

# **FAURECIA**

## **Statutory Auditors' report on the issue of shares and/or marketable securities with or without cancellation of preferential subscription rights**

**Annual general meeting of June 1<sup>st</sup>, 2022  
Resolutions n°14, 15, 16, 17 and 18**

**MAZARS**  
Tour Exaltis  
61 rue Henri Regnault  
92400 Courbevoie  
S.A. à directoire et conseil de surveillance  
au capital de €8 320 000  
784 824 153 R.C.S. Nanterre

Commissaire aux Comptes  
Membre de la compagnie  
régionale de Versailles et du Centre

**ERNST & YOUNG Audit**  
Tour First  
TSA 14444  
92037 Paris-La Défense cedex  
S.A.S. à capital variable  
344 366 315 R.C.S. Nanterre

Commissaire aux Comptes  
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*This is a free translation into English of the Statutory Auditors' report issued in French and is provided solely for the convenience of English speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.*

To Shareholders,

In our capacity as Statutory Auditors of Faurecia and in accordance with the provisions of Articles L. 228-92, L. 225-135 et seq. and L.22-10-52 of the French Commercial Code (*Code de commerce*), we hereby report to you on the proposed authorizations to the Board of Directors with various issues of shares and/or marketable securities, operations upon which you are called to vote.

Your Board of Directors proposes, on the basis of its report, that:

- It be authorized, for a period of twenty-six (26) months, with powers to subdelegate, to decide on whether to proceed with the following operations and to determine the final conditions of these issues and proposes, where applicable, to cancel your preferential subscription rights:
  - the issue, without cancellation of preferential subscription rights (fourteenth resolution), (i) of shares and/or (ii) marketable securities, in accordance with Articles L. 228-92 paragraph 1 and L. 228-93 paragraphs 1 and 3 of the French Commercial Code, giving access, immediately or in the future, to the share capital of the Company or of a company in which the Company owns, directly or indirectly at the time of the issue, more than half of the share capital (a "Subsidiary") (including equity securities giving entitlement to the allotment of debt securities);
  - the issue, with cancellation of preferential subscription rights through an offering to the public other than those referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code, (fifteenth resolution) (i) of shares and/or (ii) of marketable securities governed by Article L. 228-92 paragraph 1 and Article L. 228-93 paragraphs 1 and 3 of the French Commercial Code giving access, immediately or in the future, to the share capital of the Company or of a company in which the Company owns, directly or indirectly at the time of the issue, more than half of the share capital (a "Subsidiary")

(including equity securities giving entitlement to the allotment of debt securities); it being specified that:

- the shares and securities referred to above may be issued following the issue by a Subsidiary of marketable securities giving access to the Company's share capital to be issued;
- the shares and securities referred to above may also be issued as consideration for securities contributed to the Company in connection with a public exchange offer initiated by the Company in France or abroad in accordance with local rules for securities meeting the conditions set forth in Article L. 22-10-54 of the French Commercial Code;
- the issue, with cancellation of the preferential subscription rights through offerings to the public in accordance with Article L. 411-2, paragraph 1 of the French Monetary and Financial Code for an amount that does not exceed 10% of the share capital per year (sixteenth resolution) of (i) shares and/or (ii) securities governed by Article L. 228-92, paragraph 1 and L. 228-93 paragraphs 1 and 3 of the French Commercial Code giving access, immediately or in the future, to the share capital of the Company or of a company in which the Company owns, directly or indirectly at the time of the issue, more than half of the share capital (a "Subsidiary") (including equity securities giving entitlement to the allotment of debt securities); it being specified that the shares and marketable securities referred to above may be issued following the issue by a Subsidiary of securities giving access to the Company's share capital to be issued;
- it be delegated, for a period of twenty-six months, the powers necessary to issue (i) shares and/or (ii) marketable securities governed by Article L. 228-92 paragraph 1 of the French Commercial Code giving access, immediately or in the future, to the Company's share capital (including equity securities giving entitlement to the allotment of debt securities), in order to remunerate contributions in kind granted to the Company and consisting of equity securities and/or marketable securities giving access to the share capital (eighteenth resolution), within the limit of 10% of the share capital.

The overall nominal amount of the share capital increases that may be implemented, either immediately or in the future, may not exceed, according to the fourteenth resolution, an overall ceiling of 40% of the share capital as of the date of this Meeting in respect of the fourteenth, fifteenth, sixteenth and eighteenth resolutions ("Overall Ceiling"), it being specified that the overall nominal amount of the share capital increases that may be implemented, either immediately or in the future, may not exceed, according to the fifteenth resolution, individually and collectively, a common sub-ceiling of 10% of the share capital as of the date of this Meeting, in respect of the fifteenth, sixteenth and eighteenth resolutions ("Ceiling without preferential subscription rights").

The overall nominal amount of the debt securities that may be issued pursuant to the fourteenth, fifteenth, sixteenth and eighteenth resolutions may not exceed, according to the fourteenth resolution, € 1 billion individually and collectively.

These ceilings reflect the additional number of securities to be issued as part of the implementation of the delegations in respect of the fourteenth, fifteenth and sixteenth resolutions, in accordance with Article L.225 135 1 of the French Commercial Code, if you adopt the seventeenth resolution.

It is the Board of Directors' responsibility to prepare a report in accordance with articles R. 225 113 et seq. of the French Commercial Code. Our role is to report on the fairness of the financial information taken from the accounts, on the proposed cancellation of preferential subscription rights and on other information relating to these operations provided in this report.

We performed those procedures which we deemed necessary to comply with professional guidance issued by the French Institute of Statutory Auditors (*Compagnie Nationale des Commissaires aux Comptes*) for this type of engagement. These procedures consisted in verifying the information provided in the Board of Directors' report relating to these operations and the methods used to determine the issue price of the equity securities to be issued.

Subject to a subsequent examination of the conditions of the issues that would be decided, we have no matters to report as to the methods used to determine the issue price of the equity securities to be issued provided in the Board of Directors' report in respect of the fifteenth and sixteenth resolutions.

Moreover, as the methods used to determine the issue price of the equity securities to be issued in accordance with the fourteenth and eighteenth resolutions are not specified in that report, we cannot report on the choice of constituent elements used to determine the issue price.

As the final conditions in which the issues would be performed have not been determined, we cannot report on these conditions and, consequently, on the proposed cancellation of preferential subscription rights in the fifteenth and sixteenth resolutions.

In accordance with article R. 225 116 of the French Commercial Code, we will issue a supplementary report, if necessary, when the Board of Directors exercises these authorizations in case of issue of marketable securities that are equity securities giving access to other equity securities or giving entitlement to the allotment of debt securities, in case of issue of marketable securities giving access to equity securities to be issued and in case of issue of shares with cancellation of preferential subscription rights.

Courbevoie and Paris La Défense, May 10, 2022

The Statutory Auditors

**MAZARS**

**ERNST & YOUNG Audit**

Anne-Laure Rousselou

Grégory Derouet

Jean-Roch Varon

Guillaume Brunet-Moret