%** of sites ISO 14001 certified

FORVIA

inspiring mobility



STRATEGIC PILLARS



Safe mobility



Sustainable mobility



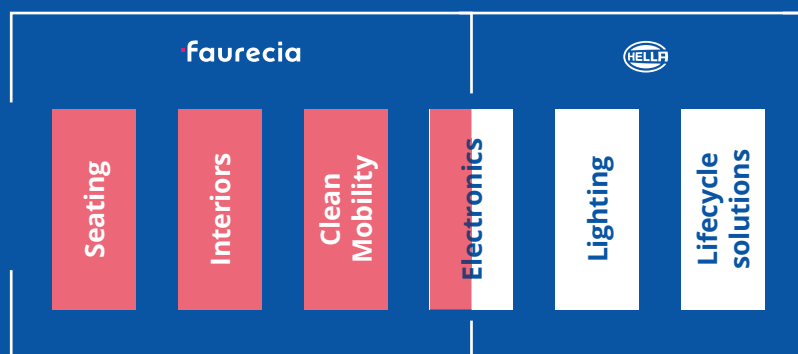
Advanced mobility



Customized mobility



6 BUSINESS GROUPS



CO₂ Net Zero by 2050

SHARED VALUE CREATION - FAURECIA 2021

Investment
in innovation
& strong
ecosystem

Convictions
and Values
for sustainable
performance

Operational
excellence and
Total Customer
Satisfaction



PEOPLE

- **27%** female M&Ps in 2021, up from **25.1%** in 2020
- **21%** of women among the top 300, up from **16%** in 2020
- **22.6** hours of training per employee in 2021
- **FR1t 1.33** accidents in 2021, down by **17%** versus 2020



BUSINESS

- **574** first patent filings in 2021
- **97%** of our supplier panel CSR screened by EcoVadis
- Customer satisfaction: **4.5** stars out of 5
- **70** customer recognition awards



PLANET

- Energy intensity **115 MWh/€** million of sales of which **18%** renewable energy
- Water intensity: **174,9 m³/€ million** of sales
- CO₂ intensity: **46.6** metrics tons of CO₂ equivalent/€ million sales (scopes 1 & 2)

2021 REVENUES

€15,618m

EMPLOYEES' SALARIES & SOCIAL CHARGES

€3,523m

24.4%

SHAREHOLDERS' DIVIDENDS

€66m

0.5%

BANKS FINANCE COSTS

€207m

1.4%

STATES/COMMUNITIES TAXES

€190m

1.3%

SUPPLIERS PURCHASES & OTHER EXTERNAL COSTS

€10,868m

75.2%

ABILITY TO FINANCE FUTURE GROWTH

INVESTMENTS IN FIXED ASSETS

€530m

3.7%

GROSS R&D EXPENDITURE

€1,219m

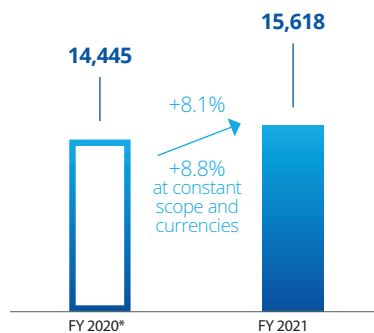
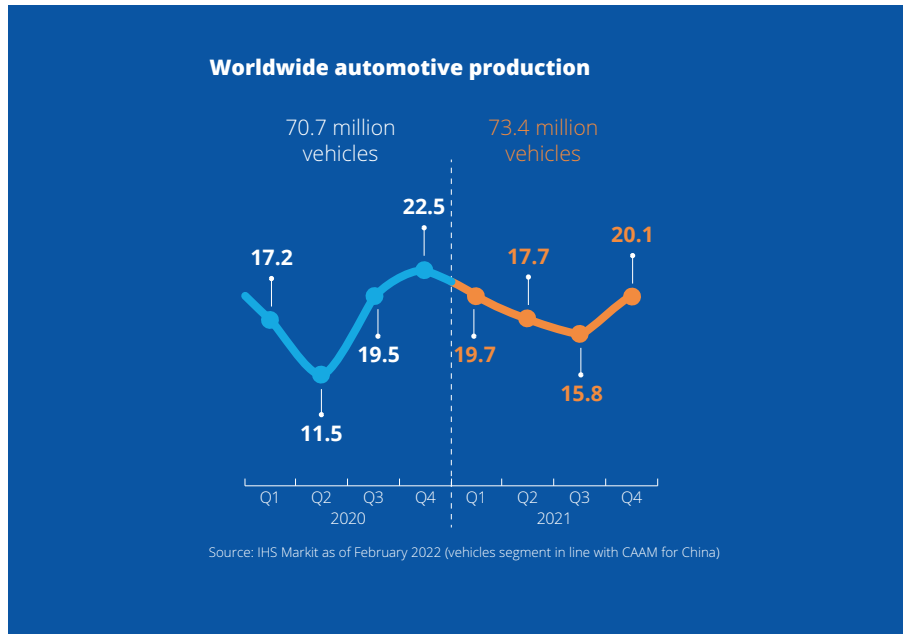
8.4%

INVESTMENTS IN ACQUISITIONS

€113m

0.8%

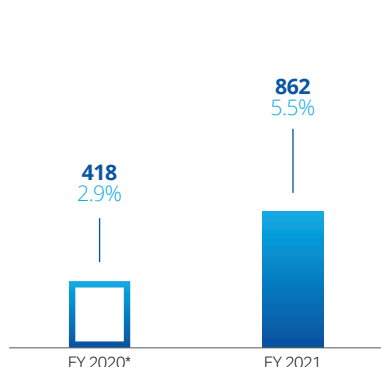
2. Financial and extra-financial performance (key figures)



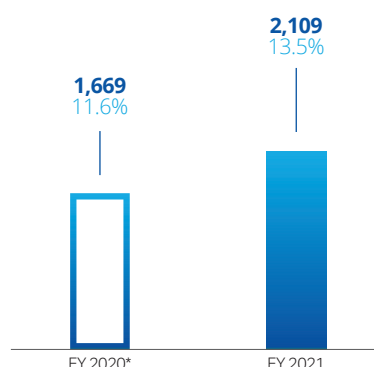
Sales
(in millions of euros)

FY: Full Year
* Restated for IFRS5

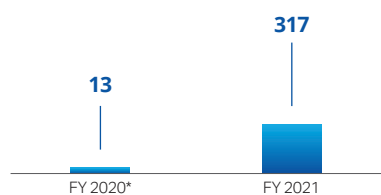
Summary of the situation of the Company during the period ended December 31, 2021



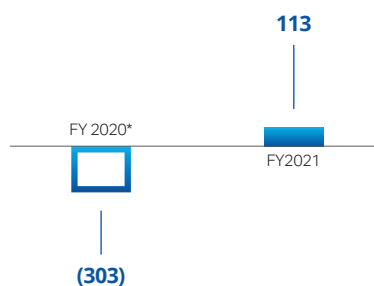
Operating Income
(in millions of euros)
% of sales



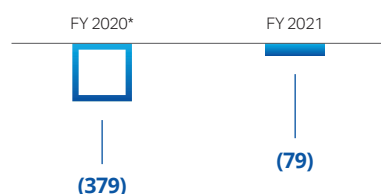
EBITDA
(in millions of euros)
% of sales



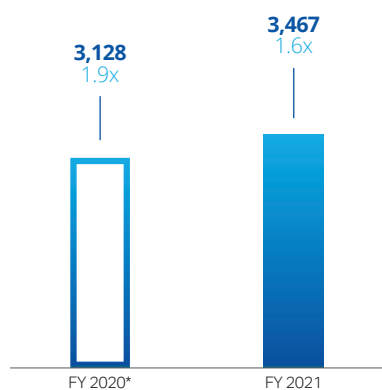
Net cash flow before impact of HELLA acquisition
(in millions of euros)



Net income from continued operations
(in millions of euros)



Net income Group share
(in millions of euros)



Net debt at year-end
(in millions of euros)
Net debt / EBITDA ratio

FY: Full Year
* Restated for IFRS5

2.1. Sales by Business Group and by region

6 BUSINESS GROUPS 2022

FORVIA

CLEAN MOBILITY

A full technology offer for every step of the zero-emission transition, from ultra-low emission powertrain technologies to power and energy management for battery and fuel cell electric vehicles.

- Ultra-low emissions solutions for passenger vehicles
- Ultra-low emissions solutions for commercial vehicles
- Zero-emissions solutions

LIGHTING

State-of-the-art lighting technologies, providing highest safety and comfort, efficiency and design.

- Headlamps
- Rear Lamps
- Interior Lighting
- Car Body Lighting

INTERIORS

Full interiors systems capability including the seamless integration of smart functionalities and development of new, sustainable materials.

- Instrument Panels
- Door Panels
- Center Consoles
- Sustainable Materials
- SAS Cockpit Modules

SEATING

Seats and seating systems that optimize the safety, comfort and wellbeing of occupants and eco-designed for customization and premium quality.

- Complete Seats
- Mechanisms & Frames
- Covers & Comfort Solutions

ELECTRONICS

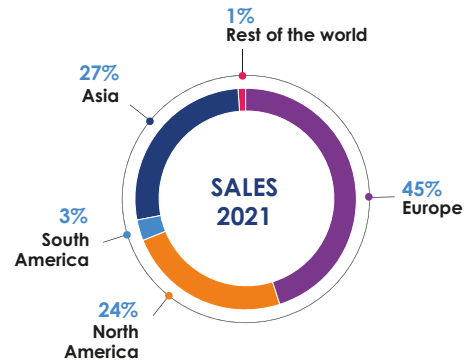
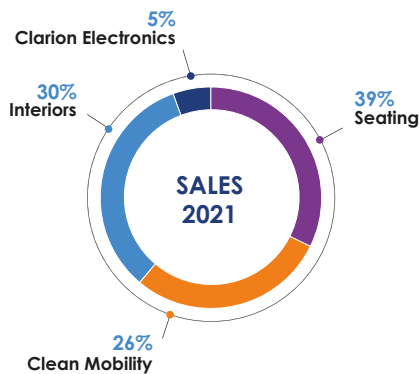
A comprehensive portfolio for all market trends, drawing on technologies, capabilities and integration competencies of both Faurecia and HELLA.

- Sensors & Actuators
- Automated Driving
- Lighting/Body Electronics
- Energy Management
- Cockpit Electronics
- HMI/Displays

LIFECYCLE SOLUTIONS

Solutions for specialists, extending the vehicle lifecycle with spare parts as well as workshop equipment and applying OE know-how for special target groups.

- Independent Aftermarket
- Workshop Solutions
- Special Original Equipment



SALES AMBITION FOR 2025

> €33bn

2.2. 2021 CSR indicators and roadmap

Based on its six Convictions for sustainable development, specific action plans and a roadmap for 2025 have been developed.



Care
for the planet

CO₂ INTENSITY

46.6 metric tons of CO₂
equivalent/€ million sales
(scopes 1 & 2)

ENERGY INTENSITY

115 MWh
€ million sales of which 18%

WASTES INTENSITY

13.3 tons
waste/€ million sales

85%
of sites certified ISO 14001

€13m
invested in environmental
protection of which 70% (€9M)
for energy efficiency



Perform in a
responsible way

SUPPLIERS

97%
of supplier panel screened
by EcoVadis, up from 87%
in 2020

CUSTOMER SATISFACTION

4.5 ★★★★★
stars out of 5, up
from 4.2 in 2020

BUSINESS ETHICS

95%
managers & professionals
trained on the Code of Ethics



Contribute
to society

SAFETY AT WORK

1.33
FR1t accidents
(number of accidents
per million hours
worked without day
lost), down 17%
over previous year

DIVERSITY & INCLUSION

27%
female managers
& professionals,
up from 25.1%
in 2020

33%
of non-European
among the top 300
leaders

EMPLOYEE ENGAGEMENT

73
points, down three
points compared to 2020

EMPLOYABILITY

22.6
hours of training per
employee

LOCAL COMMUNITIES

14
employee-led projects
supported by the
Faurecia Foundation



A CLEAR SUSTAINABILITY ROADMAP

PLANET: Care for the planet

CO₂ neutral in operations:
CO₂ neutral for scopes
1 & 2 by 2025

Eco-design in products:
40% recycled content in new
products by 2025 and -46%
of scope 3 controlled emissions
by 2030

Sustainable technologies:
€1.1bn cumulated 2021-2025

BUSINESS: Perform in a responsible way

Business ethics: 100%
of employees targeted trained
on the Code of Ethics by 2025

Safety: < 1.2 accidents
per million hours worked
without a day lost (FR1t) by 2025

Responsible supply chain:
95% of suppliers assessed
on sustainability by EcoVadis
by 2025

PEOPLE: Contribute to society

Learning organization:
25h/year/employee
of training by 2025

Diversity & inclusion:
30% of women who are managers
& professionals by 2025

Local solidarity actions:
15% of employees involved
in local solidarity projects by 2025

See Chapter 4 "Extra-Financial Performance" of the Universal Registration Document.

3. Full-year 2021 results ⁽¹⁾

2021: a foundational year for Faurecia

The past year was a turning point for Faurecia and marked a step change in the Group's history.

Two key milestones for Faurecia:

■ Successful spin-off from Faurecia's historical shareholder (PSA/Stellantis)

In March 2021, the distribution of Faurecia shares previously held by PSA, then Stellantis, was a success. This distribution of Faurecia shares held by our historical shareholder resulted in a significant increase in Faurecia's free float, to above 90%, with an enlarged international shareholding and increased share liquidity.

At that date, the four main historical shareholders of PSA and FCA held a combined stake of 13.2% of Faurecia: Exor with 5.5% of the share capital, Peugeot 1810 with 3.1%, Bpifrance with 2.4% and Dongfeng with 2.2%.

In addition, Faurecia successfully launched its first employee shareholding plan, "faur'ESO", with a high subscription rate of 22%. The capital increase, for a total amount of €100 million, and the settlement-delivery of the shares to employees took place in July. The shares were purchased in H1 2021 via a buy-back program and then canceled in H2 2021 to neutralize potential dilution;

■ Strategic and transformative acquisition of the control of the German company HELLA

On August 14, 2021, Faurecia announced that it had entered into an agreement to acquire the 60% of the HELLA shares held by the Hueck and Roepke family pool and to launch a public tender offer for the 40% HELLA shares not held by the family pool.

The tender offer was launched on October 27, 2021 and ended on November 11, 2021. 19.5% of the HELLA shares were tendered to the offer initiated by Faurecia.

The transaction was completed on January 31, 2022, after obtaining the authorization from the competition authorities and the authorities in charge of controlling foreign investments in a certain number of countries, for a total amount of €5.3 billion, paid (i) in the amount of €4.8 billion in cash on the one hand and (ii) via an issue of 13,571,385 new Faurecia shares to the Hueck and Roepke family pool.

As part of this transaction, the Hueck & Roepke family pool became Faurecia's largest shareholder with approximately

9% of Faurecia's share capital as of January 31, 2022. The family pool has undertaken to initially hold its Faurecia shares for 18 months from the date of completion of the transaction and then, subsequently, to hold for 12 months for the portion of its Faurecia shares exceeding 5% of Faurecia's capital stock.

Since that date, Faurecia has held a controlling interest of approximately 80% of the HELLA shares, which has been consolidated in Faurecia's financial statements since February 1, 2022.

This transaction marks an unprecedented step in Faurecia's ambition to accelerate its strategic transformation, through investments in fast-growing segments with leading positions.

