Notice of meeting

Shareholders' meeting

Tuesday, May 28, 2019, at 10:00 am
At Pavillon Gabriel
5 Avenue Gabriel
75008 Paris

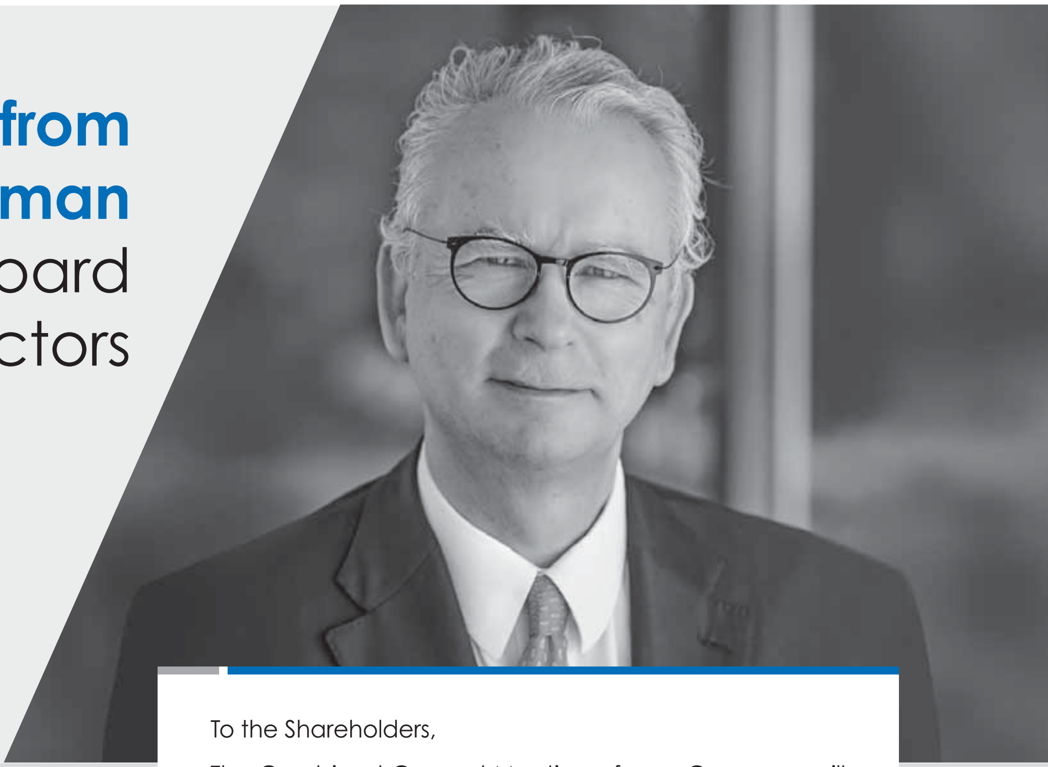
faurecia
inspiring mobility

Contents (1)

The English version of this notice of meeting is a free translation of the original which was prepared in French. The French version takes precedence over this translation.

(1) This notice of meeting includes the documents and information to be attached to the proxy and postal voting forms, pursuant to the provisions of Article R. 225-81 of the French Code of commerce.

Message from the Chairman of the Board of Directors



To the Shareholders,

The Combined General Meeting of your Company will take place at 10 a.m. on Tuesday, May 28, 2019, at Pavillon Gabriel, 5 avenue Gabriel, 75008 Paris. It is my pleasure to invite you to participate.

The General Meeting, in which the Group's Board of Directors and Executive Management participate, is a special opportunity for dialogue and listening.

I hope you will be able to attend this Meeting in person. If you cannot attend, you have the opportunity to:

- vote by mail;
- authorize me, as Chairman, to vote on your behalf;
- or designate someone to represent you.

In this notice of meeting, you will find the practical instructions for attendance at the Meeting and voting, as well as the agenda and texts of the resolutions that are being submitted for your approval.

On behalf of the Board of Directors, I would like to thank you for your confidence and I hope to see many of you at the Meeting.

Michel de Rosen

Chairman of the Board of Directors

How to participate and vote in the General Meeting

Who may attend the Meeting

Shareholders may participate in the Meeting, regardless of the number of shares they hold.

Shareholders of record have the right to participate in the General Meeting, provided the shares are registered in their name or that of an intermediary on the second working day preceding the Meeting, namely in this case **on or before 0:00 am (Paris time) on May 24, 2019**, either in the registered shares accounts held by the Company or its agent, or in the bearer shares accounts held by the authorized intermediary.

The registration of shares in the bearer shares accounts held by the authorized intermediary must be confirmed by an attendance certificate issued by the authorized intermediary and attached to the postal voting or proxy form, or to the request for an admission card in the shareholder's name or on behalf of the shareholder represented by the registered intermediary, sent to Caceis Corporate Trust – Service Assemblées Générales Centralisées – 14, rue Rouget de Lisle – 92862 Issy-les-Moulineaux Cedex 9, France.

A certificate is also issued to shareholders wishing to attend the Meeting in person, but who have not received their admission card on the second working day preceding the Meeting as indicated above on or before 0:00 am (Paris time).

How to vote

Attending the Meeting in person

Shareholders wishing to attend the Meeting in person must request an admission card by returning their voting form, either directly to Caceis Corporate Trust for registered shareholders, or to their financial intermediary for bearer shareholders.

The admission card is essential in order to attend the Meeting. All shareholders will be asked for their card when signing the attendance list [(1)].

There will be no facilities for voting by video-conference or other telecommunication means for this Meeting, and accordingly, as per Article R. 225-61 of the French Code of commerce, no site will be made available for this purpose.

You are not attending the Meeting in person

If you are not attending the Meeting in person, you may choose one of the three following options:

1) send a proxy, for example using the form attached to this notice, without indicating a proxy holder;

2) grant a proxy to any individual or legal entity of your choice, according to the terms set forth in Article L. 225-106-1 of the French Code of commerce;

In this case, please send a signed, written proxy to Caceis Corporate Trust, stating your full name and address and the name and address of your proxy, together with a photocopy of your and your proxy's identification cards.

Pursuant to the provisions of Article R. 225-79 of the French Code of commerce, shareholders may also appoint or revoke proxies by electronic means, as follows:

- for registered shareholders: by sending an e-mail to ct-mandataires-assemblees@caceis.com stating your full name, address and Caceis Corporate Trust ID, if you are a pure registered shareholder (information available on the top left of your statement of shareholding), or your financial intermediary ID, if you are an administered registered shareholder, together with the full name of the proxy you are appointing or revoking;
- for bearer shareholders: by sending an e-mail to ct-mandataires-assemblees@caceis.com stating your full name, address and full banking details for your securities account, together with the full name of the proxy you are appointing or revoking. You must then ask the financial intermediary responsible for managing your share account to send an attendance certificate (by mail) to Caceis Corporate Trust – Service Assemblées Générales Centralisées – 14, rue Rouget de Lisle – 92862 Issy-les-Moulineaux Cedex 9, France (or by fax to +33 (0)1 49 08 05 82).

Only notifications appointing or revoking proxies that are duly signed, completed and received at the latest three days before the General Meeting will be taken into account. Furthermore, only notifications appointing or revoking proxies can be sent to the above-mentioned e-mail address, as any other requests or notifications regarding other subjects cannot be taken into account and/or processed.

3) postal vote.

To use a postal vote, please complete the form attached to this notice.

Proxy and postal voting forms are automatically sent to pure registered shareholders and to administered registered shareholders by mail.

For holders of bearer shares, the proxy and postal voting forms will be sent on request in writing received by Caceis Corporate

(1) However, shareholders who do not request an admission card may attend the Meeting by presenting identification, if they are registered shareholders, or, for holders of bearer shares, an attendance certificate proving the registration of shares in the bearer shares account on the second working day preceding the Meeting as indicated above on or before 11:59 pm (Paris time).

Trust – Service Assemblées Générales Centralisées – 14, rue Rouget de Lisle – 92862 Issy-les-Moulineaux Cedex 9, France, six days before the date of the Meeting at the latest.

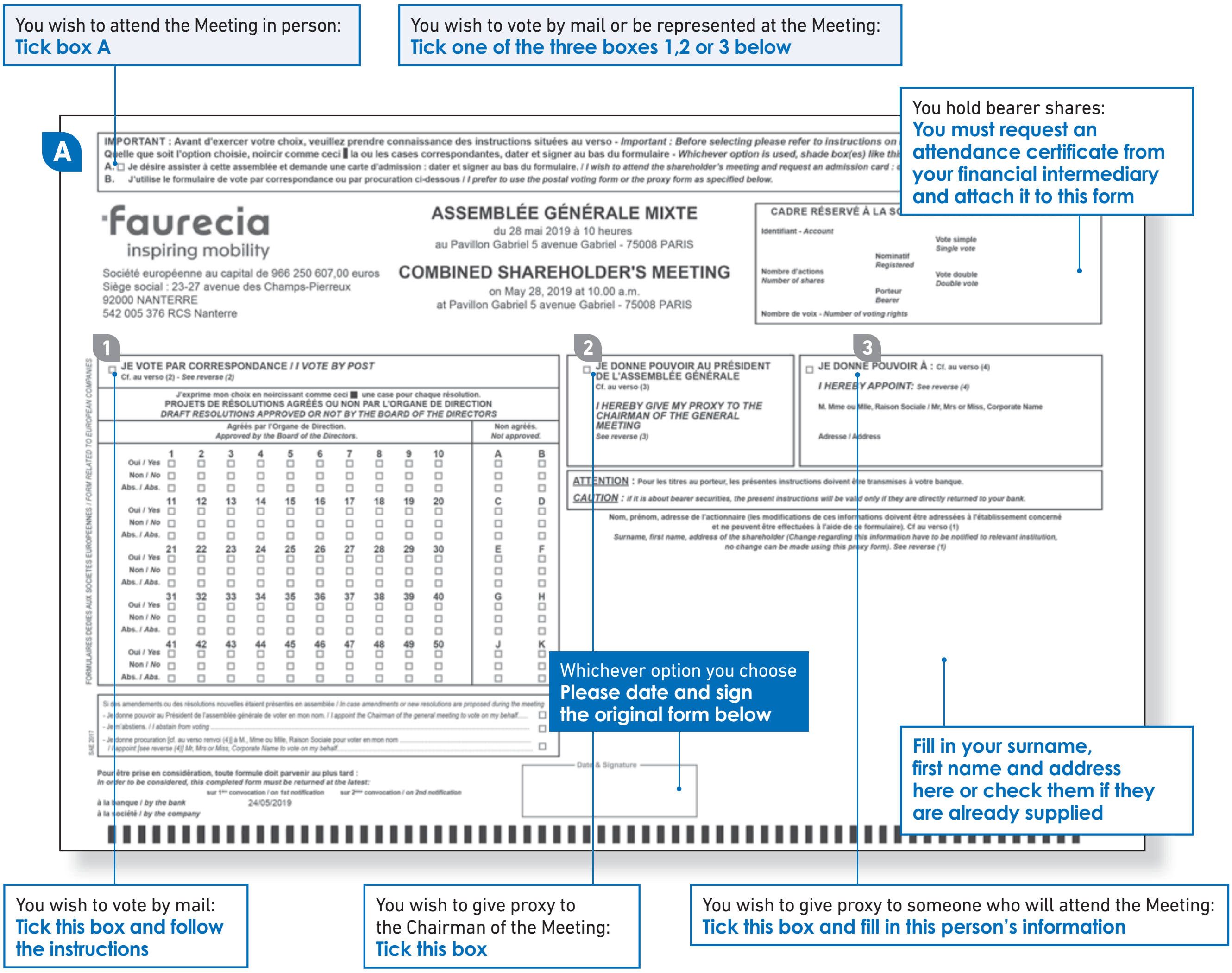
To be recorded, the duly completed and signed form must be returned to Caceis Corporate Trust – Service Assemblées Générales Centralisées – 14, rue Rouget de Lisle – 92862 Issy-les-Moulineaux Cedex 9, France, and received three days before the date of the Meeting at the latest, **that is, by the end of the day on May 24, 2019.**