The combination of Faurecia and HELLA, named "FORVIA", creates the world's 7th largest global automotive supplier, with a highly advanced technology portfolio addressing all automotive industry megatrends and one overriding ambition: to shape a safe, sustainable, advanced and customized mobility.

Through this combination, the newly-formed FORVIA Group will:

- develop a stronger and focused offer for electric mobility (BEVs + FCEVs), thus significantly increasing its share of revenue not dependent on thermal propulsion;
- become a major player in electronic and software solutions to accelerate the development of Advanced Driver Assistance Systems (ADAS) and autonomous driving;
- boost its Cockpit of the Future strategic focus thanks to the complementarity of Faurecia's leading positions in Seating and Interiors, HELLA in lighting and both companies' electronic activities;
- create life cycle management solutions, fully aligned with growing environmental concerns and industrial developments.

FORVIA will also accelerate innovation through strong R&D capabilities, capitalize on the complementarity of customer portfolios in all regions and leverage Faurecia's strong presence in China and Asia.

Besides accelerating sales growth, strong synergies will drive continuous improvement in profitability and cash generation.

(1) Extracts of the press release published on February 21, 2022. The press release (including the launch of the public offer for the acquisition of HELLA, details of sales and profitability by activity and by region as well as the definitions of the terms used) can be consulted in its entirety on the Company's website (www.faurecia.com).

Climate change at the heart of Faurecia's strategy acceleration of zero-emission hydrogen strategy

Climate change at the heart of our strategy

In 2021, Faurecia continued to develop through the lens of sustainability. The Group is fully on track to become CO₂ neutral for scopes 1 and 2 by 2025 and to reduce by 50% its scope 3 controlled emissions in 2030 before reaching "net zero" by 2050 at the latest, focusing on three main levers: use less, use better, use longer. Through this we aim to reduce our environmental impact and create long-term value across our entire supply chain.

In 2021, Faurecia's secured two major partnerships to reach its CO₂ ambitions:

■ **July 2021: Faurecia selected KPMG as its advisor for on-site renewable electricity production:**

under this partnership, Faurecia will benefit from KPMG's expertise to prepare, execute and implement its solar panel equipment program across all facilities worldwide. The installation of solar panels in Faurecia premises is a major step on the Group's journey to become CO₂ neutral for its internal emissions by 2025. As Faurecia will delegate the installation and the operation of these renewable electricity production assets to third parties ("developers"), KPMG will advise and support Faurecia to identify and contract the right developers;

■ **September 2021: Faurecia partnered with ENGIE to support the Group's commitment to reach CO₂ neutrality for scopes 1 and 2 by 2025:**

under this partnership, ENGIE, a world leader in low-carbon energy and services, will provide energy solutions to be deployed across 100+ Faurecia sites worldwide by mid-2022. ENGIE will accompany Faurecia through the deployment of energy-saving equipment & methodology solutions in Europe, China, Brazil and Mexico, enabling a 15% reduction of site energy consumption out of a reference of around 600 GWh. Reducing energy consumption by adopting innovative digital solutions for efficiency is in line with Faurecia's CO₂ neutrality roadmap and "Use Less" approach.

Faurecia announced the creation of a new cross-business division for sustainable materials.

This new division will benefit from Faurecia's leading market positions in Interiors and Seating, unique portfolios of materials with ultra-low and negative CO₂ emissions and materials integrating thermal, acoustic and bio-medical technologies. It will work across Business Groups and propose a full cockpit low-CO₂ and CO₂-negative materials approach to support OEMs' sustainability objectives. In 2022, Faurecia will build a dedicated Sustainable Material R&D center and a pilot plant. The new division will initially employ 125 engineers, increasing to more than 400 in 2030.

In 2021, Faurecia launched the "Seat for the Planet" initiative dedicated to improving industrial processes, material use and seat design to reduce lifecycle CO₂ footprints. "Seat for the Planet" is part of the cross-Business Group initiative to develop sustainable materials and circular economies in the automotive industry, beyond OEMs' specifications and targets.

Acceleration of zero-emission hydrogen strategy

Faurecia further internationalized its hydrogen capabilities with the May 2021 acquisition of a majority stake in CLD, a leading Chinese manufacturer of hydrogen tanks.

CLD, which has significant growth potential in the Chinese market, has also been certified by the Chinese central government as the first domestic producer of Type IV hydrogen tanks. Unlike Type III tanks, which use an aluminum liner instead of a plastic one, Type IV tanks are lighter and thus better suited to mobility applications. Through the acquisition of CLD and thanks to the certification of Type IV tanks, Faurecia will further energize its momentum for hydrogen mobility in China.

Faurecia continued to structure its industrial footprint for hydrogen activities.

In March 2021, Faurecia announced a 165 million euros investment in an industry 4.0 platform in Allenjoie (France). With high-performance industrial capacity, this new site will support the growth of Faurecia's hydrogen storage system business. Serial production will start in 2023 with a strong ramp-up expected in 2024. The Allenjoie site will provide Faurecia with a capacity of up to 100,000 tanks per year.

In 2022, Symbio (JV with Michelin) will build a new facility in Lyon (France) for hydrogen stacks production.

Faurecia reaffirmed ambitious roadmap to become a zero-emission hydrogen leader.

In 2021, Faurecia achieved an order intake of €500 million (including 100% of Symbio), in line with the target presented at its Capital Markets Day in February 2021 and on track to reach the sales ambition of €500 million in 2025 (including 100% of Sybio). The ambition to reach over €3.5 billion of sales (including 100% of Symbio) in 2030 is furthermore confirmed.

In 2021, Faurecia began pre-serial production for Stellantis, Hyvia (Renault Group) and Hyundai in France and Korea and for SAIC in China.

In October 2021, Faurecia and Air Liquide announced the signature of a joint development agreement to design and produce on-board liquid hydrogen storage systems for the automotive industry. Through this technology partnership, the two companies will accelerate the deployment of zero-emission heavy-duty mobility. The partnership will leverage the companies' complementary competencies from their respective core businesses, which will be fundamental to accelerate the technology's time-to-market.

Solid order intake amounting to cumulative €75 billion for 2019-2021

In 2021, **Faurecia continued to increase customer satisfaction**, thanks to its Total Customer Satisfaction program achieving an average score of 4.5 stars (maximum is 5) vs. 4.2 stars in 2020 with over 3,260 customer responses. In addition, Faurecia saw an increase in customer recognition in 2021, with over 70 awards for global performance, manufacturing excellence, cost savings and innovation.

A new year of solid order intake in 2021 led to a cumulated amount of €75 billion for the last three years (2019-2021), representing continued market share gains and securing future profitable growth prospects.

This performance supports Faurecia's ambition to achieve sales of at least €24.5 billion in 2025 (for Faurecia standalone excluding the HELLA acquisition, as presented at the Faurecia's Capital Market Day held in February 2021).

New 2021 business awards, with strong profitability, included:

- **a total of 213 new awards over 2021;**
- **€2.6 billion for Clarion Electronics**, in line with the target presented at Faurecia's Capital Markets Day held in February 2021, thus demonstrating the strong potential for this Business Group (driven by Chinese and Japanese OEMs, Stellantis and RNM);
- **€500 million for zero emission hydrogen solutions** (including 100% of Symbio), in line with the target presented at Faurecia's Capital Markets Day held in February 2021;
- **€6.1 billion for electric vehicles (EVs + FCEVs), representing 26% of total order intake;**
- **€6.4 billion for China, representing 27% of total order intake** and reflecting the continued strong Chinese market growth potential.

2021 was another year of tough market conditions: the semiconductor shortage disrupted activity at customers and resulted in numerous and erratic production Stop & Gos for Faurecia

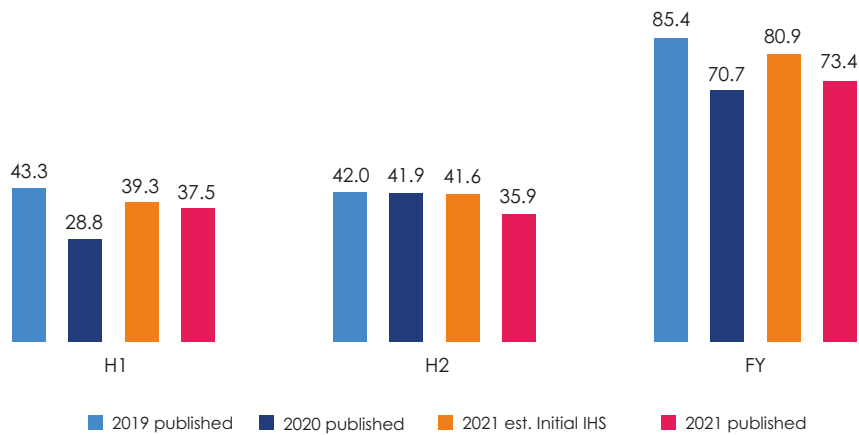
After a **very low point at 70.7 million light vehicles (LVs) produced in 2020**, heavily impacted by the emergent Covid-19 pandemic, worldwide automotive production had been expected to recover significantly in 2021: in February 2021, IHS Markit's full-year forecast was 80.9 million LVs (+14% vs. 2020) and Faurecia's assumption was a more cautious 76.6 million (+8% vs. 2020).

In the event, worldwide automotive production amounted to only 73.4 million LVs in 2021, up only 3.8% year-on-year. This poor performance largely reflected the global semiconductor shortage, which impacted the industry

throughout the year. The impact worsened in the second half, after a first half already marked by difficult climatic conditions in Texas and a fire at a major Japanese semiconductor supplier.

The difficult situation in H2 2021, with a very low point in Q3 (with 15.8 million LVs produced in the quarter, down 19% vs. Q3 2020), strongly disrupted our customers' activity, generating unprecedented volatility in OEM programs resulting in numerous and erratic production Stop & Gos for Faurecia.

Worldwide automotive production* (in million vehicles)



* Source: IHS Markit forecast for February 2022 (vehicle segment in line with CAAM figures for China).

Volatility in OEM programs, at its peak in September and October, started to normalize as from November. These disruptions reduced Faurecia's cost flexibilization capabilities, especially for just-in-time deliveries, and generated higher quality-related costs.

The semiconductor shortage is expected to continue in H1 2022, but should gradually ease from H2 2022 onwards, with the global situation returning closer to normal in 2023.

2021 Group sales and profitability: strong sales outperformance and operating leverage

The following table details sales and operating income evolution in H2 and FY 2021 at Group level:

	H2 2021		2021	
	Faurecia (in €M)	WW auto production (in thousands of vehicles)*	Faurecia (in €M)	WW auto production (in thousands of vehicles)*
SALES				
2020 as reported	8,484	41,952	14,654	70,719
2020 restated for IFRS 5	8,360		14,445	
Currency effect	132		(164)	
% of sales	1.6%		-1.1%	
Scope effect	0		60	
% of sales	0.0%		0.4%	
Organic growth	-657		1,277	
% of sales	-7.9%	-14.4%	8.8%	3.8%
2021	7,835	35,926	15,618	73,384
Reported changes	-6.3%		8.1%	
OPERATING INCOME				
2020 as reported	520		406	
2020 restated for IFRS 5	518		418	
% of sales	6.2%		2.9%	
2021	352		862	
% of sales	4.5%		5.5%	
YoY change (in bps)	-170 bps		+260 bps	

* IHS Markit for February 2022 (vehicles segment in line with CAAM figures for China).

In H2:

- sales amounted to €7,835 million, down 6.3% on a reported basis and down 7.9% on an organic basis in a market that dropped by 14.4%

- The negative currency effect in H1 reversed to positive in H2, mainly attributable to the Chinese yuan and the US dollar vs. the euro: net positive currency effect amounted to €132 million or +1.6% of sales.

- On an organic basis, sales were down 7.9% but posted a strong outperformance of 650 bps. Restated for the unfavorable geographic mix impact of c. -500 bps, sales outperformance was even stronger, close to 1,150 bps.

- operating income amounted to €352 million or 4.5% of sales, down 170 bps year-on-year, mostly impacted by lower volumes and costs related to the numerous production Stop & Gos from high volatility in OEM programs

- As in H1, profitability was impacted by the increase in raw material prices, whose net impact amounted to €(43) million.

- It was also impacted by operational difficulties met in the launch phase of a greenfield Seating program in Michigan (USA); extra-costs related to this program amounted to €(100) million during the period.

In FY:

- sales amounted to €15,618 million, up 8.1% on a reported basis and up to 8.8% on an organic basis

- Net negative currency effect for the year amounted to €(164) million or -1.1% of sales.

- Positive scope effect amounted to €60 million, or +0.4% of sales, and reflected a contribution of one month from SAS (January), whose consolidation started in February 2020.

- On an organic basis, sales were up 8.8% and posted a strong outperformance of 500 bps. Restated for the unfavorable geographic mix impact of c. -300 bps, sales outperformance was even stronger, close to 800 bps.

■ **operating income amounted to €862 million, or 5.5% of sales, up 260bps year-on-year, reflecting strong operating leverage estimated at 34%.**

- As mentioned above, it was impacted by €(100) million extra-costs related to the operational difficulties met in the launch phase of a greenfield Seating program in Michigan (USA) in H2.
- The full-year net impact from raw materials inflation amounted to €(70) million.
- Operating leverage, calculated as the increase in operating income (excluding one-offs related to PIS-Cofins tax recovery in Brazil and employee shareholding plan in H1 2021 and scope effect & other) over the increase in sales at constant scope, was strong at 34% (see calculation in the appendix).

Group operating income stood at €862 million vs. €418 million in 2020.

- **Amortization of intangible assets acquired in business combinations:** net charge of €93 million broadly stable vs. a net charge of €92 million in 2020.
- **Restructuring costs:** net charge of €196 million, significantly reduced vs. a net charge of €285 million in 2020 (of which €196 million in H2 2020); restructuring expenses will gradually normalize as market conditions improve.
- **Other non-recurring operating income and expenses:** net charge of €42 million vs. a net profit of €9 million in 2020; it included a charge of c. €26 million due to costs related to the acquisition of HELLA.
- **Net financial income:** net charge of €254 million vs. a net charge of €218 million in 2020; it included a charge of c. €16 million due to costs related to the acquisition of HELLA (mainly the bridge loan fees amortization).
- **Income tax:** net charge of €139 million vs. a net charge of €122 million in 2020; the high tax rate as percentage of pre-tax income reflected the cumulated effects of unfavorable geographic mix due to increased share of profit in China, withholding tax, French CVAE and BEAT tax in the USA.
- **Share of net income of associates:** charge of €25 million vs. a charge of €13 million in 2020; the increase is mainly attributable to increased investment in Symbio, the 50/50 JV with Michelin for Hydrogen stacks.

Net income of continued operations was a profit of €113 million vs. a loss of €(303) million in 2020. It included a charge of €(41) million related to the acquisition of HELLA, not yet consolidated in Faurecia's accounts.

Net income of discontinued operations was a loss of €(96) million, due to the divestment of AST (operating loss until the date of effective disposal + capital loss on disposal).

Net income was a profit of €16 million vs. a loss of €(321) million in 2020.

Minority interests amounted to €95 million vs. €57 million in 2020, mainly reflecting the increase in profits with Chinese partners.

Net income Group share was a loss of €(79) million vs. a loss of €(379) million in 2020.

2021 EBITDA of €2,109 million represented 13.5% of sales compared to an EBITDA of €1,669 million and 11.6% of sales in 2020, i.e. an improvement of €440 million and 190bps year-on-year.

- **Capital expenditures** were contained to an outflow of €530 million, fully in line with target of "below €600 million", vs. an outflow of €464 million in 2020.
- **Capitalized R&D** was an outflow of €670 million vs. an outflow of €613 million in 2020.
- **Change in working capital requirement** (excluding factoring) was an outflow of €19 million vs. €107 million in 2020.
- **Factoring of receivables** of €1,069 million at the end of 2021 represented an inflow of €72 million vs. the end of 2020 (it was an inflow of €38 million in 2020).
- **Restructuring** represented an outflow of €175 million vs. an outflow of €124 million in 2020. It reflected part of the restructuring actions decided in H2 2020.
- **Net financial expenses** was an outflow of €230 million vs. an outflow of €205 million in 2020; it reflected the debt increase in value and included the outflow related to securing the financing of the HELLA acquisition.
- **Income tax** was an outflow of €243 million vs. an outflow of €196 million in 2020.
- **Other operational items**, before €12 million outflow related to the HELLA acquisition represented an inflow of €1 million vs. an inflow of €15 million in 2020.

Net cash flow amounted to €317 million before a negative impact of €12 million related to HELLA acquisition and to €305 million after this impact (vs. €13 million in 2020).

- **Dividend paid (incl. minorities)** was an outflow of €201 million vs. an outflow of €35 million in 2020; this increase is mainly due to the fact that no dividend was paid in 2020 to Faurecia's shareholders because of the extraordinary context of the Covid-19 crisis.

Summary of the situation of the Company during the period ended December 31, 2021

■ **Share purchase** was an outflow of €26 million vs. an inflow of €6 million in 2020; mainly related to Faurecia's First Employee Shareholding Program "faur'ESO".

■ **Net financial investments and other cash elements** was an outflow of €126 million vs. an outflow of €369 million in 2020; it included outflow for investing in bolt-on acquisitions and Symbio and an outflow related to the acquisition of HELLA.

Net debt before the negative impacts of discontinued operations (disposal of AST) and of IFRS 16 was increased by €48 million at the end of 2021 vs. the end of 2020.

Net debt excluding the IFRS 16 related debt of €1,032 million at December 31, 2021, stood at €2,435 million.

After the negative impacts of discontinued activities for €(49) million and of increased IFRS 16 debt for €(241) million, the Group's net financial debt stood at €3,467 million at December 31, 2021 (vs. €3,128 million at December 31, 2020).

Net debt to EBITDA ratio was reduced to 1.6 x EBITDA at December 31, 2021 vs. 1.9 x at December 31, 2020, reflecting continued deleveraging.

In 2021, Faurecia has strictly managed its financings in line with its strategy to constantly manage flexibility and debt maturity and, since August, in order to secure and prepare for the acquisition of HELLA:

■ **February 2021:** issuance of senior bond for €190 million, due 2027, at 2.26%;

■ **March 2021:** first issuance of senior green notes for €400 million, due 2029, at 2.375%;

■ **May 2021:** increase of the long-term Syndicated Credit Facility from €1.2 billion to €1.5 billion and maturity extended from June 2023 to May 2026 with options up to May 2028;

■ **August 2021:** bridge facilities agreement of €5.5 billion (including a €500 million three-year term loan) to secure the financing of the project to acquire HELLA and to be refinanced mostly through bond issuances and bank loans;

■ **November 2021:** issue of €1.2 billion of 2.75% Senior Sustainability-linked bonds, due 2027;

■ **December 2021:** ESG-linked *Schuldscheindarlehen* for €700 million, with maturity up to 6 years, at an average cost of 2%.

At year-end 2021:

■ **Faurecia had strong liquidity of €6.4 billion, of which available cash for €4.9 billion and an undrawn Syndicated Credit Facility for €1.5 billion**, including pre-financing transactions for the acquisition of HELLA (vs. €4.3 billion at year-end 2020, of which available cash for €3.1 billion and an undrawn Syndicated Credit Facility for €1.2 billion);

■ **Faurecia had already partly refinanced the bridge facilities agreement signed in August 2021 to secure the acquisition of HELLA;**

■ **Faurecia had an average cost of its gross long-term debt (excluding IFRS 16 debt) below 2.8%, with no major debt repayment before 2025;**

■ **Faurecia maintained a solid credit rating with its three branches, including the impact of the acquisition of HELLA:** BB + Stable outlook with Fitch Ratings, Ba2 Negative outlook with Moody's and BB Stable outlook with Standard & Poor's.

4. Key events since the beginning of the period 2022

On January 31, 2022, Faurecia announced the completion of the HELLA acquisition, in accordance with the indicative timetable, more fully described in paragraph 3 above. Faurecia now holds a total stake of 81.6% of the HELLA shares, and consolidates HELLA in its financial statements since February 1, 2022.

Following the transaction and as mentioned previously, the Hueck & Roepke family pool became Faurecia's main shareholder with approximately 9% of its capital stock.

At the next General Meeting, it will be proposed that Dr. Jürgen Behrend, former CEO of HELLA, join Faurecia's Board of Directors as a representative of the family pool, underlining his strong commitment to the strategy and prospects of the entire Group.

On February 7, 2022, Faurecia announced the creation of FORVIA, the Group's new name combining Faurecia and HELLA, representing the 7th global automotive technology supplier.

As explained in the press release published that day, FORVIA will be structured around six Business Groups with management positions, all in full responsibility, consolidating the Product Lines and Regional Departments.

Five of them, "Seating", "Interiors", "Clean Mobility", "Electronics" and "Lighting", have already exceeded €3 billion in sales while the newly created "Lifecycle Solutions" will carry this segment to a leading position.

"Seating", "Interiors" and "Clean Mobility" will be based in Nanterre (France) and "Electronics", "Lighting" and "Lifecycle Solutions" in Lippstadt (Germany).

Global support functions will be deployed at the level of the Group, the businesses, the product and business division and the plants.

FORVIA will offer its customers a range of cutting-edge products and solutions organized around 24 differentiating product lines and meeting all the megatrends of the automotive industry.

On February 25, 2022, Faurecia announced new appointments in the Executive Committee to be effective in the coming months:

- Effective April 1st, 2022, Olivier LEFEBVRE is appointed Clean Mobility Executive Vice President. He will succeed Yves ANDRES, who is joining the Management Board of HELLA to take over the Lighting Business Group. Olivier LEFEBVRE is currently Senior Vice President in charge of the Seat Structure and Systems division within the Seating Business Group;
- Effective June 1st, 2022, Christopher MOKWA is appointed Digital Transformation Executive Vice-President. Christopher MOKWA is currently in charge of the Corporate Strategy, M&A activity and Chief Digital Officer within HELLA;
- Effective July 1st, 2022, Olivier DURAND is appointed Executive Vice President, Group Chief Financial Officer. He will succeed Michel FAVRE, who is appointed HELLA Chief Executive Officer by the Shareholder Committee of HELLA, effective July 1st, 2022. Olivier DURAND will continue to supervise the Clarion Electronics activity.

5. Outlook and trends

First-quarter 2022 sales

On April 26, 2022, the Group published its consolidated turnover for the 1st quarter of 2022.

Sales for the quarter amounted to €5,322m, up 32.9% on a reported basis.

They include:

- A positive currency effect of €129m, representing 3.2 % of last year's sales, mainly due to changes in the US dollar and renminbi against the euro,

- A scope effect of €1,143m representing 28.5 % of last year's sales, due to the first two months of consolidation of HELLA (since February 1st, 2022).

On an organic basis (excluding scope and currency effects), sales were up 1.1% compared to 1st quarter 2021. This organic sales growth should be compared to a 4.2% decline in global automotive production, outperforming by 530bps.

First release of FY 2022 guidance for FORVIA (Faurecia including 11 months of consolidation of HELLA)

This guidance is based on an updated and cautious assumption for worldwide automotive production of 74.2 million light vehicles (vs. 73.4m in 2021), to take into account an uncertain short-term environment with low visibility, in particular due to the persistent shortage of electronic components, the war in Ukraine, rising inflation and Covid-related restrictions in China:

- **Sales between €23 billion and €24 billion** (including c. €1.5 billion from the combined effect of currencies and raw materials),

- **Operating margin between 4% and 5%**,

- **Net cash flow at breakeven.**

Increased financial flexibility

Also on the occasion of this publication Faurecia detailed the latest measures taken to increase its financial flexibility in the current uncertain environment and confirmed its deleveraging strategy after the acquisition of HELLA.

■ Increased financial flexibility

In the current uncertain environment and in order to increase its financial flexibility, Faurecia has proactively renegotiated its debt covenant. The banks have agreed that the clause relating to its debt covenant (net debt to adjusted EBITDA) will not be tested at June 30, 2022 and will be of 3.75x at December 31, 2022 (instead of 3.0x) before returning to 3.0x as from June 30, 2023.

Faurecia has also decided to upgrade its asset divestment program from a target of €500 million of proceeds to be closed by end 2023 to a target of €1 billion of proceeds to be closed by end 2023, which further enhances its financial flexibility.

Finally, the Board of Directors decided, at its meeting held on April 25, 2022, to propose at the next Shareholders' meeting to exceptionally suspend dividend payment in 2022 to further contribute to increased financial flexibility.

■ Confirmation of the deleveraging strategy of the Group

The time headroom available to Faurecia to refinance the bridge-to-equity granted to finance the acquisition of HELLA along with the increase in financial flexibility gained through the above-mentioned elements (covenant renegotiation, upgraded asset divestment program and exceptional suspension of suspended dividend payment in 2022) give comfort to Faurecia in order to wait for adequate market conditions and launch the next steps in the refinancing process of the acquisition of HELLA.

The Group confirms its commitment to deleverage its financial structure, post the acquisition of HELLA, and reiterates that it will take all necessary actions to return as soon as possible to its deleveraging trajectory.

Medium-term 2025 perspectives for FORVIA will be presented at a Capital Markets Day to be held early November 2022.

Agenda

Purview of the Ordinary General Meeting

- **First resolution** – Approval of the parent company financial statements for the fiscal year ending December 31, 2021 – Approval of non-tax-deductible expenses and costs
- **Second resolution** – Approval of the consolidated financial statements for the fiscal year ending December 31, 2021
- **Third resolution** – Appropriation of income for the fiscal year
- **Fourth resolution** – Statutory Auditors' special report on related parties agreements – Agreements referred to in Article L. 225-38 of the French Code of commerce
- **Fifth resolution** – Ratification of the cooptation of Judith Curran as Board member
- **Sixth resolution** – Appointment of Jürgen Behrend as Board member
- **Seventh resolution** – Approval of the information referred to in I of Article L. 22-10-9 of the Code of commerce – Report on compensations
- **Eighth resolution** – Approval of the elements comprising the total compensation and all benefits of any kind paid during the fiscal year ended December 31, 2021 or granted in respect of the same fiscal year to Michel de Rosen, Chairman of the Board of Directors
- **Ninth resolution** – Approval of the elements comprising the total compensation and all benefits of any kind paid during the fiscal year ended December 31, 2021 or granted in respect of the same fiscal year to Patrick Koller, Chief Executive Officer
- **Tenth resolution** – Approval of the compensation policy for Board members
- **Eleventh resolution** – Approval of the compensation policy for the Chairman of the Board of Directors
- **Twelfth resolution** – Approval of the compensation policy for the Chief Executive Officer
- **Thirteenth 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

- **Fourteenth 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, with preferential subscription rights (suspension during tender offer periods)
- **Fifteenth 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, 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)
- **Sixteenth 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, without preferential subscription rights, through an offer exclusively targeting a restricted circle of investors acting for their own account or qualified investors (suspension during tender offer periods)
- **Seventeenth resolution** – Authorization to increase the amount of issues provided for in the fourteenth, fifteenth and sixteenth resolutions (suspension during tender offer periods)
- **Eighteenth 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 granted to the Company the Company (suspension during a public tender offer period)
- **Nineteenth 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 capitalization of reserves, profits, premiums or other amounts (suspension during tender offer periods)

Agenda

- **Twentieth 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-first 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-second resolution** – Delegation of authority to be granted to the Board of Directors for the purpose of carrying out share capital increases, with removal of preferential subscription rights in favor of a category of beneficiaries
- **Twenty-third resolution** – Authorization to be granted to the Board of Directors for the purpose of reducing the share capital through the cancellation of shares
- **Twenty-fourth resolution** – Bringing the bylaws into compliance – Amendment to Article 15 of the bylaws relating to the powers of the Board of Directors

Purview of the Ordinary General Meeting

- **Twenty-fifth resolution** – Powers for formalities

Explanatory notes and text of draft resolutions

1. Explanatory notes to the ordinary resolutions

1.1. Approval of the financial statements and appropriation of income

(FIRST TO THIRD RESOLUTIONS)

You 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, 2021, and the proposed appropriation of income for this fiscal year (third resolution).

The Company's parent company financial statements for the fiscal year ended December 31, 2021 show a profit of €212,551,343.51 (first resolution) and the consolidated financial statements for the same fiscal year show a loss (Group share) of €78.8 million (second resolution).

The current environment is uncertain and offers little visibility due to the continuing semiconductors shortage, coupled with the recent outbreak of war in Ukraine and the resumption of the pandemic in China. In this context, the Group has taken measures to reinforce its financial flexibility during this crisis and, in addition to these measures, the Board of Directors is proposing to the shareholders that, exceptionally, no dividend will be paid this year in respect of the 2021 fiscal year. The Board of Directors is convinced that this exceptional suspension will protect the interests of all Faurecia's stakeholders and allow the Group to return to profitable and sustainable growth as soon as possible once global automotive production volumes have recovered. You are therefore being asked to allocate the distributable profit to the "retained earnings" account (third resolution).

Finally, you 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., €183,952.87, which corresponds to the non deductible portion of the leases on passenger vehicles and the corresponding tax, which amounts to €52,426.57.

First resolution – Approval of the parent company financial statements for the fiscal year ending December 31, 2021 – 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 parent company financial statements for the fiscal year ending December 31, 2021 and the reports by the Board of Directors and by the Statutory Auditors, approves these financial statements for the fiscal year ending December 31, 2021, as presented, which show a profit of €212,551,343.51, 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 €183,952.87, for expenses and costs listed in 4 of Article 39 of the French General Tax Code, and the corresponding tax which amounted to €52,426.57.

Second resolution – Approval of the consolidated financial statements for the fiscal year ending December 31, 2021

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 ending December 31, 2021 and the reports by the Board of Directors and by the Statutory Auditors, approves the consolidated financial statements for the fiscal year ending December 31, 2021, as presented, which show a loss (Group share) of €78.8 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

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 ending December 31, 2021 as follows:

Result for the fiscal year	€212,551,343.51
Appropriation to the statutory reserve ⁽¹⁾	-€9,499,969.50
Balance	€203,051,374.01
Previous retained earnings	€1,635,964,797.30
Distributable income	€1,839,016,171.31
Distributed dividend	-
Retained earnings	€1,839,016,171.31

(1) The amount of the statutory reserve will thus be increased to €106,125,030.20 equal to 10% of the share capital as at April 20, 2022.

Consequently, the General Meeting decides to allocate the entire distributable income to retained earnings.

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

Fiscal year	Gross dividend per share (in €) ⁽¹⁾	Total (in €)
2018	1.25	€172,544,751.25 ⁽²⁾
2019	-	-
2020	1	€138,035,801 ⁽²⁾

(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 parties agreements

(FOURTH RESOLUTION)

In view of the Statutory Auditors' report on related parties agreements, you are asked to note the absence of any new related parties agreements as referred to in Article L. 225-38 of the French Code of commerce entered into during the fiscal year 2021.