Once shareholders have sent in their vote, their proxy or their request for an admission card or attendance certificate, they are no longer entitled to choose another means of participating in the Meeting.

Shareholders who send in their vote, proxy or request for an admission card or attendance certificate may transfer all or part of their shares at any time. However, if the transfer of ownership takes place before the second working day preceding the Shareholders' Meeting, namely in this case **on or before 0:00 am (Paris time) on May 24, 2019**, the Company shall cancel or amend as a result, as applicable, the vote, proxy, admission card 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 transfers or transactions completed after the second working day preceding the Shareholders' Meeting, regardless of the method used, shall be notified by the authorized intermediary or taken into consideration by the Company, any agreement to the contrary notwithstanding.

Shareholders may submit written questions to the Company in accordance with Articles L. 225-108 and R. 225-84 of the French Code of commerce. Such questions must be sent to the Company's Legal department at 23-27, avenue des Champs-Pierreux, 92000 Nanterre, France, by registered mail by the fourth working day preceding the General Meeting at the latest. They must be accompanied by a certificate of registration of shares.



Agenda

Ordinary resolutions

- **Resolution one** – Approval of the financial statements for the fiscal year ending December 31, 2018 – Approval of non-tax-deductible expenses and costs,
- **Resolution two** – Approval of the consolidated financial statements for the fiscal year ending December 31, 2018,
- **Resolution three** – Appropriation of income for the fiscal year. Setting of dividend,
- **Resolution four** – Statutory Auditors' special report on related-party agreements and undertakings - Statement of absence of new agreement,
- **Resolution five** – Reappointment of Ernst & Young Audit as acting Statutory Auditors, no reappointment and no replacement of Auditex as alternate Statutory Auditors,
- **Resolution six** – Appointment of Mazars to replace PricewaterhouseCoopers Audit, as acting Statutory Auditors, no reappointment and no replacement of Mr. Étienne BORIS as alternate Statutory Auditor,
- **Resolution seven** – Ratification of the interim appointment of Mr. Philippe de Rovira as Board member,
- **Resolution eight** – Ratification of the interim appointment of Mr. Grégoire Olivier as Board member and renewal of his term of office,
- **Resolution nine** – Appointment of Ms. Yan Mei as Board member,
- **Resolution ten** – Appointment of Mr. Peter Mertens as Board member,
- **Resolution eleven** – Appointment of Mr. Denis Mercier as Board member,
- **Resolution twelve** – Approval of the principles and criteria used to determine, allocate and award the compensation of the Chairman of the Board of Directors,
- **Resolution thirteen** – Approval of the principles and criteria used to determine, allocate and award the compensation of the Chief Executive Officer,
- **Resolution fourteen** – Approval of the fixed, variable and exceptional components comprising the total compensation and all benefits in kind paid or granted for the past fiscal year to Mr. Michel de Rosen, Chairman of the Board of Directors,
- **Resolution fifteen** – Approval of the fixed, variable and exceptional elements comprising the total compensation and all benefits in kind paid or granted for past fiscal year to Patrick Koller, Chief Executive Officer,
- **Resolution sixteen** – Authorization to the Board of Directors aiming to allow the Company to buy back its own shares pursuant to Article L. 225-209 of the French Code of commerce, duration of authorization, purposes, terms and conditions, ceiling, suspension during public offerings,
- **Resolution seventeen** – Ratification of the transfer of the registered office from 2, rue Hennape, 92000 Nanterre to 23-27 avenue des Champs-Pierreux, 92000 Nanterre.

Extraordinary resolutions

- **Resolution eighteen** – Authorization to the Board of Directors in order to cancel the shares bought back by the Company pursuant to Article L. 225-209 of the French Code of commerce, duration of authorization, ceiling,
- **Resolution nineteen** – Delegation of powers to the Board of Directors to issue ordinary shares giving access, if applicable, to ordinary shares or allotment of debt securities (of the Company or a direct or indirect subsidiary), and/or securities giving access to ordinary shares (of the Company or a direct or indirect subsidiary) with preferential subscription rights, or to increase capital by incorporating reserves, profits and/or premiums, duration of the delegation, maximum nominal value of the capital increase, outcome of fractional shares, option to offer unsubscribed securities to the public, suspension during public offerings,
- **Resolution twenty** – Delegation of powers to the Board of Directors to issue ordinary shares giving access, if applicable, to ordinary shares or allotment of debt securities (of the Company or a direct or indirect subsidiary), and/or securities giving access to ordinary shares (of the Company or a direct or indirect subsidiary) without preferential subscription rights, by public offering and/or in consideration of securities within the framework of a public exchange offer, duration of the delegation, maximum nominal value of the increase in the share capital, issuing price, option to limit the amount of subscriptions or distribute unsubscribed securities, suspension during public offerings,
- **Resolution twenty-one** – Delegation of powers to the Board of Directors to issue ordinary shares giving access, if applicable, to ordinary shares or an allotment of debt securities (of the Company or a direct or indirect subsidiary), and/or securities giving access to ordinary shares (of the Company or a direct or indirect subsidiary) without preferential subscription rights by an offer defined in Section II of Article L. 411-2 of the French Monetary and Financial Code, duration of the delegation, maximum nominal value of the increase in the share capital, issuing price, option to limit the amount of subscriptions or distribute unsubscribed securities, suspension during public offerings,
- **Resolution twenty-two** – Authorization to increase the amount of shares issued in the event of surplus demand, suspension during public offerings,
- **Resolution twenty-three** – Authorization to be given to the Board of Directors to grant, for free, existing shares and/or shares to be issued in the future to employees and/or certain corporate officers of the Company or of affiliated companies or economic groups, waiver by the shareholders of their preferential subscription rights, duration of the authorization, ceiling, duration of the vesting period, particularly in the event of disability,
- **Resolution twenty-four** – Delegation of powers to the Board of Directors to increase the share capital by issuing ordinary shares and/or securities giving access to the share capital, without preferential subscription rights in favor of the beneficiaries of a Company savings plan in application of Articles L. 3332-18 et seq. of the French Labor Code, duration of the delegation, maximum nominal value of the increase in share capital, issuing price, option to allocate free shares in application of Article L. 3332-21 of the French Labor Code,
- **Resolution twenty-five** – Powers for formalities.

Explanatory notes to the resolutions

1 Explanatory notes to the ordinary resolutions

The first three resolutions that are submitted to your vote concern the approval of the financial statements for the 2018 fiscal year and the appropriation of income.

The fourth resolution concerns related party agreements and undertakings.

The fifth and sixth resolutions concern the reappointment/appointment of the acting Statutory Auditors (Ernst & Young Audit and Mazars) for a duration of six fiscal years. The purpose of the fifth and sixth resolutions is also to acknowledge the end and absence of reappointment of the alternate Statutory Auditors (Auditex and Mr. Étienne Boris) as it is no longer a legal obligation to have alternate Statutory Auditors.

The seventh to eleventh resolutions concern governance. The seventh resolution concerns the ratification of the co-option of Mr. Philippe de Rovira as Board member and the eighth resolution concerns the ratification of the co-option of Mr. Grégoire Olivier as Board member and the renewal of his term of office. The ninth, tenth and eleventh resolutions concern the appointment of three new Board members.

In accordance with paragraph 1 of Article L. 225-37-2 of the French Code of commerce, resolutions twelve and thirteen ask you to vote on the principles and criteria for determining, allocating and awarding compensation for executive and non-executive corporate officers.

Resolutions fourteen and fifteen ask you to vote on elements of compensation for executive and non-executive corporate officers paid or granted for the past fiscal year, in accordance with Article L. 225-100 paragraph II of the French Code of commerce.

Resolution sixteen concerns the share buy-back program.

Lastly, resolution seventeen concerns the ratification of the transfer of the registered office.

1.1 Approval of the financial statements and appropriation of income

(1st TO 3rd RESOLUTIONS)

- **Approval of the parent company financial statements for 2018 (1st resolution)**

You are asked to approve these financial statements, which show a profit of €415,679,803.69.

You are also asked to approve the total charges and expenses mentioned in paragraph 4 of Article 39 of the French General Tax Code, i.e., €140,852.06, which corresponds to the nondeductible portion of the leases on passenger vehicles and the corresponding tax, which amounts to €48,495.36.

- **Approval of the consolidated financial statements for 2018 (2nd resolution)**

You are asked to approve these financial statements, which show a net profit (Group share) of €700,838,109 million.

- **Appropriation of income (3rd resolution)**

The proposed appropriation of income complies with French law and our bylaws.

As such, you are asked to approve the appropriation of the net income for 2018 as follows:

Origin	
Profit for the fiscal year	€415,679,803.69
Retained earnings	€1,170,906,436.63
TOTAL TO BE APPROPRIATED	**€1,586,586,240.32**
Appropriation	
Dividends	€172,544,751.25
Retained earnings	€1,414,041,489.07
TOTAL APPROPRIATED	**€1,586,586,240.32**

The Board of Directors has decided to suggest distributing a gross dividend of €1.25 per share.