Fourth resolution – Statutory Auditors' special report on related parties agreements – Agreements referred to in Article L. 225-38 of the French Code of commerce

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 Statutory Auditors' special report on related parties agreements, acknowledges the conclusions of this report which do not mention any new related parties agreement entered into the fiscal year ended on December 31, 2021.

1.3. Governance

(FIFTH AND SIXTH RESOLUTIONS)

1.3.1. Ratification of cooptation (fifth resolution)

Following the resignation, on July 23, 2021, of Linda Hasenfratz, the Board of Directors, on the recommendation of the Governance, Nominations and Sustainability Committee, decided, at its meeting of February 18, 2022, to coopt Judith Curran as a Board member to replace Linda Hasenfratz, with immediate effect. This cooptation is made for the remaining term of the corporate office of his predecessor, i.e. until the end of the Ordinary General Meeting called to approve the financial statements for the fiscal year ended on December 31, 2023. In accordance with applicable legal provisions, you are asked to ratify the cooptation of Judith Curran as Board member.

Judith Curran

Judith Curran, a US national, is currently Global Head of Automotive Strategy of ANSYS, a listed foreign company that develops and markets engineering simulation software for various industries. In particular, she is in charge of market planning and development of modeling work related to the latest automotive trends such as electrification, assisted driving and autonomous cars. She is an automotive industry expert and during her 30 years of experience at Ford, she has held several key positions including Director of Technology Strategy. Her long experience and expertise in the automotive industry strengthens the expertise of the Board of Directors in these areas as well as its diversity and independence.

She is considered independent within the meaning of the AFEP-MEDEF Code.

Judith Curran is expected to acquire 500 shares of the Company in accordance with the bylaws and the internal rules of the Board of Directors.

Fifth resolution – Ratification of the cooptation of Judith 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 ratify the cooptation of Judith Curran as a Board Member decided by the Meeting of the Board of Directors dated February 18, 2022 to replace Linda Hasenfratz.

This appointment is made for the remaining term of office of her predecessor, i.e. until the end of the Ordinary General Meeting held in 2024 to approve the financial statements for the past fiscal year.

1.3.2. Appointment of a Board member (sixth resolution)

In the context of the acquisition of control over the company HELLA GmbH & Co. KGaA "HELLA", Faurecia has made a commitment to represent the family pool Hueck and Roepke within the Company's Board of Directors. In accordance with the acquisition documents, the family pool Hueck and Roepke will be represented on the Board of Directors, demonstrating the family's strong commitment to the strategy and prospects of the new Combined Group. Faurecia's commitment to support the representation of the family pool Hueck and Roepke will continue as long as it holds at least 5% of the Company's capital.

In this context, the Governance, Nominations and Sustainability Committee and the Board of Directors examined the application of Jürgen Behrend, former Chief Executive Officer of HELLA, submitted by the family pool Hueck and Roepke. After reviewing this application, the Board of Directors, on the proposal of the Governance, Nominations and Sustainability Committee, decided, in its meeting on December 10, 2021, to propose to the General Meeting of June 1, 2022 the appointment of Jürgen Behrend as a non-independent Board member, for a period of four years. The presence of the largest shareholder in the Combined Group means that the Board of Directors counts among its members, in addition to Robert Peugeot, who represents the Peugeot family, the representative of a family whose industrial history, more specifically in the automotive industry, is recognised.

Information about Jürgen Behrend

Jürgen Behrend, a German national, is the former Chief Executive Officer of HELLA. With 40 years of experience in the automotive sector and in the governance of a listed company, Jürgen Behrend will bring valuable expertise and strengthen the Board of Directors' skills in these areas.

For more information on the careers, experience and skills of the Board members whose cooptation or appointment is proposed, please refer to Sections 3.1.2.2. "Board members' expertise, positions and corporate offices at the date of this 2021 Universal Registration Document" and 3.1.2.5. "Diversity policy within the Board of Directors" and the convocation brochure for the General Meeting.

Consequently, at the end of General Meeting of June 1, 2022 (if all draft resolutions are adopted), your Company's Board of Directors will be increased to 14 members, including two Board members representing employees. Excluding the Board members representing employees, the Board will include (i) 75% of independent Board members, illustrating the strong independence of the composition of the Board of Directors and (ii) 42% of women, which is higher than the applicable legal requirements.

Sixth resolution – Appointment of Jürgen Behrend 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 Jürgen Behrend as Board member for a period of four years.

The term of office of Jürgen Behrend as Board member will expire following the Ordinary General Meeting at the end of the Ordinary General Meeting held in 2026 to approve the financial statements for the past fiscal year.

1.4. Approval of the compensation for corporate officers

(SEVENTH RESOLUTION)

The shareholders are required, pursuant to Article L. 22-10-34-I of the French Code of commerce, to approve the information relating to the compensation of all corporate officers, 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 Code of commerce.

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 in relation to the Company's performance, or the implementation of the compensation policy.

This information appears in Chapter 3 "Corporate Governance", Sections 3.3.1 "Compensation of executive and non-executive corporate officers for the 2020 and 2021 fiscal years" and 3.3.2 "Board members' compensation in respect of the 2020 and 2021 fiscal years" of the 2021 Universal Registration Document as well as in Section 2 of the Corporate Governance and Remuneration of corporate officers section of the convocation brochure.

Seventh resolution – Approval of the information referred to in I of Article L. 22-10-9 of the French Code of commerce – Report on compensations

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 Code of commerce, approves, in application of Article L. 22-10-34, I of the French Code of

commerce, the information indicated in Article L. 22-10-9, I of the French Code of commerce as presented, as indicated in the 2021 Universal Registration Document, Chapter 3 "Corporate Governance", Sections 3.3.1 "Compensation of executive and non-executive corporate officers for the 2020 and 2021 fiscal years" and 3.3.2 "Board members' compensation for the 2020 and 2021 fiscal years".

1.5. 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)

(EIGHTH AND NINTH RESOLUTIONS)

In accordance with the provisions of Article L. 22-10-34-II of the French Code of commerce, you 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 (eighth resolution) and to the Chief Executive Officer (ninth resolution).

Ex-post vote on the compensation of the Chairman of the Board of Directors (eighth resolution)

The elements of compensation awarded or paid in 2021 to Michel de Rosen comply with the 2021 compensation policy for the Chairman of the Board of Directors, approved by 99.98% of the votes cast at the General Meeting of May 31, 2021, under the fourteenth 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 payable to 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 2021 period or granted for the same period" of the 2021 Universal Registration Document.

Ex-post vote on the compensation of the Chief Executive Officer (ninth resolution)

The elements of compensation awarded or paid in 2021 to Patrick Koller comply with the 2021 compensation policy for the Chief Executive Officer, which was approved by 77.05% of the votes cast at the General Meeting of May 31, 2021, under the fifteenth resolution, as implemented by the Board of Directors.

The 2021 fiscal year was affected by an economic context that remained highly tense in the automotive sector and more particularly for equipment manufacturers due to the semiconductors' shortage. This situation has deeply impacted volumes, with global automotive production in 2021 close to the historically low level of 2020, and the semiconductors' shortage has led to a disorganization of the entire production chain. The evolution of the compensation of the Chief Executive Officer in 2021, a significant portion of which is based on the Group's performance, reflects the gravity of these difficulties for the second year in a row.

Despite these circumstances, the Board of Directors again did not make any deviations or amendments to the compensation policy of the Chief Executive Officer for 2021.

The Chief Executive Officer's compensation in 2021 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 compensation paid to the Chief Executive Officer during the 2021 period or awarded for the same period" of the 2021 Universal Registration Document. The summary table is also provided in Section 2 of the Corporate Governance and Remuneration of corporate officers section of the convocation brochure.

Eighth resolution – Approval of the elements comprising the total compensation and all benefits of any kind paid during the fiscal year ended December 31, 2021 or granted in respect of same the 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 Code of commerce, approves, in application of Article L. 22-10-34, II of the French Code of commerce, the fixed, variable and exceptional elements comprising the total compensation and all benefits paid during the fiscal year ended December 31, 2021 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 2021 Universal Registration Document, Chapter 3 "Corporate Governance", Sections 3.3.1.1 "Compensation payable to 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 2021 period or granted for the same period".

Ninth resolution – Approval of the elements comprising the total compensation and all benefits of any kind paid during the fiscal year ended December 31, 2021 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 Code of commerce, approves, in application of Article L. 22-10-34, II of the French Code of commerce, the fixed, variable and exceptional elements comprising the total compensation and all benefits paid during the fiscal year ended December 31, 2021 or granted in respect of the same fiscal year to Patrick Koller, Chief Executive Officer, as presented, as they are listed in the 2021 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 2021 period or awarded for the same period".

1.6. Approval of the compensation policy for corporate officers

(TENTH TO TWELFTH RESOLUTIONS)

In accordance with the provisions of Article L. 22-10-8-II of the French Code of commerce, you are asked to approve the compensation policies applicable to the Chairman of the Board of Directors (eleventh resolution), the Chief Executive Officer (twelfth resolution) and the Board members (tenth 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" of the 2021 Universal Registration Document.

In particular, please note that:

- the compensation policies for the Chairman of the Board of Directors and Board members remain stable compared to 2021;

- the compensation policy for the Chief Executive Officer is in line with the previous compensation policy approved in 2021 while ensuring that some adjustments are made following the transactions carried out in 2021 and in particular the transformative acquisition of HELLA. In this respect, the main changes made to the compensation policy for 2022 relate to the fixed annual compensation to reflect the new dimension of the Group, as well as the structure of the annual variable compensation to take into account the Group's new strategic priorities, particularly with regard to environment and debt reduction, as set out in Section 3.3.4.1.3 "Compensation policy for the Chief Executive Officer" of the 2021 Universal Registration Document as well as in the summary table provided in Section 2 of the Corporate Governance and Remuneration of corporate officers section of the convocation brochure.

Tenth 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 Code of commerce describing the components of the compensation policy for Board members for the 2022 fiscal year, approves, in application of Article L. 22-10-8, II of the French Code of commerce, the compensation policy for Board members as presented in the 2021 Universal Registration Document, Chapter 3 "Corporate Governance", Section 3.3.4.1 "Compensation policy for corporate officers".

Eleventh 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 Code of commerce describing the components of the compensation policy for the Chairman

of the Board of Directors for the 2022 fiscal year, approves, in application of Article L. 22-10-8, II of the French Code of commerce, the compensation policy for the Chairman of the Board of Directors as presented in the 2021 Universal Registration Document, Chapter 3 "Corporate Governance", Section 3.3.4.1 "Compensation policy for corporate officers".

Twelfth 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 Code of commerce describing the components of the compensation policy for the Chief Executive Officer for the 2022 fiscal year, approves, in application of Article L. 22-10-8, II of the French Code of commerce, the compensation policy for the Chief Executive Officer as presented in the 2021 Universal Registration Document, Chapter 3 "Corporate Governance", Section 3.3.4.1 "Compensation policy for corporate officers".

1.7. Share buy-back program

(THIRTEENTH RESOLUTION)

You are asked to renew the authorization granted by the General Meeting of May 31, 2021 under its sixteenth resolution to the Board of Directors for the purpose of transacting in the Company's shares under the conditions described below.

Share buybacks in your Company would be carried out 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 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 Faurecia shares, through an investment service provider under a liquidity contract in accordance with the practices permitted by the *Autorité des Marchés Financiers*.

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 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 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 may never exceed 10% of the total number of shares comprising the capital stock (i.e., 15,160,718 shares as of February 7, 2022);
- the maximum purchase price would be €110 per share (excluding acquisition costs) – price unchanged compared to the previous resolution;
- the theoretical maximum purchase amount of the program (excluding acquisition costs) would be €1,667,679,046.

These transactions may be carried out during the periods that the Board of Directors deems appropriate. However, during a public offer period, buybacks may only be carried out provided that 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).

The authorization would be granted for a period of 18 months and end the authorization granted by the General Meeting of May 31, 2021, under the sixteenth resolution.

Thirteenth 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 Code of commerce, 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,
 - 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,
 - f) support the secondary market or the liquidity of Faurecia shares, through an investment service provider under a liquidity contract in accordance with the accepted market practice approved by the *Autorité des Marchés Financiers*;
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 at any time exceed 10% of the total number of shares comprising the capital stock (or for information purposes 15,160,718 shares at February 7, 2022), it being specified that (i) this cap applies to an amount of the Company's capital stock that may, if applicable, be adjusted to take into account the transactions affecting the capital stock 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 capital stock. 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 capital stock;
 6. resolves to set the maximum purchase price at €110 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 capital stock, 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 capital stock at February 7, 2022 comprising 151,607,186 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 €1,667,679,046;
 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 31, 2021 under its sixteenth resolution.

2. Explanatory Notes to the extraordinary resolutions

2.1. Financial authorizations and delegations

(FOURTEENTH TO NINETEENTH RESOLUTIONS)

As in 2020 and 2021, you are being asked to renew the financial authorizations and delegations of authority that were granted to the Board of Directors by the General Meeting. These authorizations and delegations of authority, whether with or without preferential subscription rights, will enable your Company to enact financial transactions based on market conditions and quickly gather the resources needed to implement the Group's growth and consolidation strategy.

The capital increase carried out in January 2022 as consideration for the contribution of HELLA's shares from the Family Hueck et Roepke has partially consumed the overall ceiling for issues (with or without preferential subscription rights) and fully consumed the ceiling for issues without preferential subscription rights. The Board of Directors therefore proposes to your General Meeting to renew the delegations relating to capital increases with and without preferential subscription rights for shareholders, which were approved by the Combined General Meeting of May 31, 2021.

It is thus proposed that the structure of financial authorizations and delegations remains unchanged, but that only the ceiling with respect to the delegation of authority to increase the share capital with preferential subscription rights be increased with a ceiling of 40% of the Company's share capital (which represents, for information purposes, a nominal amount of approximately €424 million on the basis of the share capital as at February 7, 2022) in order to provide the Group with greater flexibility (in line with the recommendations of the voting agencies for this type of issue with shareholders' preferential subscription rights, and consistent with the practice of listed issuers of a size comparable to that of Faurecia. The ceiling for issues without preferential subscription rights would remain unchanged at 10% of the Company's capital.

2.1.1. Delegation of authority to increase the capital stock with preferential subscription right (fourteenth resolution)

The transaction 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.

In accordance with the Law, the 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 (representing approximately a nominal amount of €424 million on the basis of the share capital as of February 7, 2022). This is a total ceiling for all capital increases (issuances under the fourteenth, fifteenth, sixteenth and eighteenth 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 fourteenth, fifteenth, sixteenth and eighteenth resolutions), excluding issuances reserved for employees shareholding plans.

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

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 31, 2021, under its seventeenth resolution.

Fourteenth 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, with preferential subscription rights (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 Code of commerce, 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 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 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 Code of commerce 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 capital stock (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 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 40% of the share capital as of the date of this General Meeting it being stipulated that (i) this ceiling constitutes the total maximum nominal value of the issues carried out pursuant to the fourteenth, fifteenth, sixteenth and eighteenth resolutions submitted to this General Meeting (or all resolutions that may be 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 capital stock 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 fourteenth, fifteenth, sixteenth and eighteenth 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 Code of commerce;
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 Code of commerce;
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 31, 2021 under its seventeenth 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 (fifteenth resolution), and (ii) private placements (sixteenth resolution)

Transactions carried out pursuant to these resolutions would be open to the public and/or through private placement with removal of 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 (fifteenth resolution), or (ii) by way of offerings solely for a limited group of investors acting on their own behalf or for qualified investors (sixteenth resolution). Please note that if the subscriptions would not absorb all of an issuance, the Board of Directors may use, in the order it would determine, the faculties offered by the Law.