When dividends are paid to private individuals resident for tax purposes in France, they are subject to a single 12.8% flat-rate levy on the gross dividend (Article 200 A, 1 of the French General Tax Code), or, at the express, irrevocable and overall option of the taxpayer, to income tax on a sliding scale after a 40% tax allowance (Article 200 A,2 and 158 of the French General Tax Code). This option must be exercised when the income tax return is filed and, at the latest, before the deadline for the filing of said return. Dividends are also subject to social security contributions at a rate of 17.2%.

Should the number of shares carrying dividend entitlement change compared to the 138,035,801 shares that made up the capital stock as of December 31, 2018, the total dividend will be adjusted accordingly and the amount of the retained earnings account will be determined based on the dividend effectively distributed.

The ex-dividend date will be May 31, 2019, and the dividend will be paid on June 4, 2019.

In accordance with Article 243 bis of the French General Tax Code, we remind you that the following dividends were distributed in respect of the last three fiscal years:

	Income eligible for reduction		Income not eligible for reduction
For the fiscal year	Dividends	Other distributed income	
2015	€89,274,690.70*, i.e. €0.65 per share	-	-
2016	€124,232,220.90*, i.e. €0.90 per share	-	-
2017	€151,839,381.10*, i.e. €1.10 per share	-	-

* *Includes the amount of the dividend corresponding to treasury shares held by the Company not paid and allocated to the retained earnings account.*

1.2 Related-party agreements and undertakings

(4th RESOLUTION)

In light of the Statutory Auditors' report on related-party agreements and undertakings, you are asked to acknowledge that there have been no new agreements like those referred to in Articles L. 225-38 et seq. of the French Code of commerce.

The Statutory Auditors' report also refers to the agreements and undertakings that were authorized prior to 2018 and that continued during that year, namely:

- a defined contributions pension scheme (Article 83 of the French General Tax Code) and a defined benefits pension scheme (Article 39 of the French General Tax Code) established for the whole Group in France and authorized for Mr. Patrick Koller, as Deputy Chief Executive Officer, then Chief Executive Officer, by decisions taken by the Board of Directors on April 13, 2016, and July 25, 2016, and, in accordance with a decision by this last Board meeting, subject to a specific performance condition for Mr. Patrick Koller for the defined benefits pension scheme;
- an additional specific defined benefits pension scheme (Article 39 of the French General Tax Code) in favor of the members of Faurecia's Executive Committee, authorized for Mr. Patrick Koller in his capacity as Chief Executive Officer, by a decision of the Board of Directors on July 25, 2016;
- a termination payment for Mr. Patrick Koller as Chief Executive Officer, authorized by the Board of Directors' decision of July 25, 2016 and subject to performance conditions.

1.3 Statutory Auditors

(5th AND 6th RESOLUTIONS)

Under the terms of the fifth resolution, you are asked to reappoint Ernst & Young Audit, whose mandate expires on conclusion of this General Meeting, as acting Statutory Auditors, selected pursuant to a call for tender, for a term of six fiscal years, i.e. until conclusion of the Ordinary General Meeting to be held in 2025 to approve the financial statements for the fiscal year ending December 31, 2024.

You are also asked to acknowledge that Auditex, whose mandate expires on conclusion of this General Meeting, is not reappointed and not replaced as the alternate Statutory Auditors, under the law.

Under the terms of the sixth resolution, you are asked to appoint Mazars to replace PricewaterhouseCoopers Audit, whose mandate expires upon conclusion of this General Meeting, as acting Statutory Auditors for a term of six fiscal years, i.e. until conclusion of the Ordinary General Meeting to be held in 2025 to approve the financial statements for the fiscal year ending December 31, 2024.

You are also asked to acknowledge that Mr. Étienne Boris, whose mandate expires on conclusion of this General Meeting, is not reappointed and not replaced as the alternate Statutory Auditor, under the law.

1.4 Governance

(7th, 8th, 9th, 10th AND 11th RESOLUTIONS)

Under the terms of resolution seven, you are asked to ratify the interim appointment by the Board of Directors on July 19, 2018 of Mr. Philippe de Rovira to serve the remainder of the term of office of Mr. Jean-Baptiste Chasseloup who resigned at the end of the Board of Directors meeting of the same date. Mr. Philippe de Rovira would remain in office until the end of the meeting convened in 2021 to approve the financial statements for the previous fiscal year.

Under the terms of resolution eight, you are asked to ratify the interim appointment by the Board of Directors on October 10, 2018 of Mr. Grégoire Olivier to serve the remainder of the term of office of Mr. Carlos Tavares who resigned at the end of the Board of Directors meeting of the same date, i.e. until conclusion of this General Meeting. You are also asked to renew the term of office of Mr. Grégoire Olivier, as a director, for a further period of four years. This term of office will expire on conclusion of the General Meeting to be held in 2023 to approve the financial statements for the previous fiscal year.

Under the terms of resolution nine, you are asked to appoint Ms. Yan Mei, as a director, for a period of four years. This term of office will expire on conclusion of the General Meeting to be held in 2023 to approve the financial statements for the previous fiscal year.

Information on Ms. Yan Mei's expertise and career path is set out in Section «Profiles of the Board members candidates whose appointment is put to the vote».

Under the terms of resolution ten, you are asked to appoint Mr. Peter Mertens, as from November 1, 2019, date on which Mr Peter Mertens will have left the Audi Group, as director, for a period of four years. This term of office will expire on conclusion of the General Meeting to be held in 2023 to approve the financial statements for the previous fiscal year.

Information on Mr. Peter Mertens' expertise and career path is set out in Section «Profiles of the Board members candidates whose appointment is put to the vote».

Under the terms of resolution eleven, you are asked to appoint Mr. Denis Mercier, as a director, for a period of four years. This term of office will expire on conclusion of the General Meeting to be held in 2023 to approve the financial statements for the previous fiscal year.

Information on Mr. Denis Mercier's expertise and career path is set out in Section «Profiles of the Board members candidates whose appointment is put to the vote».

The Board of Directors decided that Ms. Yan Mei, Mr. Peter Mertens and Mr. Denis Mercier qualify as independent Board members under the independence criteria set out in the AFEP-MEDEF Corporate Governance Code of listed companies, which your Company has chosen as a reference Corporate Governance Code.

Consequently, at the end of this General Meeting, your Company's Board of Directors will have fifteen members, including two Board members representing employees.

Not including Board members representing employees, eight members of your Board of Directors, or more than one third, will be independent, in accordance with the recommendations of the AFEP-MEDEF Code, and six members of your Company's Board of Directors will be women. The Board of Directors' composition would then be in accordance with the January 27, 2011 French Act related to balanced representation of women and men on Boards of Directors and to professional equality.

1.5 Principles and criteria for determining, allocating and awarding compensation to the executive and non-executive corporate officers

(12th AND 13th RESOLUTIONS)

The principles and criteria for determining, allocating and awarding compensation to the executive and non-executive corporate officers as required by paragraph 1 of Article L. 225-37-2 of the French Code of commerce derived from French Act No. 2016-1691 of December 9, 2016, on transparency, anti-corruption measures and the modernization of the economy are described below; these paragraphs constitute the report referred to in paragraph 2 of the aforementioned Article presenting the twelfth and thirteenth resolutions for the Chairman of the Board of Directors and the Chief Executive Officer respectively.

In this regard, Faurecia's Board of Directors, acting on the recommendations of the Governance Committee for the Chairman of the Board of Directors and on the recommendations of the Management Committee for the Chief Executive Officer, with both committees being comprised of a majority of independent Board members, ensures the enforcement of the principles of the AFEP-MEDEF Corporate Governance Code of listed corporations regarding the determination of the compensation of executive and non-executive corporate officers of companies whose securities are traded on a regulated market.

Accordingly, these principles and criteria are reviewed and discussed annually by the Board of Directors, which, at its meeting on February 15, 2019, decided to continue the policy begun in 2017.

Principles and criteria for determining, allocating and awarding the compensation of the Chairman of the Board of Directors

(12th RESOLUTION)

In accordance with the AFEP-MEDEF Code, 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.

Fixed compensation

The Board of Directors has decided that the fixed annual compensation is the only component of compensation of the Chairman of the Board of Directors, excluding any other compensation.

From 2019, a portion of this compensation will be paid as a benefit in kind relating to the time of the personal assistant provided to the Chairman dedicated to his activities other than those in relation to his chairmanship of Faurecia.

The amount of his fixed compensation and of this benefit in kind will amount in total in 2019 to the amount of the fixed compensation for 2018.

The Board of Directors has not set any rules regarding the frequency at which 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.

To do this, the Board of Directors refers to a comparative compensation analysis prepared by an outside consultant based on a sample of French listed companies that have a separated governance structure, and it takes into account the current Chairman's profile and his role as it appears in the Board of Directors' internal rules and that is described as follows:

"The Chairman organizes and directs the work of the Board of Directors and ensures the effective operation of the Board and its committees, in accordance with good governance principles.

The Chairman must:

- *promote the highest standards of integrity, probity and corporate governance across the Group, particularly at the Board level, thus ensuring the effectiveness thereof;*
- *manage the relations between Board members and the Chairs of the committees and, in this respect:*
  - *promote effective working relations and open communication, and foster an environment that enables*

constructive discussions and the sharing of information between Board members and the Chief Executive Officer, during and outside meetings,

- *lead and govern the Board so as to create the conditions required for the overall effectiveness of the Board and its members, and ensure that all key and relevant issues are adequately prepared and discussed by the Board of Directors and the various committees in a timely fashion,*
- *schedule and set the agenda of the Board meetings, in consultation with the Chief Executive Officer and the Secretary of the Board, to take full account of the Group's major challenges and issues raised by Board members, and ensure that sufficient time is devoted to thoroughly discuss significant and strategic matters,*
- *address any conflicts of interest,*
- *conduct, with the help of the Governance Committee, assessments of the Board of Directors, searches for new Board members and their induction program;*

- *organize, with the Chief Executive Officer and the Chairs of the various committees, the preparation of and chair General Meetings, oversee the relations and ensure effective communication with shareholders;*
- *manage the relation with the Chief Executive Officer:*
  - *act as a competent advisor for the Chief Executive Officer on all issues regarding the interests and management of the Company,*
  - *ensure that the strategies and policies adopted by the Board are effectively implemented by the Chief Executive Officer; without prejudice to the prerogatives of the Board of Directors and its committees, the Chairman is regularly provided information by the Chief Executive Officer about significant events concerning the Company's strategy, in line with the objectives set by the Board of Directors, as well as about major external growth projects, significant financial transactions, societal actions, or appointments of Business Group managers and other key positions within the Company. The Chairman receives from the Chief Executive Officer all information necessary to coordinate the work of the Board of Directors and its committees,*
  - *coordinate or conduct specific projects. In particular, at the request of the Chief Executive Officer, the Chairman may represent the Company before stakeholders, public authorities, financial institutions, major shareholders and/or key business partners."*

Other components of compensation

- Benefits in kind:
  - entitlement to a personal assistant for his activities other than those in relation to his chairmanship of Faurecia (as of 2019);
  - entitlement to a company car.
- The Chairman does not receive any attendance fees.
- The Chairman of the Board of Directors does not receive any variable compensation, termination payment or non-competition indemnity. Moreover, the Board of Directors does not plan to pay any exceptional compensation.

Principles and criteria for determining, allocating and awarding the compensation of the Chief Executive Officer (13th RESOLUTION)

In accordance with the principles of the AFEP-MEDEF Corporate Governance Code of listed corporations, the Board of Directors makes sure to structure the various elements of the compensation of the Chief Executive Officer so as to view his actions on a long-term basis and enable an alignment of his interests with the interests of the Company and its shareholders.

On this basis, the Board of Directors has decided that the compensation of the Chief Executive Officer, who is not an employee, shall be structured as follows:

Compensation

The compensation of the Chief Executive Officer is based on three main components:

- fixed compensation;
- short-term variable compensation representing 100% of the fixed annual compensation at target and up to a maximum of 180%;
- long-term variable compensation that has a weighting within the overall compensation which is equal to the short-term variable compensation at maximum;

being understood that within this compensation, the variable portion is predominant and the Board of Directors does not anticipate paying any exceptional compensation.

Fixed compensation

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 Board of Directors, which is mindful of ensuring that the compensation of its Chief Executive Officer is competitive, also took into account the results of a comparative study, covering France and Europe, carried out by external consultants on the basis of a group of industrial companies that are comparable in terms of sales, market capitalization and employee numbers.

Annual variable compensation

For annual variable compensation, the performance conditions incorporate quantitative targets, which are predominant, and qualitative targets that may increase or reduce the variable compensation, it being understood that the award of variable compensation subject to performance conditions is not reserved solely for the Chief Executive Officer.

Therefore, the Chief Executive Officer's variable compensation may range from 0% to 180% of his fixed annual compensation depending on the achievement of the quantitative and qualitative targets:

- the quantitative targets entitle the Chief Executive Officer to variable compensation ranging from 0% to 150% of the fixed annual compensation.

These quantitative targets are connected to operating income and net cash flow:

- operating income set with current reference to the budget for the current year entitles to a variable compensation of between 0% and 150% (maximum percentage) of the fixed annual compensation, being understood that achievement of budget means the target being realized at 100%. Operating income accounts for 40%;
- net cash flow set with reference to the budget for the current year entitles to a variable compensation of between 0% and 150% (maximum percentage) of the fixed annual compensation, being understood that achievement of budget means the target being realized at 100%. Free cash flow accounts for 60%.

The expected levels of achievement of these targets are set by the Board of Directors with reference to the budget for a given year but are not made public for confidentiality reasons;

- the qualitative targets are set each year by the Board of Directors. They encompass strategic, business development, and managerial targets, and/or connect with the Group's values or convictions when it comes to CSR; a weighting is given to each of them and wherever possible, they are tied to quantitative indicators.

If some or all of these operating income and free cash flow quantitative targets are met, the qualitative targets met are used to determine a multiplier of the quantitative targets of between 0.70 and 1.20. If the achievement of the quantitative targets is equal to 0, the multiplier effect of the qualitative targets will not be taken into account.

It must be noted that in accordance with paragraph 2 of Article L. 225-37-2 of the French Code of commerce, the payment of the variable compensation elements outlined above depends on the approval of the Ordinary General Meeting approving the compensation elements in question for the fiscal year ending December 31, 2018, under the terms and conditions stipulated by Article L. 225-100-II-2 of said Code.

Long-term variable compensation (performance shares)

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 258 members of the Group Leadership Committee on December 31, 2018).

As stated above, the Chief Executive Officer's long-term variable compensation has a weighting within the overall compensation equal to the short-term variable compensation at maximum.

This mechanism was made stricter in 2018 through the establishment of a rule stipulating that from plan No. 6 and for all plans established subsequently, the Chief Executive Officer must retain at least 30% of the shares acquired under 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 Company's policy in this regard is based on simple, transparent, enduring principles. Therefore:

- performance shares have been granted annually since 2010 at the same periods, involving, since that year, an internal performance condition and a presence condition applicable to all French and foreign beneficiaries of the plans;
- since 2013, the conditions have also included an external performance condition applicable to all French and foreign beneficiaries of the plans;
- since 2013, the vesting period applicable to the plans has been four years as from their allocation date for all French and foreign beneficiaries; the plans comprise no holding period;
- the number of shares that may be granted to the beneficiary under each plan is determined using an external benchmark from which are deduced a minimum number of shares (50%) and a maximum number (130%). In all cases, the final allocation depends on the fulfillment of performance and presence conditions.

The performance conditions are the following:

- 60% fulfillment of an internal performance condition related since 2016 to the Group net income after tax (before 2016, Group net income before tax), before taking into account any exceptional events. This internal condition is assessed by comparing the net result of the third fiscal year after the allocation date of the performance shares against the one as forecasted in the Group's medium-term plan reviewed and approved by the Board of Directors on the allocation date of the performance shares; and
- 40% fulfillment of an external performance condition, i.e., growth of the Company's net earnings per share assessed between the last fiscal year before the grant date of the performance shares and the third fiscal year ended after the grant date of the performance shares. This condition is assessed against the weighted growth of a reference group made up of twelve comparable international automotive suppliers over the same period.

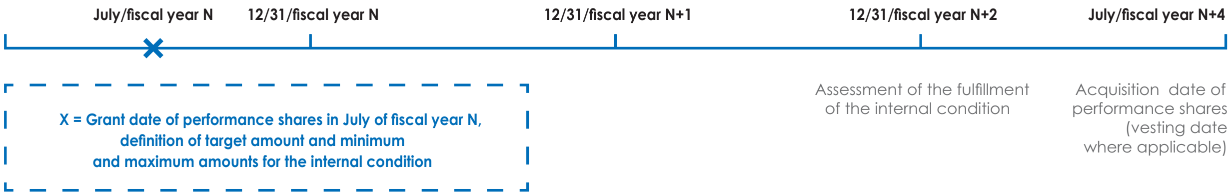
The reference group is made up of the following European and North American automotive suppliers:

- Autoliv (Sweden);
- Autoneum (formerly Rieter) (Switzerland);
- Borg Warner (United States);
- Continental (Germany);
- Delphi (United States);
- GKN (United Kingdom);
- Adient (United States);
- Lear (United States);
- Magna (Canada);
- Plastic Omnium (France);
- Tenneco (United States);
- Valeo (France).

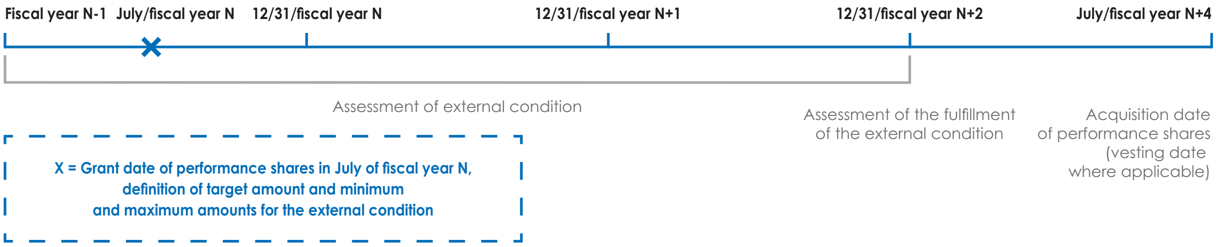
This group is identical to last year's and is intended to be stable, even if it may be altered in the event of a major change affecting one of the players.

The plans are constructed as follows:

Internal condition (net income)



External condition (net earnings per share)



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

Pension

The Board of Directors also decided to grant to the Chief Executive Officer the same pension scheme as for the members of the Executive Committee.

This scheme is made of an additional defined contributions pension scheme available to all Group executives in France and an additional defined benefits pension scheme.

In accordance with French law, this additional defined benefits pension scheme is subject to performance conditions.

The Board of Directors has also decided that the annual amount of the total pension annuity paid to the Chief Executive Officer in accordance with the compulsory and additional Faurecia group schemes may not exceed 45% of his reference compensation, defined as being equal to the annual average of the total gross compensation collected within the Company during the three calendar years preceding the termination of service or departure from the Executive Committee.

In this regard, the total annual gross compensation includes the annual base compensation and all bonuses and variable elements of compensation pertaining to the three calendar years preceding the date of the termination of service, aside from any termination payment, exceptional compensation, sums granted under plans such as performance shares plans, benefits in kind and reimbursement of business expenses, contributions paid by the Company to fund additional pension schemes and personal risk insurance and any other allowances paid by the Company.

Additional defined contributions pension scheme

The Chief Executive Officer is a beneficiary of the defined contributions pension scheme (Article 83 of the French General Tax Code), which is available to all Group executives in France who have completed at least one year of service at the time of their retirement.

This scheme applies to the A and B brackets, amounting to 1% for the A bracket and 6% for the B bracket of the pay without the beneficiary's participation.

Additional defined benefits pension scheme (Article 39 of the French General Tax Code) subject to performance conditions

The Chief Executive Officer is eligible for an additional defined benefits pension scheme that includes two parts:

- a part that is available, subject to eligibility conditions, to all Group managerial staff in France who have at least five years' seniority upon their retirement.
  - Benefits are calculated solely on the basis of bracket C and potential rights increase each year by 1% of this bracket being understood that the reference compensation taken into account upon retirement is the average of the annual compensation collected during the preceding three years in bracket C.
  - With regard to the Chief Executive Officer, the benefit of this scheme is backed up by the following performance condition, which is tied to his annual variable compensation:
    - in the case of 80% or greater achievement of the annual variable compensation targets, a 1% increase in potential rights (restricted to bracket C of the compensation) will be granted for the fiscal year in question,

  - in the case of less than 80% achievement of the annual variable compensation targets, the increase in rights will be reduced in proportion to the achievement of the targets (e.g., a target that is 30% achieved will result in a 0.30% increase in potential rights);
- an additional part decided by the Board of Directors of February 11, 2015, in favor of Faurecia's Executive Committee members holding an employment contract (current or suspended) or a term of office in France, who have been on the Executive Committee for a minimum term of three calendar years as of the implementation of this scheme or accession to the Executive Committee.

The Company guarantees French beneficiaries an annual pension level determined according to the Company's operating income, in relation to the budget, as approved by the Board of Directors based on the formula:

$$\sum Xi * R$$

R = annual reference compensation (as defined in the preamble in the paragraph "Pension")

Xi = entitlement for each year of seniority, (i) equal to:

- 3% if the operating income for the year is strictly more than 105% of the budgeted operating income;
- 2% if the operating income for the year is between 95% and 105% of the budgeted operating income;
- 1% if the operating income for the year is less than 95% of the budgeted operating income.