Please also note that the delegation of authority that allows for the issue of securities by way of a public offering (fifteenth resolution) may also be used for the purpose of paying compensation for contributions of securities as part of a public exchange offer in accordance with Article L. 22-10-54 of the French Code of commerce.

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 approximately a nominal amount of €106 million on the basis of the share capital as at February 7, 2022). This is a total ceiling shared by the fifteenth, sixteenth and eighteenth resolutions (contributions in kind), it being specified that this amount is deducted from the total ceiling of 40% of the Company's capital;
- debt ceiling: €1 billion for each of the fifteenth and sixteenth resolutions, it being understood that this amount is deducted from the total ceiling of €1 billion.

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

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 31, 2021, under the eighteenth and nineteenth resolutions.

Fifteenth 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, 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 Code of commerce, notably its Articles L. 225-129-2, L. 225-135, 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 Code of commerce 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 capital stock (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 Code of commerce;

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 sixteenth 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 fifteenth, sixteenth and eighteenth 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 capital stock 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 fourteenth 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 Code of commerce;

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 shareholder 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 Code of commerce 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 31, 2021 under its eighteenth resolution.

Sixteenth 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, without preferential subscription 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 Code of commerce, 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 Code of commerce 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 capital stock (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 fifteenth 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 capital stock 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 fourteenth 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 Code of commerce;
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 Code of commerce 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 31, 2021 under its nineteenth resolution.

2.1.3. Authorization for the purpose of increasing the amount of the initial issues provided for by the fourteenth, fifteenth and sixteenth resolutions (seventeenth 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 (fourteenth resolution), (ii) with removal of preferential subscription rights by way of public offerings (fifteenth 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 (sixteenth resolution).

The subscription price of shares or securities issued would be the same as the initial issue price decided pursuant to the fourteenth, fifteenth and sixteenth 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 filed by a third party, until the end of such offer.

This authorization, which would be granted for a period of 26 months, would invalidate the authorization granted by the General Meeting of May 31, 2021, under the twentieth resolution.

Seventeenth resolution – *Authorization to increase the amount of issues provided for in the fourteenth, fifteenth and sixteenth resolutions (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 Article L. 225-135-1 of the French Code of commerce:

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 fourteenth, fifteenth and sixteenth 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 31, 2021 under its twentieth 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 (eighteenth resolution)

The 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 executed 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 of shares and securities giving access to the share capital of the Company.

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

- capital ceiling (in nominal): 10% of the Company's capital (representing approximately a nominal amount of €106 million on the basis of the share capital as at February 7, 2022). This is a total ceiling shared by this resolution and the two resolutions without preferential subscription rights (fifteenth and sixteenth resolutions), it being specified that this amount will be deducted from the total ceiling of 40% of the Company's capital;
- debt ceiling: €1 billion, it being understood that this amount is deducted from the total ceiling of €1 billion.

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

This delegation, which would be granted for a period of 26 months, would invalidate the delegation granted by the General Meeting of May 31, 2021, under the twenty-first resolution.

Eighteenth 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 granted to the Company the Company (suspension during a public tender 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 the French Code of commerce, 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 Code of commerce 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 capital stock, when the provisions of Article L. 22-10-54 of the French Code of commerce 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 capital stock 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 fourteenth 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 Code of commerce;

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 Code of commerce,
 - 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 31, 2021 under its twenty-first resolution.

2.1.5. Delegation for the purpose of increasing the share capital by capitalization of reserves, profits, premiums or other amounts (nineteenth 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 and that this ceiling is set without taking into account the adjustments required to preserve, in accordance with Law and, where applicable, with contractual provisions, the rights of holders of rights or securities giving access to the Company's capital.

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

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 capitalisation would be permitted on the date of the General Meeting) the delegation of authority granted by the General Meeting of May 31, 2021 under its seventeenth resolution.

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

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 Code of commerce:

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 31, 2021 under its seventeenth resolution.

2.2. Employee and corporate officer share ownership: authorization to grant performance shares, entailing waiver by shareholders of their preferential subscription right

(TWENTIETH RESOLUTION)

The purpose of this authorization is to enable your 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 Code of commerce. Shares granted under this resolution may be existing or future shares.

Use of the available balance of the authorization of June 26, 2020 in respect of the single ESPI Plan

The General Meeting of June 26, 2020, under its twenty-third resolution, authorized your Board of Directors to grant a maximum of 2,000,000 performance shares, the total number of shares awarded to corporate officers not exceeding 10% of this amount. The Board of Directors used this authorization in fiscal year 2021 for the granting of performance shares under the single long-term variable compensation scheme intended to support the retention of the Management team (Executive Super Performance Initiative): based on the decision of July 23, 2021, it granted a maximum of 615,370 shares, including a maximum of 71,941 shares to the Chief Executive Officer.

Use of the of the authorization of May 31, 2021

The General Meeting of May 31, 2021, under its twenty-second resolution, authorized the Board of Directors to grant a maximum of 2,000,000 performance shares, the total number of shares awarded to corporate officers not exceeding 10% of this amount. The Board of Directors used this authorization in fiscal year 2021: based on the decision of October 25, 2021, it granted a maximum of 1,389,000 performance shares, of which a maximum of 96,150 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 73,960.

Number of performance share plans

Generally speaking, and not including two plans which were both granted in 2021, a performance share plan has been granted by your Board of Directors every year. To date, 14 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 vested by their beneficiaries:

- for plan No. 1, in June 2012 (for French tax residents) and June 2014 (for foreign 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% (107.5% for the internal condition linked to net income (loss) after tax and 130% for the external condition linked to the weighted growth of earnings per share, which is, for information, the maximum achievable). The shares were delivered to their beneficiaries in July 2019;
- plan No. 8: overall rate of achievement of 108% (93% for the internal condition linked to net income (loss) after tax and 130% for the external condition linked to the weighted growth of earnings per share, which is, for information, the maximum achievable). The shares were delivered to their beneficiaries in July 2020;
- plan No. 9: overall rate of achievement of 89% (62% for the internal condition linked to net income (loss) after tax and 130% for the external condition linked to the weighted growth of the earnings per share, which constitutes, for information, the maximum achievable). The shares were delivered to their beneficiaries in July 2021;
- plan No. 11: overall rate of achievement of 11.5% (0% for the internal condition linked to net income (loss) after tax, 115% for the internal condition linked to gender diversity within the Group's "Managers and Professionals" category (executive population) and 0% for the external condition linked to the weighted growth of the earnings per share). The shares will be delivered to their beneficiaries in July 2023.

However, as the performance conditions for plans No. 2, No. 3 and No. 4 were not fulfilled, no shares were vested to the beneficiaries in respect of these plans. The same applies to plan No. 10, granted in 2018 with an assessment of the performance at December 31, 2020, where none of the conditions were achieved given the impact of Covid-19 on the industry, and more particularly on the automotive sector and the Group. Consequently, at the end of the vesting period of plan No. 10, no performance shares will be vested and delivered to the beneficiaries under this plan.

The rate of achievement of the performance conditions of plans No. 12, ESPI and No. 13, respectively granted in 2020 and in 2021, are not yet known.

Detailed information on the performance share plans expired or in force during the fiscal year 2021 is shown in the 2021 Universal Registration Document in Section 5.2.2 "Potential capital stock" ⁽¹⁾.

New authorization

Under the terms of the new authorization which is submitted to your vote, the total number of free shares thus granted may not exceed, 1.98% of the share capital, i.e. 3,000,000 shares ⁽²⁾. It is specified, as necessary, that the rights to shares that would lapse due to non-compliance with the conditions pursuant to the performance share plan in question may be regranted, provided that the number of shares vested does not exceed the aforementioned ceiling of 3,000,000 shares. This ceiling has been slightly increased to take into account Faurecia's current share price and the potential need to integrate beneficiaries from HELLA.

The total number of shares that may be granted for free to executive and non-executive corporate officers may not exceed 10% of the aforementioned amount.

(1) Plans No. 1 to No. 8, which have expired, have not been included in the 2021 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.

(2) 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.

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

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 net income before or after tax before taking into account any exceptional events. This internal condition is assessed by comparing the net income (loss) of the third fiscal year after the grant date of the performance shares to that forecast for the same fiscal year in the strategic plan reviewed and approved by the Board of Directors;
- an internal condition related to 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 to the target percentage set by the Board of Directors;
- an external condition related to the growth of your Company's net earnings per share assessed between the last fiscal year before the grant date of the shares and the third fiscal year ended after the grant date of the 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 here above:

- a minimum, a target and a maximum quantitative objective are set. The method for calculating the difference between these different target thresholds is communicated 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 qualitative nature.

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

This authorization, which would be granted for a period of 26 months, would supersede the authorization granted by the General Meeting of May 31, 2021 pursuant to its twenty-second resolution.

Twentieth 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 Code of commerce:

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 Code of commerce and/or (ii) corporate officers that meet the conditions set by Article L. 225-197-1 of the French Code of commerce. 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 1.98% of the share capital, i.e. 3,000,000 (three million) shares. 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 31, 2021 under its twenty-second resolution.

2.3. Employee shareholding: delegations of authority to issue shares and/or securities giving access to the share capital/increasing 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 a category of beneficiaries

(TWENTY-FIRST AND TWENTY-SECOND RESOLUTIONS)

Implementation in 2021 of the first employee shareholding plan (Faur'ESO)

In 2021 the Company has launched its first employee shareholding operation. As a reminder, the Company wished 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 bond with employees by involving them closely in the Group's development and performance. This first transaction involved a maximum of 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.

This transaction, which has been completed through a capital increase, implementing the twenty-fourth resolution of the General Meeting of June 26, 2020 on capital increases reserved for employees. It should be noted, as necessary, that in order to neutralize the dilutive effect of Faur'ESO, the share buyback program authorized by the Board of Directors has been used, and the shares bought back have been canceled.

As at December 31, 2021, the employee shareholding of the Company represented 3,765,155 shares, i.e. 2.73% of the share capital.

Given the structure of the Faur'ESO offer, the resolution of the General Meeting of June 26, 2020 which has been used as part of this employee shareholding plan has not allowed the offer to be rolled out in all countries under identical conditions. Hence, in order to offer similar economic profiles to the beneficiaries concerned, the shareholders have been asked to grant the Board of Directors a delegation of authority to increase the share capital, without preferential subscription rights, to a category of beneficiaries (twenty-fourth resolution of the General Meeting of May 31, 2021).

Delegation of authority to increase the share capital, with removal of preferential subscription rights in favor of a category of beneficiaries (twenty-second resolution)

You are being asked to renew the delegation of authority granted by the General Meeting of May 31, 2021 under its twenty-fourth resolution to the Board of Directors for the purpose of increase the share capital, with removal of preferential subscription rights in favor of a category of beneficiaries category of beneficiaries under the conditions described below:

The maximum nominal amount of the capital increases completed under this resolution would be 0.6%, it being specified that this amount would be deducted from the ceiling provided for in the twenty-first resolution submitted to the General Meeting of June 1, 2022, i.e. 2% of the capital (or any resolution that may be substituted for it 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 concurrent transaction completed under the twenty-first resolution submitted to the General Meeting of June 1, 2022, (or any resolution that may subsequently be substituted for it).

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

This delegation, which would be granted for a period of 18 months, would invalidate the authorization granted by the General Meeting of May 31, 2021, under its twenty-fourth resolution.

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-first resolution)

In addition, insofar as a capital increase reserved for employees should be proposed to the shareholders each time a delegation to increase the share capital is requested from the shareholders, 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 the 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 greater than or equal to 10 years) 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 the delegation is set at 2% of the of the 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-first and twenty-second resolutions and to this ceiling shall be added, where applicable, the nominal amount of capital increase necessary to preserve the rights of holders of rights or securities giving access to the Company's capital.

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

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

This delegation, which would be granted for a period of 26 months, would invalidate the authorization granted by the General Meeting of May 31, 2021, under its twenty-third resolution.

Twenty-first 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 Code of commerce, 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 capital stock 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 Code of commerce 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 capital stock 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-first and twenty-second 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 capital stock 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; Free translation for information purposes;
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 capital stock, 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 31, 2021 under its twenty-third resolution.

Twenty-second resolution – *Delegation of authority to be granted to the Board of Directors for the purpose of carrying out share capital increases, with removal of preferential subscription rights in favor of a category 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 Code of commerce:

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 other equity securities granting access to the Company's share capital reserved for the class 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 capital stock at the date of this General Meeting, this amount being counted toward the cap provided for in the twenty-first resolution (or any resolution that may be substituted for it at a later date);
3. resolves to remove the preferential subscription rights for shareholders 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 category of beneficiaries that meet the following criteria:
 - a) employees and corporate officers of foreign companies belonging to the Faurecia group related to the Company under the conditions set out in Article L. 225-180 of the French Code of commerce 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 Faurecia 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-first 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 31, 2021 under its twenty-fourth resolution.

2.4. Cancellation of treasury shares

(TWENTY-THIRD 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 your Company holds or may acquire as part of authorized share buy-back programs up to a maximum limit of 10% of the capital stock. It is stipulated that the difference between the carrying amount 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 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 31, 2021, under its twenty-fifth resolution.

Twenty-third resolution – *Authorization to be granted to the Board of Directors for the purpose of reducing the capital stock 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 Code of commerce:

1. authorizes the Board of Directors to reduce the capital stock, 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 capital stock (i.e. for information at February 7, 2022, 15,160,718 shares), at any time and by twenty-four month periods, it being reminded that this limit applies to an amount of the Company's capital stock that shall, if applicable, be adjusted to take into account the operations affecting the capital stock 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 31, 2021 under its twenty-fifth resolution.

2.5. Amendment of Article 15 of the bylaws relating the powers of the Board of Directors

(TWENTY-FOURTH RESOLUTION)

It is proposed to the shareholders to bring the bylaws into conformity with the applicable legal provisions and to amend accordingly, as provided in the table below, paragraph 4 of Article 15 of the bylaws relating to the powers of the Board of Directors, in order to take into account the relaxation under Act No. 2019-744 of July 19, 2019 of the conditions for the granting of guarantees, endorsements and sureties by a parent company to one of its controlled subsidiaries, with the remainder of the Article remaining unchanged:

Twenty-fourth resolution – *Bringing the bylaws into compliance – Amendment to Article 15 of the bylaws relating to the powers of the Board of Directors*

The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, after having read the report of the Board of Directors, resolves to amend as indicated in the table below paragraph 4 of Article 15 of the bylaws relating to the powers of the Board of Directors, with the remainder of the Article remaining unchanged:

Old draft	New draft
<p>Article 15 Powers of the Board</p> <p>(...)</p> <p><u>"The Board of Directors may, within the limit of a total amount that it determines, authorize the CEO to issue guarantees, endorsements or sureties on behalf of the Company."</u></p>	<p>Article 15 Powers of the Board</p> <p>(...)</p> <p><u>"The Board of Directors authorizes the issuance of guarantees, endorsements or sureties by the Company, under the conditions set forth by applicable laws."</u></p>

It is stipulated, as required, that the underlining and highlighting in the text of the table above has the sole purpose of facilitating the identification of amendments and does not come from the old draft of the bylaws and/or will not be entered into the new draft of the bylaws.

3. Explanatory notes to the ordinary resolutions

3.1. Powers

(TWENTY-FIFTH RESOLUTION)

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

Twenty-fifth 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.

4. Information relating to ongoing business since the beginning of fiscal year 2022

Information relating to the 2021 fiscal year, to the events that have occurred since the beginning of the fiscal year 2022 and to the Group's outlook are available in the 2021 Universal Registration Document of the Company accessible on the Company's website (www.faurecia.com) and the *Autorité des Marchés Financiers*' website (www.amf-france.org).

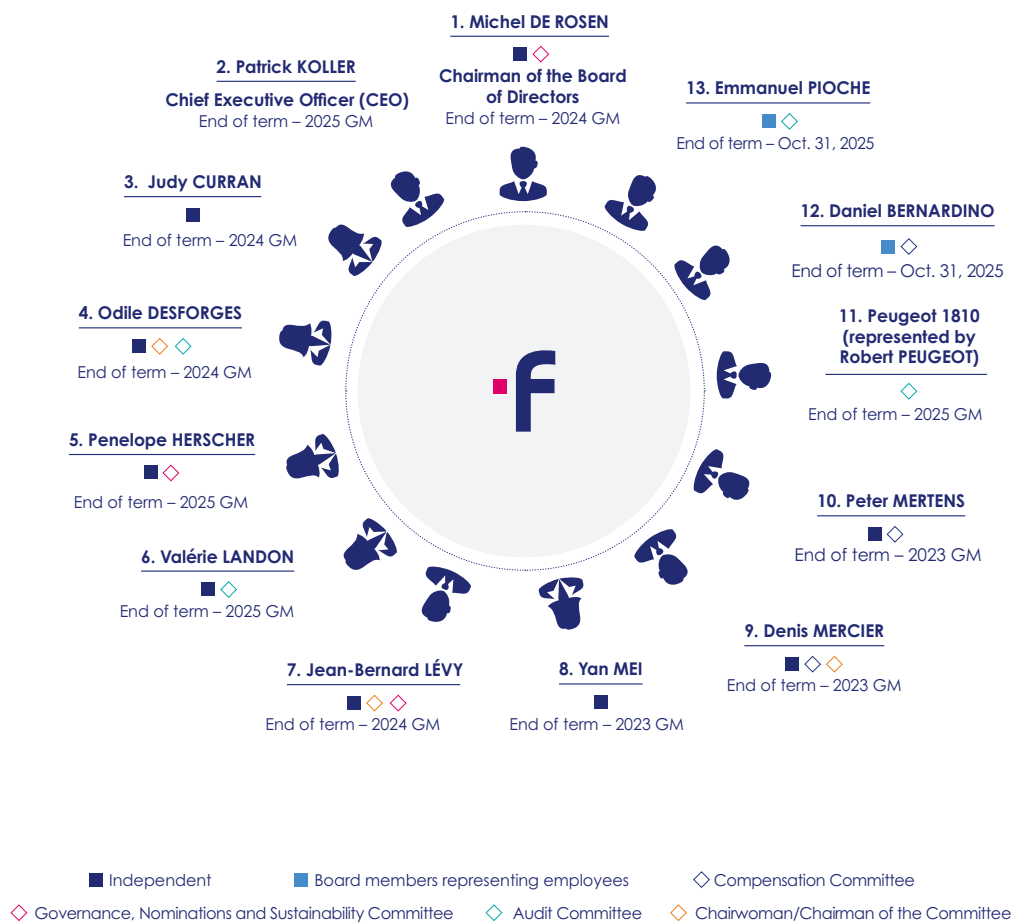
The press release relating to the first quarter of 2022 sales, available on the Company's website (www.faurecia.com), completes this information.

Governance and compensation

1. Governance

Summary presentation of the Board of Directors and key figures

The diagram below sets out briefly the composition of the Board of Directors and of the (permanent) committees as of April 6, 2022:
















The table below presents the key figures of the Board of Directors as of the date of the Registration Document (April 6, 2022):

13 Board members	82% Independent Board members ⁽¹⁾⁽³⁾	45% Female Board members ⁽¹⁾⁽³⁾
2 Board members representing employees	6 Nationalities	3 years and 5 months ⁽⁴⁾ Average term of office
63 years Average age	13 MEETINGS OF THE BOARD OF DIRECTORS ⁽²⁾	96% Attendance rate at Board meetings ⁽²⁾⁽³⁾
22 Committee meetings (including 6 meetings of the Ad Hoc Committee) ⁽²⁾	97% Attendance rate at Committee meetings ⁽²⁾⁽³⁾	

(1) Excluding Board members representing employees.
 (2) Figures as of December 31, 2021.
 (3) Rounded up to the nearest integer.
 (4) Including Judy Curran coopted as Board member by the Board on 18 February 2022.

Governance and compensation

The table below sets out and completes the information mentioned in the above graph and in the key figures regarding the composition of the Board of Directors and the (permanent) specialized committees as of April 6, 2022:

	Age	Gender	Nationality	Number of shares	Number of corporate offices in listed companies (excluding Faurecia)	Independence	Date of first appointment	End of term	Length of time on Board	Committees
1. EXECUTIVE CORPORATE OFFICER										
Michel de ROSEN Chairman of the Board of Directors	71 years	M		5,944	2	Yes	GM of May 27, 2016	GM in 2024	5 years and 10 months	Member of the Governance, Nominations and Sustainability Committee
Patrick KOLLER Chief Executive Officer and Board member	63 years	M		114,913	2	No	GM of May 30, 2017	GM in 2025	4 years and 10 months	-
2. BOARD MEMBERS APPOINTED BY GENERAL MEETING										
Judy CURRAN	60 years	F		-	1	Yes	BoD meeting of February 18, 2022	GM in 2024	2 months	-
Odile DESFORGES	72 years	F		500	1	Yes	GM of May 27, 2016	GM in 2024	5 years and 10 months	Chairwoman of the Audit Committee
Penelope HERSCHER	61 years	F		500	2	Yes	GM of May 30, 2017	GM in 2025	4 years and 10 months	Member of the Governance, Nominations and Sustainability Committee
Valérie LANDON	59 years	F		500	0	Yes	BD Meeting of October 12, 2017	GM in 2025	4 years and 6 months	Member of the Audit Committee
Jean-Bernard LÉVY	66 years	M		500	2 ⁽¹⁾	Yes	BD Meeting of February 19, 2021	GM in 2024	1 year and 2 months	Chairman of the Governance, Nominations and Sustainability Committee
Yan MEI	66 years	F		500	0	Yes	GM of May 28, 2019	GM in 2023	2 years and 10 months	-
Denis MERCIER	62 years	M		890	0	Yes	GM of May 28, 2019	GM in 2023	2 years and 10 months	Chairman of the Compensation Committee
Peter MERTENS	60 years	M		1,000	1	Yes	GM of May 28, 2019 (effective as from November 1, 2019)	GM in 2023	2 years and 5 months	Member of the Compensation Committee
PEUGEOT 1810 with Robert PEUGEOT as permanent representative	71 years	M		4,700,380 ⁽²⁾	4 ⁽⁴⁾	No	GM of May 29, 2007	GM in 2025	10 months	Member of the Audit Committee
3. BOARD MEMBERS REPRESENTING EMPLOYEES										
Daniel BERNARDINO	51 years	M		- ⁽⁶⁾	0	- ⁽⁵⁾	November 1, 2017	October 31, 2021	4 years and 5 months	Member of the Compensation Committee
Emmanuel PIOCHE	56 years	M		- ⁽⁷⁾	0	- ⁽⁵⁾	November 1, 2017	October 31, 2021	4 years and 5 months	Member of the Audit Committee

(1) This figure includes a Board member position at Edison, a listed foreign subsidiary of the EDF Group, of which Jean-Bernard LÉVY is Chairman of the Board and Chief Executive Officer.

(2) Robert PEUGEOT also holds 520 individual shares.

(3) Robert PEUGEOT has been an individual director 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. His seniority within the Board of Directors (as an individual director and permanent representative of PEUGEOT 1810) is 14 years and seven months.

(4) Corporate office held by the permanent representative.

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

(6) Daniel BERNARDINO participated in an employee shareholding plan carried out in 2021 and holds as such FCPE shares invested in Faurecia shares.

(7) Emmanuel PIOCHE participated in an employee shareholding plan carried out in 2021 and holds as such FCPE shares invested in Faurecia shares.

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

Skills

Daniel BERNARDINO	f	🏭		🚗	🌐		☀️			
Judy CURRAN	f	🏭	🌐	🚗	👤	🌐	🧠	☀️	⚙️	⚡
Odile DESFORGES	f	🏭	🌐	🚗	👤		🏦	☀️	⚙️	
Penelope HERSCHER		🏭	🌐		👤	🌐	🧠	☀️	♻️	⚙️
Patrick KOLLER	f	🏭	🌐	🚗	👤	🌐		☀️	♻️	⚙️
Valérie LANDON			🌐			🌐	🏦		⚙️	
Jean-Bernard LÉVY		🏭	🌐		👤		🏦	☀️	♻️	⚙️
Yan MEI			🌐	👤	🌐			☀️	⚙️	
Denis MERCIER		🏭	🌐				🧠	☀️	♻️	⚙️
Peter MERTENS	f	🏭	🌐	🚗	👤	🌐	🧠	☀️	⚙️	⚡
Robert PEUGEOT ⁽¹⁾	f	🏭	🌐	🚗	👤		🏦	☀️	⚙️	⚡
Emmanuel PIOCHE	f	🏭		🚗				☀️		
Michel de ROSEN		🏭	🌐		👤	🌐	🏦	☀️	⚙️	

(1) 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.

- f** Experience in Faurecia'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 2021 period⁽¹⁾

The table below indicates, for each Board member, attendance during the 2021 period at meetings of the Board of Directors and of any Specialized Committees of which they are a member.

	Attendance at Board meetings ⁽¹⁾	Attendance at meetings of the Audit Committee	Attendance at meetings of the Governance and Nominations Committee ⁽²⁾	Attendance at meetings of the Compensation Committee	Attendance at the ad hoc Committee
Michel de ROSEN	100%	n/a	100%	n/a	100%
Daniel BERNARDINO	100%	n/a	n/a	100%	n/a
Odile DESFORGES	100%	100%	n/a	n/a	100%
Linda HASENFRATZ ⁽¹⁾	86% ⁽⁴⁾	n/a	n/a	100%	67% ⁽⁴⁾
Penelope HERSCHER	92%	n/a	100%	n/a	n/a
Patrick KOLLER	100%	n/a	n/a	n/a	n/a
Valérie LANDON	100%	100%	n/a	n/a	n/a
Jean-Bernard LÉVY	92%	n/a	100%	n/a	100%
Yan MEI	92%	n/a	n/a	n/a	n/a
Denis MERCIER ⁽²⁾	100%	n/a	100%	100%	n/a
Peter MERTENS	92%	n/a	n/a	100%	n/a
PEUGEOT 1810 / Robert PEUGEOT ⁽³⁾	100%	75%	n/a	100%	100%
Emmanuel PIOCHE	100%	100%	n/a	n/a	n/a
TOTAL	96%⁽⁴⁾	94%⁽⁴⁾	100%	100%	94%⁽⁴⁾

n/a: not applicable.

(1) Meetings occurring after the effective date of the resignation of Linda HASENFRATZ on July 22, 2021 are not taken into account for the calculation of her attendance.

(2) Denis MERCIER was a member of the Governance, Nominations and Sustainability Committee until July 24, 2021 and then Chairman of the Compensation Committee since that date. Attendance is calculated based on the number of meetings held while he was a member of the Committee in question.

(3) Robert PEUGEOT was a Board member until May 31, 2021. Since then, he has been the permanent representative of PEUGEOT 1810, appointed as a Board member by the General Meeting of May 31, 2021. For the purposes of the attendance calculations as presented in this table, Robert PEUGEOT and PEUGEOT 1810 are treated as a single Board member. In addition, Robert PEUGEOT was a member of the Compensation Committee until April 16, 2021 and then a member of the Audit Committee since that date and a permanent representative of PEUGEOT 1810, member of the Audit Committee, since May 31, 2021. Attendance is calculated based on the number of meetings held while he was a member of the Committee in question.

(4) Percentage rounded to the nearest integer.

(1) Extract from the 2021 Universal Registration Document of the Company, Section 3.1.3.2 "Number of meetings of the Board of Directors and of Specialized Committees and attendance rate".

Ratification of cooptation and appointment

Information on Board members

Judy CURRAN



Date of birth: May 17, 1961

Nationality:

Number of Faurecia shares: -

Skills:



Independent Board member

Date of first appointment: February 18, 2022

Date of expiry of term of office: GM in 2024

Judy Curran is responsible for the Automotive 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 notably 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 Masters of Science, Electrical Engineering from the University of Michigan (USA).

Main position held outside of Faurecia

- Head of Automotive Strategy of ANSYS (foreign listed company).

Other positions and corporate offices in 2020 outside of Faurecia

French listed companies

No such corporate office.

French unlisted companies

No such corporate office.

Foreign listed companies

- Independent Board Director at MicroVision.

Foreign unlisted companies

- Board of Directors of SAE International; Chair SAE Global Leadership Conference;
- Board of Advisors; College of Engineering, Lawrence Technological University.

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

- Director of Technology Strategy, Ford Motor Company, from 2014 to 2018;
- Board of Directors, Executive Committee, Inforum AutomotiveNEXT.

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

Jürgen BEHREND



Date of birth: August 3, 1949

Board member

Nationality:

Date of first appointment: GM in 2022

Number of Faurecia shares:
137 823

Date of expiry of term of office: GM in 2026

Skills:



Dr. Jürgen Behrend began his career in 1980 as member of the management board of Eduard Hueck GmbH & Co. KG in Lüdenscheid, a company active in the production and manufacturing of aluminium products.

In 1987, he was appointed as managing general partner of HELLA and remained in this position until 2017. He then served on the shareholders' committee of HELLA until 2021.

Dr. Behrend is still active as the managing general partner of Hueck Industrie Holding KG, a holding company that invests in small and medium-sized enterprises.

He studied law and economics at the Universities of Freiburg, Munich and Münster and he received a doctorate decree in law in 1077/1978.

Main position held outside of Faurecia

- Managing general partner of Hueck Industrie Holding KG

Other positions and corporate offices in 2020 outside of Faurecia

French listed companies

No such corporate office.

French unlisted companies

No such corporate office.

Foreign listed companies

No such corporate office.

Foreign unlisted companies

- Member of the Advisory Board of Eduard Hueck GmbH & Co. KG ;
- Member of the Supervisory Board of Stiftung Deutsche Anästhesiologie ;
- Managing Director of HELLA Stiftung GmbH ;
- Managing Director of Eduard Hueck Verwaltungsgesellschaft mbH.

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

- Managing General Partner of HELLA KGaA Hueck & Co (from 1987 to 2017) ;
- Member of the Shareholders' Committee of HELLA GmbH & Co. KGaA (from 2017 to 2019);
- Deputy Chairman of the Shareholders' Committee of HELLA GmbH 1 Co. KgaA (from 2019 to 2021).