The operating income for year N is defined based on the income statement as of 12/31/N approved by the Board of Directors in year N+1 and the initial budget for year N approved by the Board of Directors in year N-1.

Each year, the Board of Directors therefore decides how much should be granted, following approval of the financial statements.

In any event, on retirement, the annual pension paid under this plan plus any rights granted by other supplementary plans implemented by the Faurecia group are subject to two limits in addition to the 45% limit referred to in preamble:

- the sums paid by the Group must not exceed 25% of the reference compensation;
- the sums paid by the Group are capped at 8 times the annual social security limit.

Should either of these limits be exceeded, the relevant pension will be reduced accordingly.

Termination payment

The Chief Executive Officer is also the beneficiary of a termination payment, the Board of Directors having decided that the CEO can not be an employee and as a consequence can not enjoy the protective regime attached to such status.

This payment is backed by granting conditions in accordance 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 be 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 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 preceding the termination of the Chief Executive Officer's term of office;
- the amount of the payment is equal to 24 months of the reference compensation (fixed compensation and variable target-based compensation) insofar as both of the conditions described above are met during each of the three fiscal years in question; in practice, this is equal 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 to 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.

Finally, the Chief Executive Officer is eligible for a company car and the medical/life/disability insurance scheme established within the Company.

1.6 Elements of compensation paid or granted for the past fiscal year ended to executive and non-executive corporate officers

(14th AND 15th RESOLUTIONS)

The elements of compensation paid or granted for the fiscal year ended December 31, 2018, to Mr. Michel de Rosen in his capacity as Chairman of the Board of Directors, and to Mr. Patrick Koller in his capacity as Chief Executive Officer, and which are being submitted for shareholder approval in accordance with Article L. 225-100-II of the French Code of commerce, are outlined in the following resolutions:

- resolution fourteen: elements of compensation paid or granted for the past fiscal year to Mr. Michel de Rosen in his capacity as Chairman of the Board of Directors;
- resolution fifteen: elements of compensation paid or granted for the past fiscal year ended to Mr. Patrick Koller in his capacity as Chief Executive Officer.

Elements of compensation paid or granted for the past fiscal year to Mr. Michel de Rosen in his capacity as Chairman of the Board of Directors.

The elements being submitted for shareholder approval in accordance with the fourteenth resolution appear in the table below, with the reminder that the principles and criteria for determining, allocating and awarding the elements comprising the compensation of the Chairman of the Board of Directors were submitted for shareholder approval during the General Meeting of May 30, 2018 (7th resolution):

Elements of compensation paid or granted for the fiscal year ended December 31, 2018	Amounts	Presentation
Fixed compensation	€300,000	The annual fixed compensation of Mr. Michel de Rosen in his capacity as Chairman of the Board of Directors was set at €300,000 by the Board of Directors' decision of February 15, 2018. It was unchanged compared to the compensation set by the Board of Directors' meeting on April 11, 2017. This compensation was set in reference to a comparison of compensation prepared by an outside consultant based on a sample of French listed companies with a segregated governance structure, and by taking into account Mr. Michel de Rosen's responsibilities as Chairman of the Board of Directors.
Annual variable compensation	Not applicable	No annual variable compensation
Multi-annual variable compensation	Not applicable	No multi-annual variable compensation
Exceptional compensation	Not applicable	No exceptional compensation
Stock options, performance shares or any other long-term benefit	Options = not applicable	No stock subscription or purchase options grant
	Performance shares = not applicable	No performance share grant
	Other long-term benefits = not applicable	No other long-term benefits grant
Attendance fees	Not applicable	No attendance fees allotment
All benefits	€4,982.40 (accounting valuation)	Availability of a Company car
Termination payment	Not applicable	No termination payment
Non-competition indemnity	Not applicable	No non-competition indemnity
Supplementary pension schemes	Not applicable	No supplementary pension scheme benefit

Elements of compensation paid or granted for the past fiscal year to Mr. Patrick Koller in his capacity as Chief Executive Officer.

The elements being submitted for shareholder approval in accordance with the fifteenth resolution appear in the table below, with the reminder that the principles and criteria for determining, allocating and awarding the elements comprising the compensation of the Chief Executive Officer were submitted for shareholder approval during the General Meeting of May 30, 2018 (8th resolution):

Elements of compensation paid or granted for the fiscal year ended December 31, 2018	Amounts	Presentation
Fixed compensation	€825,000	Mr. Patrick Koller's annual fixed compensation as Chief Executive Officer was set at €825,000 by the Board of Directors' decision of February 15, 2018. This compensation represents an increase of 10% compared to the compensation set by the Board of Directors on February 8, 2017. The Board of Directors set this compensation by assessing several factors: ■ Mr. Patrick Koller performance in assuming full responsibility for Faurecia's Executive Management, demonstrated through results of operations, profitability and market capitalization; before being appointed Chief Executive Officer in July 2016, Mr. Patrick Koller was Deputy Chief Executive Officer and Chief Operating Officer since February 2015, and before that, has been responsible for one of the Group's Business Groups; ■ The launch of the Group's transformation, which is based on new strategic priorities centered around clearly defined focuses with high technical value, substantial growth, changes in the Group's business, and significant international expansion benefiting from industrial geographic coverage. This compensation was set in reference to a comparison of compensation prepared by an outside consultant based on a set of twenty manufacturers listed in Paris and with comparable revenues, capitalization and headcount.
Annual variable compensation	€1,210,300	At its meeting of February 15, 2018, the Board of Directors set the rules for determining Mr. Patrick Koller's variable compensation for 2018 as Chief Executive Officer. The Board decided that Mr. Patrick Koller's variable compensation may range from 0% to 180% of his fixed annual compensation depending on the achievement of quantitative and qualitative targets. The achievement of the following quantitative targets entitles him to a variable compensation ranging from 0% to 150% of his fixed annual compensation: ■ 40% of his variable compensation is based on operating income set by reference to the 2018 budget; ■ 60% is based on the free cash flow set by reference to the 2018 budget. On the recommendation of the Management Committee on February 15, 2019, the Board of Directors meeting of February 15, 2019, reviewed the extent to which these quantitative criteria had been met: ■ as regards the operating income, the Board of Directors formally noted that 110% of this initial quantitative target had been reached; ■ as regards free cash flow, the Board of Directors formally noted that 133% of this second quantitative target had been reached.

<table>
<tr><th>Elements of compensation paid or granted for the fiscal year ended December 31, 2018</th><th>Amounts</th><th>Presentation</th></tr>
<tr><td>Annual variable compensation</td><td>€1,210,300</td><td>
As a result of these two achievements, 124% of targets according to the scale adopted by the Board of Directors were reached: this entitles to quantitative variable compensation of €1,021,350 before the achievement of qualitative targets is reviewed.
On February 15, 2019, the Board of Directors also reviewed the achievement of the qualitative targets set by the Board on February 15, 2018, which, if some or all of these targets are met, are used to determine a multiplier of the quantitative targets of between 0.70 and 1.20. If the achievement of the quantitative targets is equal to 0, the multiplier effect of the qualitative targets will not be taken into account.
Therefore:

as regards the execution of the strategy in terms of Sustainable Mobility and Smart Life on Board (40% weighting on this criterion) i.e.:

define and deploy a clear organization and related responsibilities;
be committed to growing the order book;
identify and implement external growth requirements in value-added areas (Value Spaces).

The Board of Directors highlighted:

the acquisition in progress and integration of Clarion;
the completion of several other acquisition transactions (Hug Engineering, Parrot Automotive, Coagent Electronics);
the implementation of New Value Spaces organization and its order book representing 7% of the overall order book; and
significant developments in the implementation of a strategic ecosystem for the Group with the creation of joint ventures, in particular with Liuzhou Wuling Automotive Industry Co., and the conclusion of strategic partnerships (Accenture, FAW group, HELLA) and investments in start-ups (Enogia, Powersphyr, Promethient, SUBPAC).

The Board of Directors considered that 120% of this criterion has been met.
with regard to the management of program launches (30% weighting on this criterion), with particular attention given to 11 programs identified as being at risk;

the Board of Directors noted that 220 launches were completed in 2018 with no substantial variances, and that only one program at risk remained compared with 11 at the beginning of the year, owing to the implementation of the prevention plan.

The Board of Directors considered that 115% of this criterion has been met.
with regard to Being Faurecia (30% weighting on this criterion), with notably, for the selected convictions, the definition of a medium-term action plan, the definition of targets for 2018 and target proposals for 2019 for each of these convictions;
The Board of Directors noted that:

the convictions were approved and presented to the Board of Directors;
for each conviction, the indicators, targets and 2020 plan were approved;
a Head of Sustainable Development and a Deputy Chief Compliance Officer have been recruited;
the communications plan for the 2019 deployment has been prepared and the general sustainable development approach approved.

The Board of Directors considered that 120% of this criterion has been met.

</td></tr>
</table>

Elements of compensation paid or granted for the fiscal year ended December 31, 2018	Amounts	Presentation
		As a result, the Board of Directors considered that the standard achieved in relation to these two qualitative targets was such that a multiplier of 1.185 should apply to the two quantitative targets. On this basis, on February 15, 2019, the Board of Directors decided on variable compensation for fiscal year 2018 for Mr. Patrick Koller in his capacity as Chief Executive Officer equal to €825,000 × 124% × 1.185 for a total of €1,210,300 corresponding to 146.7% of his fixed compensation received for 2018 as Chief Executive Officer.
Variable compensation Multi-year	Not applicable	No multi-annual variable compensation
Exceptional compensation	Not applicable	No exceptional compensation
Stock options, performance shares or any other long-term benefit	Options = not applicable	No stock subscription or purchase options grant
	Performance shares = €1,237,788 (accounting valuation)	At its meeting of July 19, 2018, the Board of Directors decided to grant up to 27,000 shares to Mr. Patrick Koller in the context of the performance share plan No. 10, based on the authorization granted by shareholders at their General Meeting of May 29, 2018 (fourteenth resolution adopted in extraordinary session). These 27,000 shares correspond to 0.020% of the capital stock as of December 31, 2018. The Board of Directors made the definitive acquisition of these shares contingent on the following: ■ 60% on an internal performance condition: Group net income after tax as of December 31, 2020, before taking into account capital gains from the disposal of assets and changes in the scope of consolidation, as approved by the Board of Directors, assessed against net income for the same fiscal year as it had been forecast in the Group's medium-term plan reviewed and set by the Board of Directors on the date the shares are granted; and ■ 40% on an external condition: the growth between 2017 and 2020 in the Company's net earnings per share compared with the weighted growth of a reference group of 12 international automotive suppliers comparable to Faurecia over the same period. If these performance conditions for plan No. 10 have been met in full at the end of the 2020 fiscal year, Mr. Patrick Koller will be granted the maximum 27,000 shares in which he will vest on July 19, 2022. 18,525 shares granted to Mr Patrick Keller in the context of the performance share plan n°6 become available during the fiscal year.
	Others benefits long-term benefits = not applicable	No other long-term benefits grant
Attendance fees	Not applicable	No attendance fees allotment
All benefits	€14,400 (accounting valuation)	Availability of a company car