Experience in Faurecia's core businesses

Experience in an industrial company

International experience

Automotive technologies

Governance/management of large companies

Leadership and crisis management

Risk management

CSR

Specific knowledge of a geographic market

Data based technologies/digital

Energy/electrification

Banking/finance

2. Compensation ⁽¹⁾

Tables summarizing the compensation paid during the 2021 period or awarded in respect of this same period to the executive and non-executive corporate officers

The tables below present a summary of the compensation and benefits paid during the 2021 period or awarded in respect of this same period 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 2021 PERIOD OR AWARDED IN RESPECT OF THIS SAME PERIOD

Components of compensation	Amounts granted in respect of the period just ended or accounting valuation	Amounts paid during the period 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 " 2021 Compensation "), are respectively described (i) in the compensation policy for the Chairman of the Board of Directors set out in Sections 3.3.4.1.2 "Compensation policy for the Chairman of the Board of Directors" of the 2020 Universal Registration Document and of this Universal Registration Document (the " 2021 and 2022 Compensation Policies ") and (ii) in Section 3.3.1.1.2.1. "Fixed annual compensation" of this Universal Registration Document. The amount of the 2021 fixed annual compensation was fixed 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)	€44,870 (including accounting valuation of €40,193)	€44,870 (including accounting valuation of €40,193)	The 2021 Compensation is respectively described in (i) the 2021 and 2022 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 2021 Company's Universal Registration Document.

SUMMARY OF THE COMPONENTS OF COMPENSATION PAID TO THE CHIEF EXECUTIVE OFFICER DURING THE 2021 PERIOD OR AWARDED IN RESPECT OF THIS SAME PERIOD

Components of compensation	Amounts granted in respect of the period just ended or accounting valuation	Amounts paid during the period just ended	Presentation
Fixed compensation	€1,000,000	€1,000,000	The principles for determining the compensation of Patrick KOLLER as Chief Executive Officer, as well as its implementation methods (the " 2021 Compensation ") are respectively described (i) in the compensation policy for the Chief Executive Officer in Sections 3.3.4.1.3 "Compensation policy for the Chief Executive Officer" of the 2020 Universal Registration Document (the " 2021 Compensation Policy ") and this Universal Registration Document (the " 2021 and 2022 Compensation Policies ") and (ii) in Section 3.3.1.2.2.1. "Fixed annual compensation" of this Universal Registration Document.
Annual variable compensation	€300,000 (amount to be paid in 2021 subject to a favorable vote by the General Meeting)	€270,000 (compensation for the 2020 period, paid in 2021 following a favorable vote (91.47%) by the General Meeting of May 31, 2021 on the components of the compensation paid or awarded for the 2020 period (12 th resolution)).	<p>The 2021 Compensation is respectively described in (i) the 2021 Compensation Policies and (ii) Section 3.3.1.2.2.2 "Annual variable compensation" of this Universal Registration Document.</p> <p>At a meeting held on February 18, 2022, 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 for the period ended on December 31, 2020 as follows:</p> <ul style="list-style-type: none"> ■ Quantifiable criteria (operating margin and net cash flow): 0%, which gives the right to €0 (out of a maximum of €1,500,000 corresponding to 150% of the fixed annual compensation); ■ Qualitative criteria (transition towards a change in the Company's shareholder base as part of the PSA/Stellantis distribution and strategy execution): 150%, which gives the right to €300,000 (maximum amount corresponding to 30% of the fixed annual compensation); ■ Total amount: €300,000 (compared to €270,000 for the 2020 period and €1,302,480 for the 2019 period). <p>In accordance with the provisions of Article L. 22-10-34 of the French Commercial Code, the variable compensation for the period ended December 31, 2021 shall be paid only once the shareholders have approved the components of compensation paid during the course of the 2021 period or awarded in respect of the same period to Patrick KOLLER, Chief Executive Officer.</p>
Multi-annual variable compensation	Not applicable	Not applicable	No multi-annual variable compensation
Exceptional compensation Not applicable	Not applicable	Not applicable	No exceptional compensation

Components of compensation	Amounts granted in respect of the period just ended or accounting valuation	Amounts paid during the period just ended	Presentation
Stock options, performance shares or any other long-term benefit	Options = not applicable Performance shares = €3,441,472 (valuation according to the method used for the consolidated financial statements), of which €2,417,752 for the plan No. 13 and €1,023,720 for the one-off ESPI plan	Options = not applicable Performance shares = not applicable	<p>No stock subscription or purchase options grant.</p> <p>The Compensation for 2021 is respectively described (i) in the 2021 and 2022 Compensation Policies and (ii) in Section 3.3.1.2.2.3 "Performance Shares" of this Universal Registration Document.</p> <p><i>Introductory information: Plan delivered in 2021 / Plan for which the performance assessment took place in 2021 / Plan for which the performance conditions are set by reference to the 2021 fiscal year:</i></p> <ul style="list-style-type: none"> ■ <u>Plan No. 9 awarded in 2017 - delivery of shares:</u> 26,974 shares became available (out of a maximum number of 39,400 shares) and were delivered during the year. ■ <u>Plan No. 10 awarded in 2018 (assessment of the performance conditions at December 31, 2020):</u> No share will be delivered under this plan. Internal and external performance conditions, assessed at December 31, 2020, were not met. ■ <u>Plan No. 11 awarded in 2019 (assessment of performance conditions at December 31, 2021):</u> <ul style="list-style-type: none"> ■ the internal condition linked to the Group's net income (after tax) (weighting of 60%) was not achieved due in particular to the impact of the semiconductor crisis; ■ the internal condition related to gender balance within the category of "managers and professionals" was met up the Group's managers and to 115% (weighting of 10%); ■ the external condition linked to the earnings per share (weighting 30%) will be analyzed by the Board of Directors at its first quarter 2022 sales meeting. <p><u>Plans awarded in 2021</u></p> <ul style="list-style-type: none"> ■ <u>Plan No. 13:</u> the Board meeting held on October 25, 2021, on the basis of the authorization from the General Meeting of May 31, 2021 (22nd resolution), resolved to grant 96,150 shares to Patrick KOLLER 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 73,960). These 96,150 shares correspond to 0.07% of the Company's capital stock as of December 31, 2021. ■ <u>One-off ESPI plan:</u> allocation by the Board of Directors on July 23, 2021, based on the authorization of the General Meeting of June 26, 2020 (23rd resolution), of 71,941 shares to Patrick KOLLER subject to specific performance conditions linked to the Total Shareholder Return. These 71,941 shares correspond to 0.05% of the Company's capital stock as of December 31, 2021.
	Other long-term benefits = not applicable	Other long-term benefits = not applicable	No other long-term benefits grant
Compensation as Board member	Not applicable	Not applicable	No compensation awarded as Board member
All benefits (including social protection)	€22,331 (including accounting valuation of €15,367)	€22,331 (including accounting valuation of €15,367)	The 2021 Compensation is described (i) in the 2021 and 2022 Compensation Policies and (ii) in Section 3.3.1.2.2.8 "Benefits in kind and social protection" of this Universal Registration Document.

Governance and compensation

Components of compensation	Amounts granted in respect of the period just ended or accounting valuation	Amounts paid during the period just ended	Presentation
Termination payment	Not applicable	No payments during the period	<p>The 2021 Compensation is described (i) in the 2021 and 2022 Compensation Policies and (ii) in Section 3.3.1.2.2.5 "Termination payment" of this Universal Registration Document.</p> <p>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), 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.</p>
Non-competition indemnity	Not applicable	No payments during the period	<p>The 2021 Compensation is respectively described (i) in the 2021 and 2022 Compensation Policies and (ii) in Section 3.3.1.2.2.6 "Non-competition indemnity" of this Universal Registration Document.</p> <p>Patrick KOLLER 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 2021.</p>
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 period	<p>The 2021 Compensation is respectively described (i) in the 2021 and 2022 Compensation Policies and (ii) in Section 3.3.1.2.2.4 "Pension schemes" of this Universal Registration Document.</p> <ul style="list-style-type: none"> ■ Defined contribution plan: the amount of the pension is €4,008. ■ Frozen defined benefits pension scheme: in accordance with the provisions of the order of July 3, 2019, the potential rights acquired by Patrick KOLLER 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, 2021 was €22,750. The same applies to the additional defined benefits pension scheme (PAPP). The amount of the pension under this additional plan was, at December 31, 2021, €194,915. 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 (fifth ordinary resolution). ■ New defined benefit plans: 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 two performance conditions. However, in view of the semiconductor crisis, the performance criteria targets were not met and, as a result, no rights will vest for the year ended December 31, 2021. Therefore, the annuity

Compensation policy in 2022 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.

The compensation policy for corporate officers is set by the Board of Directors upon recommendation of the Compensation Committee and is reviewed annually to determine any potential adjustments to be made. Any other revision of the compensation policy outside this timetable follows the same procedure.

The Board of Directors ensures that the compensation policy is adapted to the Company's strategy and to the context in which the Company operates. 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, in a major portion of his compensation based on performance criteria related to the implementation of strategy which achievement benefits to all stakeholders. These elements should allow the Company to attract, retain and keep corporate officers, and, more specifically, executive corporate officers.

The Board of Directors relies on the Compensation Committee for all matters relating to the compensation of corporate officers. At the date of this Universal Registration Document, the Compensation Committee is composed entirely of independent Board members (excluding the Board member representing employees). When determining the compensation policy, the Compensation Committee considers the objectives defined by the Board of Directors and the general principles guiding the compensation policy for corporate officers. It also ensures that the implementation of the compensation policy, in particular in terms of amount or value of allocations and benefits, complies with the objectives and principles that guided the determination of that policy. To that end, it makes any necessary or useful recommendations to guide the choices and decisions of the Board of Directors in the determination, implementation, and monitoring of the compensation policy.

To guarantee the independence of the process for determining or reviewing the compensation policy, the Compensation Committee and the Board of Directors ensure that the conflict of interest management rules provided by applicable laws in force and those provided by the internal rules of the Board of Directors are respected.

The compensation policy takes into consideration the principles of the AFEP-MEDEF Code regarding the determination of corporate officer compensation. 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. The objectives set allow to support changes in the compensation component (diversity, etc.).

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

Board members are appointed by the General Meeting of Shareholders for a period of four years or, for a co-optation, for the duration of the predecessor's remaining term of office. They may resign at any time without notice and can also be dismissed at any time without notice by the General Meeting of Shareholders.

Board members representing employees are appointed, in accordance with the terms and conditions provided for in the bylaws, for a period of four years or, in the event of a replacement during their term of office, for the remaining term of office of the other Board member representing employees. They may resign at any time from their position as Board member or as an employee holding a permanent employment contract (subject, in the latter case, to giving notice), which entails the end of their term of office as Board member. The duties of the Board member representing the employees also end (i) in the event of termination of the employment contract (other than resignation) under the conditions provided for by applicable legal or contractual provisions and in compliance with applicable procedures, subject, where applicable, to a notice period meeting these conditions and (ii) in the event of dismissal decided by the president of the judicial court at the request of the majority of the Board members.

The Board of Directors ensures that the amount of compensation 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, distributes the annual amount of compensation allocated by the General Meeting of Shareholders. To determine the level of the annual fixed amount requested at the General Meeting of Shareholders, the Board of Directors performs market analysis and benchmark 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 members receive as compensation for their activities an amount comprised of:

- a fixed portion, as consideration for 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 portion based on their effective 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 Faurecia group.

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

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 shall elect a Chairman, who must be a natural person, from among its members. He is appointed for a term set by the Board of Directors, which cannot exceed his term as a Board member. The Chairman of the Board of Directors may resign from office at any time without notice and the Board of Directors may terminate his office at any time without a notice period.

The Board of Directors ensures in particular that the compensation of the Chairman of the Board of Directors is adapted to the missions given, 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 purpose of the fixed compensation of the Chairman of the Board of Directors is to compensate the responsibilities and duties attached to that corporate office, whether they are provided by law or by the Company (internal rules of the Board of Directors). 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.

Furthermore, since 2019, a portion of that compensation is paid as a benefit in kind relating to the time the personal assistant provided to the Chairman dedicated to his activities other than those related to his chairmanship of Faurecia.

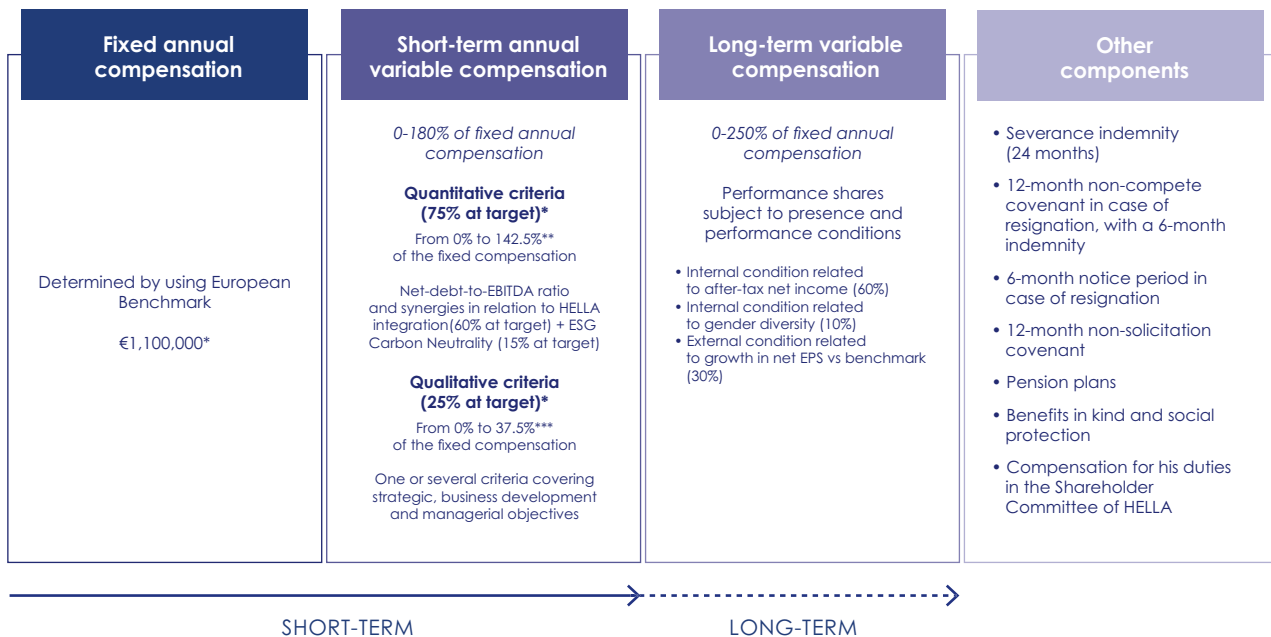
OTHER COMPONENTS OF COMPENSATION

The Chairman of the Board of Directors receives the following benefits in kind: (i) a personal assistant for his activities other than those relating to the chairmanship of Faurecia and (ii) a company car.

He also benefits from the medical/life/disability insurance scheme established within the Company.

COMPENSATION POLICY FOR THE CHIEF EXECUTIVE OFFICER 2022

2022 Chief Executive Officer Compensation Policy



* Subject to approval by our 2022 AGM.
 ** Quantitative 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 quantitative criteria.
 *** Qualitative 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 qualitative criteria.

The Chief Executive Officer is appointed by the Board of Directors. The Board of Directors shall determine the Chief Executive Officer's term of office, which may be fixed or indefinite. The Chief Executive Officer may resign at any time, with a six months' notice period, and the Board of Directors may terminate his duties at any time without notice.

In accordance with the recommendations of the AFEF-MEDEF Code, the Board of Directors ensures to structure the various components of the Chief Executive Officer's compensation so as to view his actions in the long term and enable an alignment of his interests with the interests of the Company and its shareholders. In this respect, the Board regularly reviews the characteristics of the compensation policy of the Chief Executive Officer and the components of his compensation to ensure these objectives are achieved.

In previous reviews, the Board of Directors, on the recommendation of the Compensation Committee, decided to make stable and long-term adjustments, barring very significant and duly justified exceptional events, to the structure of the Chief Executive Officer's compensation policy. These adjustments were made to better protect the interests of the Company, while pursuing the objective of retaining the Chief Executive Officer.

In the context of the completion of the acquisition of control over HELLA, a transformative acquisition, being a very significant one-off event and unparalleled in the history of the Group, the Board of Directors asked the Compensation Committee to review the Chief Executive Officer's compensation policy in order to (i) ensure its suitability to the Group's new scope and (ii) take into account appropriately the CSR challenges, in particular those relating to carbon neutrality, strategic priority of the newly expanded Group.

Following the work carried out by the Compensation Committee, the Board of Directors during its meeting held on February 18, 2022 decided to review the compensation policy for the Chief Executive Officer in light of the new elements analysed. The compensation policy described below, which is in line with the previous compensation policy, incorporates two changes intended to reflect the new dimension of the Group and, in a context of revolution in the automotive industry, to strengthen, in the compensation of the Chief Executive Officer, the consideration of the Group's strategic priority in terms of the environment. These changes relate to the fixed annual compensation and the structure of the variable annual compensation.

This compensation policy enables the Company to provide an incentive and competitive policy for its Chief Executive Officer and a protective one for the Company, but also based on stable general principles.

FIXED ANNUAL COMPENSATION

The fixed compensation for the Chief Executive Officer aims at compensating the responsibilities and tasks associated with this position by law. The amount of compensation is also set taking into account the beneficiary's skills and experience.

The Board of Directors wished to review the fixed compensation of the Chief Executive Officer in the context of the Group's transformation following the acquisition of control over HELLA (circa. 79.5%) initiated on August 14, 2021 and completed on January 31, 2022. This combination marks an unprecedented step in Faurecia's ambition to accelerate its strategic transformation by investing in high-growth segments and establishing leading positions there. With this transformative acquisition, which provides access to a cutting-edge technological portfolio that meets all the major industry trends, the Group has changed in size and dimension, whether in financial, technological or human terms, while strengthening its presence on the strategic axes of its offer based on the Cockpit of the Future and Sustainable Mobility. The Group (HELLA included), which has become the seventh largest supplier to the automotive industry in the world:

- achieves a global turnover 40% higher than the Group without HELLA;
- has six Business Groups, compared to four before the acquisition, with the adoption of new activities.

This significant change in scope, the addition of new business activities and the integration of HELLA within the Group, which began as soon as the transaction was completed, are accompanied by a broadening of the scope of responsibilities of the Chief Executive Officer, who now heads a Group of 150 000 employees (compared to 114 000 employees before completion of the acquisition).

As a consequence and to take into account the change in the scope of the Group and the significant increase of the Chief Executive Officer's responsibilities resulting from this new scope, the Board of Directors, upon recommendation of the Compensation Committee, decided to increase in 2022 the fixed compensation of the Chief Executive Officer from 1,000,000 euros to 1,100,000 euros representing a 10% increase.

This decision was also based on a European comparative study prepared by external consultants on the basis of a peer group of comparable industrial companies in terms of sales and capitalization, this peer group having been modified to take into account the new dimension of the Group following the HELLA acquisition. The fixed compensation amount set by the Board of Directors is in line with the median results of the European comparative study⁽¹⁾.

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 annual variable compensation percentage and for the valuation of performance shares.

ANNUAL VARIABLE COMPENSATION

The annual variable 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.

In this context, a review was carried out on the nature of the quantifiable criteria of the variable annual compensation, which until then had been based solely on financial elements. Given the strategic importance of contributing to the reduction of greenhouse gas emissions, the Board of Directors decided that the variable annual compensation of the Chief Executive Officer will include a quantifiable environmental criterion relating to carbon neutrality, whose objectives would be in line with the Group's trajectory in this area. This criterion is relating to a CO₂ emission reduction (measured in terms of "tCO₂e" for "scopes 1&2" per million euros of product sales on the Group perimeter (excluding HELLA)). The Board of Directors considered that the integration of this new criterion in the CEO's annual variable compensation, rather than in the long-term compensation in the form of performance shares, will allow for an annual monitoring of the progress made, which is necessary to achieve this ambitious long-term objective. This criterion was also added to the annual variable compensation of all eligible Group employees, i.e. 4,800 employees, in order to mobilise all the Group's resources towards the achievement of the objectives set.

(1) The European comparative study comprises 16 European publicly traded industrial companies (excluding Faurecia) with comparable sales revenues or market capitalization and that manufacture and/or supply components in the automotive, railway, defense, aerospace, raw materials & chemicals, tires, elevators and steel industries. Pursuant to the study, the revenues and the market capitalization of the Combined Group (Faurecia-HELLA) represented respectively 102% and 95% of the median of the peer group companies.

In addition, in the context of the review carried out on the nature of the quantifiable criteria, the Board of Directors has also decided to amend the financial quantifiable criteria in order to take into account new strategic challenges of the Group following the HELLA acquisition. Indeed, the Board of Directors decided (i) to replace the financial criteria relating to the operating income and the net cash flow by a new financial criterion relating to the net-debt-to-EBITDA ratio and

(ii) to add a new financial criterion relating to synergies of HELLA integration. These new financial quantifiable criteria align the annual variable compensation of the Chief Executive Officer on the Group's deleveraging trajectory post-acquisition of HELLA and on synergies relating to HELLA integration, hence allowing an annual monitoring of the progress made on these strategic subjects.

The Chief Executive Officer's variable compensation may range from 0% to 180% of his fixed annual compensation depending on the achievement of the following quantifiable and qualitative criteria for the 2022 financial year:

Performance criteria	Percentage of the annual fixed compensation at target	Percentage of the annual fixed compensation at maximum
Quantifiable criteria	75%	142.5%⁽¹⁾
■ Financial quantifiable criteria including:	60%	114%
■ Net-debt-to-EBITDA ratio	50%	95%
■ Synergies relating to HELLA integration	10%	19%
■ Quantifiable environmental criteria relating to carbon neutrality	15%	28.5%
Qualitative criteria	25%	37.5 %⁽²⁾
TOTAL	100%	180%

(1) 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) Qualitative 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 qualitative criteria.

1. Among quantifiable criteria for 2022 financial year:

- The financial quantifiable criteria relate to the net-debt-to-EBITDA ratio and to the synergies relating to HELLA integration. The objectives are set by the Board of Directors in relation to the budget of the Group, the Group's deleveraging trajectory post-acquisition of HELLA and the integration plan of HELLA (being specified that the numerical objectives may be updated by the Board of Directors to take into account the combined Group budget when it becomes available or to take into account a major event affecting the markets and/or the Group's business sector);
- The environmental quantifiable criterion relating to carbon neutrality is set by the Board of Directors in relation to the 2025 Group's commitment trajectory (excluding HELLA) and consistent with the intermediate step of 2023, as specified in the "sustainability-linked financing framework" published on the Group's website.

The expected levels of achievement of these criteria are determined by the Board of Directors but are not made public for confidentiality reasons. Exceptionally, the expected levels of achievement of the environmental criterion relating to carbon neutrality for the year N will be communicated a posteriori in N+1, 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 consolidated financial statements approved by the Board of Directors and synergies achieved in the context of 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, for the environmental criteria relating to carbon neutrality.

2. The Board of Directors sets every year one or several qualitative criteria, which number generally range 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

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 Chief Executive Officer is eligible for the performance share plans established by the Company, subject to performance and presence conditions identical to those set for all the beneficiaries of the plans (i.e. the members of the Executive Committee and of the Group Leadership Committee).

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 granting 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 performance conditions are as follows:

- 60% fulfillment of an internal performance condition related to the Group's net income after tax and before taking into account any exceptional events. This internal condition is assessed by comparing the net income of the third period after the grant date of the performance shares against the objectives set by the Board of Directors in light of the strategic plan reviewed and approved by the Board of Directors;

- 10% fulfillment of 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 period after the grant date of the performance shares to the target percentage set by the Board of Directors;
- 30% fulfillment of an external performance condition, i.e., growth of the Company's net earnings per share assessed between the last period before the grant date of the performance shares and the third period ended after the grant date of the performance shares. This condition is assessed against the weighted growth of a reference group made up of 12 comparable international automotive suppliers over the same period.

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

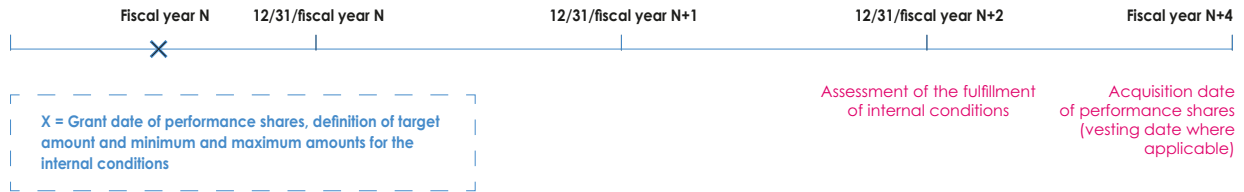
This group is intended to be stable over time and may be modified only in the event of significant evolution concerning one of its constituents, in particular in the event of a takeover, merger, de-merger, absorption, dissolution, disappearance or change in business, subject to maintaining the overall 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 is 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 adjustments) concerning the internal performance condition related to the Group's net income, (ii) the Faurecia group's Human Resources reporting concerning the internal performance condition related to gender diversity and (iii) a calculation performed by an external company specialized in compensation on the basis of the consolidated financial statements approved by the competent body of companies part of the reference group and by Faurecia, concerning the external performance condition related to net earnings per share.

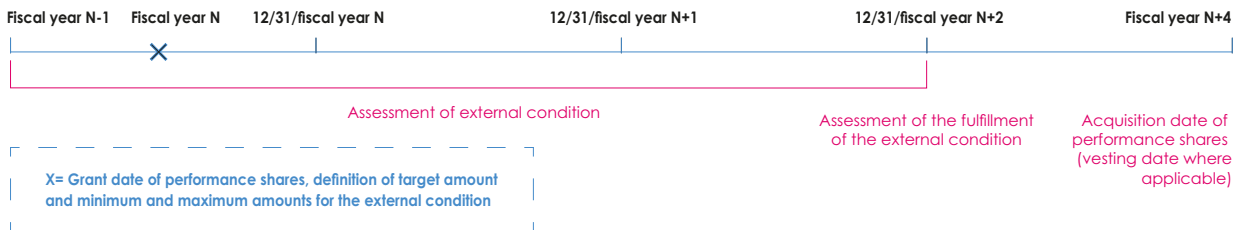
(1) Presence condition with the usual exceptions.

The plans are constructed as follows:

Internal conditions (net income and gender diversity)



External condition (net earnings per share)



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

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

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

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. This defined benefit supplementary pension plan is subject to performance conditions.

Supplementary defined contributions 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.

This plan covers tranches A and B of the beneficiary's compensation and entitles the beneficiary to contributions of 1% on tranche A and 6% on tranche B of the compensation, with no contribution by the beneficiary.

Supplementary defined-benefits pension plan (Article 39 of the French General Tax Code) subject to performance conditions

Faurecia 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.

Thus, the Chief Executive Officer can benefit from this new vested rights supplementary pension scheme governed by Article L. 137-11-2 of the French Social Security Code which presents the following characteristics (PAPP2):

- eligibility conditions and other conditions for entitlement:
 - being a member of Faurecia's Executive Committee,
 - with a current or suspended employment contract or a corporate term of office in France,
 - rights definitively vested after three years on Faurecia'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.

The performance conditions are as follows:

- based on Faurecia's operating income:
 - 2.7% if the operating income is higher than 100% of the budgeted operating income⁽¹⁾,
 - 1.8% if the operating income amounts to between 95% and 100% of the budgeted operating income,
 - 0.9% if the operating income amounts to between 75% and 95% of the budgeted operating income,
 - 0% if the operating income is lower than 75% of the budgeted operating income;
- based on the level of achievement of annual variable compensation (FVC) targets:
 - 0.3% if the level of targets achievement is higher than 100%,
 - 0.2% if the level of targets achievement amounts to between 95% and 100%,
 - 0.1% if the level of targets achievement amounts to between 75% and 95%,
 - 0% if the level of targets achievement is lower than 75%.

If the level of achievement of one of the conditions is lower than 75%, no right can be granted for the given year.

- Cap on rights acquired under the plan covered by Article L. 137-11-2: 30 points.
- Furthermore, given that the current Chief Executive Officer is the beneficiary of rights provided by other supplementary plans offered by the Group (including the PAPP), 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 within Faurecia will be capped as follows:
 - the sum of pensions under the new plan and other supplementary plans offered by the Faurecia group (including the PAPP), is limited to eight times the Annual Social Security ceilings (€329,088 in 2021),
 - the sum of rights vested under the new plan and other supplementary plans offered by the Faurecia group (including the PAPP), may not exceed 25% of the average annual reference compensation received over the last three calendar years,
 - 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 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 this plan.

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

The Chief Executive Officer is also eligible for the defined benefit plan applicable to all employees in tranche C with a cash compensation equal to or greater than €164,544 (Tranche C), the main characteristics of which are as follows: future rights vest immediately, on the basis of the annual reference salary, it being specified that for the Chief Executive Officer, the annual vesting of rights is subject to the achievement of two performance conditions, similar to those applied to the PAPP2, each counting for 50%. The trigger threshold for each condition will be 75% of the target to vest 50% of the related pension rights. Between 75% and 100% of achievement, the vesting will be linear. If the level of achievement of one of the two conditions is less than 75%, no pension right will be granted for the year in question. The maximum yearly rights will not exceed €1,645 (i.e. 1% of €164,544). In any case, the sum of the vested rights stipulated under Tranche C 2 and PAPP 2 will not exceed 3% of compensation per year in line with French Regulation. The financing of the regime will be external, with an insurance company to which yearly contributions will be paid by Faurecia.

Termination payment

The Board of Directors may decide to grant the Chief Executive Officer a termination payment subject to performance conditions.

This payment is backed by granting conditions in accordance notably with the AFEP-MEDEF Code:

- 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;

(1) The numerical objectives are set by the Board of Directors in relation to the budget of the Group. Please note that the numerical objectives may be updated by the Board of Directors to take into account the budget of the Combined Group once it becomes available.

- 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 periods 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.

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.

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 6-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.

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 compensation with respect to his corporate office as a Board member of the Company.

Following the acquisition of HELLA, the Chief Executive Officer may also receive compensation for his duties in the Shareholder Committee of HELLA.

POTENTIAL CHANGE OF GOVERNANCE AND CIRCUMSTANCES

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.

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. 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 elements of the compensation, in particular the objectives, performance levels, parameters, structure and maximum percentages, in relation to their fixed annual compensation.

It is specified that the Board of Directors, upon proposal from the Compensation Committee, may decide to adjust the variable compensation (annual and long-term) provided under the Chief Executive Officer's compensation policy. 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.

This option can only be used by the Board of Directors, upon proposal from the Compensation Committee, in the event of exceptional circumstances resulting in particular from an unexpected change in the competition 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. 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.

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 May 27, 2022 at the latest to:

CACEIS Corporate Trust
Service Assemblées Générales Centralisées
Immeuble Flores – 1^{er} Étage – 12 place des États-Unis,
92549 Montrouge Cedex

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

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 June 1, 2022**, as specified in articles R. 225-81 et R. 225-83 of the French Commercial Code.

Signed in:, on: 2022

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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