Elements of compensation paid or granted for the fiscal year ended December 31, 2018	Amounts	Presentation
Termination payment	No payment made during the fiscal year	At the proposal of the Appointments and Compensation Committee on July 20, 2016, the Board of Directors authorized, on July 25, 2016, the principle of a termination payment payable to Mr. Patrick Koller, in line with the procedure set out in Articles L. 225-38 et seq. of the French Code of commerce, meeting the following requirements: ■ this payment will be due in case of termination of Mr. Patrick Koller's term of office as Chief Executive Officer, on Faurecia's initiative, subject to this termination not occurring due to Mr. Patrick Koller's serious or gross misconduct; ■ this payment will not be due in case of resignation or retirement; ■ the remittance of this payment is subject to the achievement of the following performance conditions: ■ achievement of a positive operating income during each of the three fiscal years preceding the termination of Mr. Patrick Koller's term of office as Chief Executive Officer, ■ achievement of a positive net cash flow during each of the three fiscal years preceding the termination of Mr. Patrick Koller's term of office as Chief Executive Officer; ■ the amount of the payment will be equal to twenty-four months of the reference compensation (fixed and variable target-based compensation) insofar as both of the conditions described above are met during each of the three fiscal years in question; in practice, this is equal to the fulfillment of six criteria; ■ should one of the six criteria not be met, the termination payment will be reduced proportionally by 1/6 and may equal 0 should none of these six criteria be fulfilled; ■ should Mr. Patrick Koller's term of office as Chief Executive Officer be shorter than three years, the method of calculating the termination payment will be identical, but the number of criteria will be adjusted to take into account the actual length of the term of office. This scheme, which was authorized for Mr. Patrick Koller, Chief Executive Officer, by the Board of Directors' decision of July 25, 2016, was approved by the General Meeting of May 30, 2017 (5th ordinary business resolution).
Non-competition indemnity	Not applicable	No non-competition indemnity

Elements of compensation paid or granted for the fiscal year ended December 31, 2018	Amounts	Presentation
Supplementary defined contribution pension scheme (Article 83 of the French General Tax Code) and supplementary defined benefits pension scheme (Article 39 of the French General Tax Code)	No payment made during the fiscal year	On July 25, 2016, the Board of Directors confirmed that although Mr. Patrick Koller no longer had an employment contract, he would continue to benefit from both schemes after July 1, 2016, in his capacity as Chief Executive Officer. Defined contribution pension scheme: ■ defined contribution pension scheme on the A and B brackets, amounting to 1% for the A bracket and 6% for the B bracket of the compensation without the beneficiary's participation; ■ estimated annual pension as of December 31, 2018: €4,567; ■ scheme available to all Group executives who have at least one year's seniority upon their retirement. Defined benefits pension scheme: ■ progressive increase in potential rights in relation to seniority and compensation: potential rights increase each year by 1% in bracket C; ■ reference compensation and maximum percentage of income permitted under the supplementary pension scheme: the reference compensation taken into account is the average of the annual compensation collected over the last three years, while benefits are calculated only for the C bracket; ■ estimated annual pension as of December 31, 2018: €31,791; ■ scheme available to all Group executives who have at least five years' seniority upon their retirement. Pursuant to Article L. 225-42-1 of the French Code of commerce in the version resulting from Act No. 2015-990 of August 6, 2015, the Board of Directors decided, on July 25, 2016, to subject Mr. Patrick Koller's right to benefit from the defined benefits pension scheme (Article 39 of the French General Tax Code) to the following performance condition which is linked to his annual variable compensation: ■ in case of 80% or greater achievement of the annual variable compensation targets, a 1% increase in potential rights (restricted to bracket C of the compensation) will be granted for the fiscal year in question; ■ in case of 80% or lower achievement of the annual variable compensation targets, the increase in rights will be reduced in proportion to the achievement of the targets (e.g., a target that is 30% achieved will result in a 0.30% increase in potential rights). This scheme, which was authorized for Mr. Patrick Koller, Chief Executive Officer, by the Board of Directors' decision of July 25, 2016, was approved by the General Meeting of May 30, 2017 (5th ordinary business resolution).
Additional defined benefits pension scheme (Article 39 of the French General Tax Code)	No payment made during the fiscal year	This scheme benefits Faurecia's Executive Committee members holding an employment contract (current or suspended) or a term of office in France, having been on the Executive Committee for a minimum term of three consecutive calendar years as of the implementation of this scheme (January 1, 2015) or accession to the Executive Committee. The estimated annual pension as of December 31, 2018 is €335,834. This scheme, which was authorized for Mr. Patrick Koller, Chief Executive Officer, by the Board of Directors' decision of July 25, 2016, was approved by the General Meeting of May 30, 2017 (5th ordinary business resolution).

1.7 Share buy-back program

(16th RESOLUTION)

This resolution will authorize the Board of Directors to purchase your Company's shares for the following purposes:

- to maintain a liquid market for your Company's shares through an independent investment services provider acting under a liquidity contract;
- to retain the shares and subsequently offer them in the context of external acquisitions;
- to allot shares to employees and executive and non-executive corporate officers of your Company or its affiliates, through the allotment of stock options or performance shares, either as part of their compensation or in respect of their profit sharing entitlement;
- to allot shares upon the exercise of rights attached to securities conferring an entitlement to the allotment of shares in your Company; and
- to cancel shares.

These shares may be purchased by any means, including through block purchases of shares, at times deemed appropriate by the Board of Directors.

The Board of Directors must obtain prior authorization from shareholders at the General Meeting in order to exercise this authority during a public offering initiated by a third party in relation to shares in the Company, until the offer period has ended.

Your Company reserves the right to use options or derivatives within the framework of applicable regulations.

The authorization to be granted to the Board of Directors includes a:

- maximum purchase price (€110);
- a cap on the overall amount that may be appropriated to the buy-back program (€1,417,506,200 based on the Company's capital as of December 31, 2018 in view of the treasury shares held on that date); and
- a cap on the number of shares which may be purchased (10% of your Company's capital on the date of purchase).

This authorization will be granted for a period of 18 months and will bring an end to the authorization granted to the Board of Directors by shareholders at their General Meeting of May 29, 2018 under their twelth ordinary resolution.

1.8 Ratification of the transfer of the registered office

(17th RESOLUTION)

Under the terms of resolution seventeen, you are asked to ratify the transfer of the registered office from 2, rue Hennape, 92000 Nanterre to 23-27 avenue des Champs-Pierreux, 92000 Nanterre.

2 Explanatory Notes to the extraordinary resolutions

Resolution eighteen will allow the Board of Directors to reduce the capital by canceling treasury shares.

Resolutions nineteen to twenty-two concern financial delegations of authority and authorizations to be granted to the Board of Directors.

The Extraordinary General Meeting of May 30, 2017, granted to the Board of Directors, to meet the Group's financing needs, delegations of authority and authorizations which are due to lapse during this fiscal year.

In 2018, none of these delegations of authority and authorizations as voted by the Meeting of May 30, 2017 was used by the Board of Directors.

In accordance with Article L. 225-37-4 of the French Code of commerce, the Board of Directors has also reported on its use of these delegated authorities and authorizations in the 2018 financial year in its management report.

Consequently, under resolutions nineteen to twenty-two, you are asked to renew these delegations of authority and authorizations under the terms as described below.

This will enable the Board of Directors to issue ordinary shares giving access, if necessary, to ordinary shares, or allotment of debt securities (from the Company or from any direct or indirect subsidiary), and/or securities giving access to ordinary shares to be issued (by the Company or any direct or indirect subsidiary) with or without preferential subscription right. This will enable your Company to carry out financial transactions as and when market conditions permit, and quickly raise the capital needed to implement the Group's growth and consolidation strategy.

Resolution twenty-three concerns an authorization to grant performance shares.

Resolution 24 aims to involve Group employees in its expansion, in particular through a capital increase reserved for employees.

2.1 Cancellation of treasury shares

(18th RESOLUTION)

This resolution will authorize the Board of Directors to cancel shares in your Company purchased pursuant to the twelfth resolution or under previously authorized share buy-back programs, up to a maximum limit of 10% of the capital stock, and to reduce the capital stock accordingly.

This authorization will be granted for a period of 18 months.

2.2 Financial delegations of authority and authorizations

(19th TO 23rd RESOLUTIONS)

2.2.1 Delegation of authority to increase the capital stock with preferential subscription rights (19th resolution)

The transaction carried out under this resolution would be reserved for Company shareholders only. They concern the issuing of ordinary shares giving access, if necessary, to ordinary shares, or allotment of debt securities and/or securities giving access to ordinary shares to be issued.

In accordance with Article L. 228-93 of the French Code of commerce, the securities to be issued may give an access to ordinary shares to be issued by any company of which the Company directly or indirectly holds more than half of the capital.

This delegation will also enable the capital to be increased through capitalization of premiums, reserves, profits or other, either in the form of allotments of free shares, or by increasing the par value of existing shares or by a combination of these two procedures.

The capital increases performed under this delegation may not exceed an aggregate nominal value of €145,000,000 (one hundred and forty-five million euros). The total nominal value of the ordinary shares that may be issued pursuant to resolutions twenty and twenty-one shall be deducted from this ceiling.

Issues of debt securities may not exceed an aggregate nominal value of €1,000,000,000 (one billion euros). This total ceiling shall apply to all debt securities that may be issued in application of this resolution and resolutions twenty and twenty-one.

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

If the aggregate amount of subscriptions as of right and for excess shares or securities has not absorbed all of an issue, the Board of Directors may use, in the order it would determine, all or some of the following faculties:

- cap the amount of the issue at the amount of the subscriptions received, subject to any regulatory restrictions;
- freely allocate all or some of the unsubscribed securities;
- offer all or part of unsubscribed securities to the public.

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

This delegation of authority is sought for a period of 26 months.

2.2.2 Delegation of authority for the purpose of increasing the capital stock without preferential subscriptions rights, by way of a public offering (20th resolution)

Transactions carried out pursuant to this resolution will be open to the public. They concern the issuing of ordinary shares giving access, if necessary, to ordinary shares, or allotment of debt securities and/or securities giving access to ordinary shares to be issued.

In accordance with Article L. 228-93 of the French Code of commerce, the securities to be issued may give an entitlement to ordinary shares to be issued by any company of which the Company directly or indirectly holds more than half of the capital.

These securities may be issued in order to compensate any securities contributed to the Company as part of a public exchange offer, satisfying the conditions defined in Article L. 225-148 of the French Code of commerce.

The capital increases performed under this delegation may not exceed an aggregate nominal value of €95,000,000 (ninety-five million euros). The total nominal value of the increases in the share capital which may be generated pursuant to resolution twenty-one shall be deducted from the ceiling provided for in the present resolution.

Issues of debt securities may not exceed an aggregate nominal value of €1,000,000,000 (one billion euros). This amount shall be deducted from the ceiling of €1,000,000,000 for the issue of debt securities as established in resolution nineteen.

In accordance with the law, the issue price of shares issued pursuant to this delegation of authority will 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 issue pricing date, with a potential discount of up to 5%.

If the subscriptions do not absorb all of the issue, the Board of Directors may do the following:

- limit the amount of shares issued to the amount subscribed, if applicable, subject to the limits provided for by the regulations;
- freely allocate all or part of unsubscribed securities.

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

This delegation of authority is sought for a period of 26 months.

2.2.3 Delegation of authority for the purposes of increasing the capital stock without preferential subscription rights, by an offer defined in Article L. 411-2 II of the French Monetary and Financial Code (21st resolution)

This resolution is in addition to resolution twenty to enable shareholders to vote separately on this matter as recommended by the *Autorité des Marchés Financiers* (AMF). It concerns private placements with persons providing a portfolio management service for third parties, qualified investors, or a restricted circle of transactions without preferential subscription rights by means of investors, on condition that the last two categories act for their own account. They concern the issuing of ordinary shares giving access, if necessary, to ordinary shares, or allotment of debt securities and/or securities giving access to ordinary shares to be issued.

In accordance with Article L. 228-93 of the French Code of commerce, the securities to be issued may give an entitlement to ordinary shares to be issued by any company of which the Company directly or indirectly holds more than half of the capital.

The capital increases performed under this delegation may not exceed an aggregate nominal value of €95,000,000 (ninety-five million euros) it being stipulated that they would, in addition, be capped at 20% of the capital per year. The total nominal value of the increases in the share capital which may be generated pursuant to resolution twenty shall be deducted from this ceiling.

Like resolution twenty, the subscription price of new shares issued pursuant to this delegation of authority will 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 issue pricing date, with a potential discount of up to 5%.

Issues of debt securities may not exceed an aggregate nominal value of €1,000,000,000 (one billion euros) it being stipulated that this amount would be included in the €1,000,000,000 total ceiling for the issue of debt securities set by the nineteenth resolution.

If the subscriptions do not absorb all of the issue, the Board of Directors may do the following:

- limit the amount of shares issued to the amount subscribed, if applicable, subject to the limits provided for by the regulations;
- freely allocate all or part of unsubscribed securities.

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

This delegation of authority is sought for a period of 26 months.

2.2.4 Authorization to increase the amount of the initial issues decided upon with or without preferential subscription rights, in the event of over-subscription (22nd resolution)

This authorization would allow the Company to satisfy excess demand for rights issues made to existing shareholders (19th resolution) via public offerings (20th resolution) or the private placements referred to in the 21st resolution.

Transactions carried out pursuant to this delegation of authority may not exceed the legal ceiling of 15% of the initial issue, and will be charged against the maximum limit applicable to the initial issue.

The subscription price of ordinary shares or securities issued must be the same as the initial issue price set pursuant to resolutions 19, 20 and 21 described above.

The Board of Directors may use this authorization during a period of 30 days as from the close of the subscription period.

The Board of Directors may not use this authorization, without the prior authorization of the General Meeting, in the event of a public offering filled by a third party, until the end of such offering.

This authorization will be granted for a term of 26 months.

2.2.5 Employee and corporate officer share ownership: authorization to grant performance shares (23rd resolution)

Resolution twenty-three aims to seek authorization to allow your Board of Directors to grant performance shares, free of charge, to Group employees and corporate officers under the terms of Article L. 225-197-1 et seq. of the French Code of commerce. Shares granted under this resolution may be existing or future shares.

This resolution would cancel any unused portion of the current authorization, granted for 26 months by the General Meeting of May 29, 2018 (extraordinary resolution fourteen).

The General Meeting of May 29, 2018 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 total.

The Board of Directors used this authorization in 2018: based on the decision of July 19, 2018, it granted a maximum of 544,460 shares, including a maximum of 27,000 shares to the Chief Executive Officer.

Given the use made of this resolution in 2018, the authorization granted by the General Meeting of May 29, 2018 was used to grant 544,460 shares.

Generally speaking, and not including two plans which were both granted in 2010, a performance share plan has been granted by your Board of Directors every year. To date, ten plans have been granted on the basis of authorizations given by the Meeting:

- two plans in 2010 (Plan No. 1 and Plan No. 2);
- one plan in 2011 (Plan No. 3);
- one plan in 2012 (Plan No. 4);
- one plan in 2013 (Plan No. 5);
- one plan in 2014 (Plan No. 6);
- one plan in 2015 (Plan No. 7);
- one plan in 2016 (Plan No. 8);
- one plan in 2017 (Plan No. 9);
- one plan in 2018 (Plan No. 10).

In fact, the condition attached to the 1st plan in 2010 was met and the maximum number of shares were vested in beneficiaries in June 2012 (for French tax residents for tax purposes) and in June 2014 (for beneficiaries being tax residents in other countries).

The conditions attached to Plans No. 5 and No. 6 were also met: Plan No. 5 shares vested in their beneficiaries in July 2017; Plans No. 6 and No. 7 shares will not vest until July 2018 and July 2019 respectively.

That was not, however, the case with Plans No. 2 to No. 4; because the conditions set by the Board were not met, no shares were vested in beneficiaries under these three plans.

Plans No. 8 and No. 10 are now in progress.

Under the terms of the new authorization on which you will be asked to vote, the total number of free shares granted would not exceed 2,000,000 (two million), given that this is the maximum number that may be granted for the whole of this authorization period.

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.

The free share grant to the beneficiaries would become permanent at the end of a vesting period whose length would be set by the Board of Directors and that may not be shorter than three years. The General Meeting would authorize the Board of Directors to decide if it wishes to stipulate a lock-up period at the end of the vesting period.

By decision of the Board of Directors, the permanent share grant shall be subject to fulfillment of the following performance conditions:

- Group net income before or after tax and before taking into account any exceptional events. This internal condition is assessed by comparing the net income of the third fiscal year after the grant date of the performance shares against the one as forecasted in the Group's medium-term plan reviewed and approved by the Board of Directors on the grant date of the performance shares; and
- the growth of your Company's net earnings per share assessed between the last fiscal year before the grant date of the performance shares and the 3rd fiscal year ended after the grant date of the performance shares. This condition is assessed against the weighted growth of a reference group made up of twelve comparable international automotive suppliers over the same period.

Alternatively, or in addition to the conditions listed above, the Board of Directors may set performance conditions with targets that are measured in relation to specific criteria of a quantitative and qualitative nature.

This authorization will be granted for a term of 26 months.

2.3 Employee share ownership; delegation of authority to increase the capital stock without preferential subscription rights in favor of members of a Company savings plan

(24th RESOLUTION)

Pursuant to the resolution twenty-three, the Board of Directors is authorized to increase the capital stock by issuing shares or securities giving access, immediately or after a given period, to the Company's capital without preferential subscription rights to Group employees who are members of a Company or Group savings plan.

This authorization will be limited to 2% of the capital increase and will not be charged against any ceilings set for delegations to increase the capital stock.

The subscription price may not be higher than the average of the opening share prices quoted on the twenty trading days preceding the date of the decision setting the opening date of the subscription period. Furthermore, it may not be more than 20% lower than that average, nor may it be 30% lower if the lock-up period provided for in the savings plan is more than or equal to ten years (or any other maximum percentage stipulated by the legal provisions applicable at the date when the price is set).

The Board of Directors may also decide to grant new or existing shares or other securities conferring an entitlement 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.

This delegation of authority is sought for a period of 26 months.

2.4 Powers

(25th RESOLUTION)

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

Text of the resolutions

Ordinary resolutions

Resolution one

Approval of the financial statements for the fiscal year ending December 31, 2018 – approval of non-tax-deductible expenses and costs

The General Meeting, after having read the reports by the Board of Directors and by the Statutory Auditors on the parent company financial statements as at December 31, 2018, approves these financial statements, as presented which show a profit of €415,679,803.69.

The General Meeting particularly approves the total amount of €140,852.06 for expenses and costs listed in 4 of Article 39 of the French General Tax Code, which corresponds to the non-deductible portion of the leases of passenger vehicles, and the corresponding tax which amounted to €48,495.36

Resolution two

Approval of the consolidated financial statements for the year ending on December 31, 2018

The General Meeting, after having read the reports by the Board of Directors and by the Statutory Auditors on the consolidated financial statements as at December 31, 2018, approves these financial statements, as presented, with a net profit (Group share) of €700,835,109 million.

Resolution three

Appropriation of income for the fiscal year, dividend

The General Meeting, on proposal of the Board of Directors, decides to appropriate the income for the fiscal year ending December 31, 2018 as follows:

Origin	
■ Profit for the fiscal year	€415,679,803.69
■ Retained earnings	€1,170,906,436.63
TOTAL TO BE APPROPRIATED	**€1,586,586,240.32**
Appropriation	
■ Dividends	€172,544,751.25
■ Retained earnings	€1,414,041,489.07
TOTAL APPROPRIATED	**€1,586,586,240.32**

The General Meeting acknowledges that the total gross dividend per share is set at €1.25.

When dividends are paid to private individuals resident for tax purposes in France, they are subject to a single 12.8% flat-rate levy on the gross dividend (Article 200 A,1 of the French General Tax Code), or, at the express, irrevocable and overall option of the taxpayer, to income tax on a sliding scale after a 40% tax allowance (Article 200 A,2 and 158 of the French General Tax Code). Dividends are also subject to social security contributions at a rate of 17.2%.

The ex-dividend date will be May 31, 2019.

Dividends will be paid out on June 4, 2019.

If the number of shares giving rights to dividend varies from the 138,035,801 shares representing the capital stock on December 31, 2018, the total amount of the dividend will be adjusted accordingly and the amount of the retained earnings account will be set on the basis of the dividend actually payable.

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

	Income eligible for reduction		Income not eligible for reduction
For the fiscal year	**Dividends**	**Other distributed income**	
2015	€89,274,690.70*, i.e. €0.65 per share	-	-
2016	€124,232,220.90*, i.e. €0.90 per share	-	-
2017	€151,839,381.10*, i.e. €1.10 per share	-	-

* *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.*

Resolution four

Statutory Auditors' special report on related-party agreements and undertakings – statement of absence of new agreement

The General Meeting, after having read the Statutory Auditors' special report stating that there was no new agreement like those referred to in Articles L. 225-38 et seq. of the French Code of commerce, unconditionally acknowledges this point.

Resolution five

Reappointment of Ernst & Young Audit as acting Statutory Auditors: No reappointment and no replacement of Auditex as alternate Statutory Auditors.

At the proposal of the Board of Directors, the General Meeting reappoints Ernst & Young Audit, whose mandate expires on conclusion of this General Meeting, as acting Statutory Auditors for a term of six fiscal years, i.e. until conclusion of the Ordinary General Meeting to be held in 2025 to approve the financial statements for the fiscal year ending December 31, 2024.

At the proposal of the Board of Directors, having noted that the mandate of Auditex, the alternate Statutory Auditors, expires upon conclusion of this General Meeting, the General Meeting decides, under the law, not to renew or replace the aforesaid alternate Statutory Auditors.

Resolution six

Appointment of Mazars, replacing PricewaterhouseCoopers Audit, as acting Statutory Auditors: No reappointment and no replacement of Mr. Étienne Boris as alternate Statutory Auditor.

At the proposal of the Board of Directors, the General Meeting appoints Mazars to replace PricewaterhouseCoopers Audit, whose mandate expires upon conclusion of this General Meeting, as acting Statutory Auditors for a term of six fiscal years, i.e. until conclusion of the Ordinary General Meeting to be held in 2025 to approve the financial statements for the fiscal year ending December 31, 2024.

At the proposal of the Board of Directors, the General Meeting decides, after having noted that the mandate of Mr. Étienne Boris, the alternate Statutory Auditor, expires upon conclusion of this Meeting, not to renew or replace the aforesaid alternate Statutory Auditor, pursuant to the law.

Resolution seven

Ratification of the interim appointment of Mr. Philippe de Rovira as Board member

The General Meeting ratifies the appointment of Mr. Philippe de Rovira, as a director, decided on an interim basis by the Board of Directors at its meeting of July 19, 2018, replacing Mr. Jean-Baptiste Chasseloup de Chatillon who resigned.

Mr. Philippe de Rovira will perform his duties for the remaining term of office of his predecessor, specifically, until conclusion of the Ordinary General Meeting to be held in 2021 to approve the financial statements for the previous fiscal year.

Resolution eight

Ratification of the interim appointment of Mr. Grégoire Olivier as Board member and renewal of his term of office

The General Meeting ratifies the appointment to the Board of Mr. Grégoire Olivier, decided on an interim basis by the Board of Directors at its meeting of October 10, 2018, replacing Mr. Carlos Tavares who resigned, for the remaining term of office of the latter, specifically, until conclusion of this General Meeting.

The General Meeting decides to renew the term of office of Mr. Grégoire Olivier, as a director, for a further period of four years. This term of office will expire on conclusion of the General Meeting to be held in 2023 to approve the financial statements for the previous fiscal year.

Resolution nine

Appointment of Ms. Yan Mei as Board member

The General Meeting decides to appoint Ms. Yan Mei as a director, for a period of four years. This term of office will expire following the General Meeting to be held in 2023 to approve the financial statements for the previous fiscal year.

Resolution ten

Appointment of Mr. Peter Mertens as Board member

The General Meeting decides to appoint Mr. Peter Mertens as a director, as of November 1, 2019, for a period of four years. This term of office will expire following the General Meeting to be held in 2023 to approve the financial statements for the previous fiscal year.

Resolution eleven

Appointment of Mr. Denis Mercier as Board member

The General Meeting decides to appoint Mr. Denis Mercier as a director, for a period of four years. This term of office will expire following the General Meeting to be held in 2023 to approve the financial statements for the previous fiscal year.

Resolution twelve

Approval of the principles and criteria for determining, allocating and awarding the fixed, variable and exceptional components of total compensation and all benefits in kind that may be granted to the Chairman of the Board of Directors

The General Meeting, voting pursuant to Article L. 225-37-2 of the French Code of commerce, approves the principles and criteria for determining, allocating and awarding the fixed, variable and exceptional components of total compensation and all benefits in kind that may be granted to the Chairman of the Board of Directors by virtue of his term of office, as set out in the report referred to in the last paragraph of Article L. 225-37 of the French Code of commerce, contained in the explanatory notes to the resolutions.

Resolution thirteen

Approval of the principles and criteria for determining, allocating and awarding the fixed, variable and exceptional components of total compensation and all benefits in kind that may be granted to the Chief Executive Officer

The General Meeting, voting pursuant to Article L. 225-37-2 of the French Code of commerce, approves the principles and criteria for determining, allocating and awarding the fixed, variable and exceptional components of total compensation and all benefits in kind that may be granted to the Chief Executive Officer by virtue of his term of office, as set out in the report referred to in the last paragraph of Article L. 225-37 of the French Code of commerce, contained in the explanatory notes to the resolutions.

Resolution fourteen

Approval of the fixed, variable and exceptional elements comprising the total compensation and all benefits in kind paid or granted for the past fiscal year to Mr. Michel de Rosen, Chairman of the Board of Directors

The General Meeting, voting pursuant to Article L. 225-100 paragraph II of the French Code of commerce, approves the fixed, variable and exceptional components of total compensation and all benefits in kind paid or granted for the past fiscal year and corresponding to his term of office, to Mr. Michel de Rosen, Chairman of the Board of Directors, as set out in the explanatory notes to the resolutions.

Resolution fifteen

Approval of the fixed, variable and exceptional elements comprising the total compensation and all benefits in kind paid or granted for the past fiscal year to Mr. Patrick Koller, Chief Executive Officer

The General Meeting, voting pursuant to Article L. 225-100, paragraph II of the French Code of commerce, approves the fixed, variable and exceptional components comprising the total compensation and all benefits in kind paid or granted for the past fiscal year and corresponding to his term of office, to Mr. Patrick Koller, Chief Executive Officer, as presented in the explanatory notes to the resolutions.

Resolution sixteen

Authorization to the Board of Directors aiming to allow the Company to buy back its own shares pursuant to Article L. 225-209 of the French Code of commerce, duration of authorization, purposes, conditions, ceiling, suspension during public offerings

The General Meeting, after having read the report by the Board of Directors, authorizes the latter, for a period of eighteen months, in accordance with Articles L. 225-209 et seq. of the French Code of commerce, to purchase company shares, in one or several installments, at such times that it deems appropriate, capped at 10% of the total number of shares in the Company's capital stock, adjusted to take into account any possible increase or decrease in the share capital that may occur during the program.

This authorization terminates the authorization granted to the Board of Directors by the General Meeting of May 29, 2018 in its twelfth ordinary resolution.

Acquisitions are authorized in order to:

- support the secondary market or the liquidity of Faurecia shares, through an investment service provider under a liquidity contract, in accordance with practices permitted under the regulations, with the stipulation that in this context, the number of shares used to calculate the aforementioned cap corresponds to the number of shares purchased, less the number of shares resold;
- retain the shares purchased and use these shares for exchange or payment at a later stage, as part of any possible external growth transactions;
- hedge stock option plans and/or free grant of shares plans (or similar plans) to the benefit of employees and/or Group corporate officers, 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;
- hedge securities giving access to the allocation of Company shares subject to the regulations in force;
- cancel the shares acquired, if applicable, in accordance with the current or future authorization of an Extraordinary General Meeting.

Such shares may be purchased by any means, including by acquiring blocks of shares, and at such times deemed appropriate by the Board of Directors.

The Board of Directors may not, without the prior authorization of the General Meeting, use this authorization during a public offering launched by a third party, involving company shares, until the end of the offering.

The Company reserves the right to use optional mechanisms or derivatives subject to the applicable regulations.

The maximum purchase price per share is defined as €110. In the event of transactions affecting the capital stock, in particular a division of shares, a reverse stock split or allocation of free shares, the aforementioned amount will be adjusted in the same proportions (multiplication coefficient equal to the ratio of the number of company shares prior to the transaction to the number of shares after the transaction).

On this basis, and for information only, the maximum amount, which the Company would pay, assuming a maximum purchase price of €110, would amount to €1,417,506,200 on the basis of the capital stock on December 31, 2018 (consisting of 138,035,801 shares), taking into account the 917,160 Company treasury shares on this date.

The General Meeting grants all powers to the Board of Directors to proceed with such transactions and determine the terms and conditions applicable thereto, and to enter into any agreements and carry out any formalities required in that regard.

Resolution seventeen

Ratification of the transfer of the registered office from 2, rue Hennape, 92000 to 23-27 avenue des Champs-Pierreux, 92000 Nanterre

The General Meeting expressly ratifies the decision taken by the Board of Directors at its meeting of October 10, 2018, to transfer the registered office from 2, rue Hennape, 92000 to 23-27 avenue des Champs-Pierreux, 92000 Nanterre, effective as from November 1, 2018, and to amend the bylaws accordingly.

Extraordinary resolutions

Resolution eighteen

Authorization to the Board of Directors in view of canceling the shares bought back by the Company pursuant to Article L. 225-209 of the French Code of commerce, duration of authorization, ceiling

After having read the report by the Board of Directors and the Statutory Auditors' report, the General Meeting:

1) authorizes the Board of Directors to cancel, according to its own decisions, in one or more transactions, and capped at 10% of the capital stock calculated on the date of cancellation decision, less any shares canceled during the previous 24 months, shares held by the Company, or which the Company may hold further to buy back transactions carried out pursuant to Article L. 225-209 of the French Code of commerce, and to reduce the capital stock in accordance with the applicable laws and regulations;

2) sets the validity of this authorization as eighteen months from this General Meeting;

3) grants all powers to the Board of Directors to execute the transactions required to carry out such cancellations and undertake the corresponding reductions in capital stock, and to amend the Company's bylaws accordingly and perform all the requisite formalities.

Resolution nineteen

Delegation of powers to the Board of Directors to issue ordinary shares giving access, if applicable, to ordinary shares or allotment of debt securities (of the Company or a direct or indirect subsidiary), and/or securities giving access to ordinary shares (of the Company or a direct or indirect subsidiary) with preferential subscription rights or to increase the share capital by incorporating reserves, profits and/or premiums, duration of the delegation, maximum nominal value of the increase in the share capital, outcome of fractional shares, option to offer unsubscribed securities to the public, suspension during public offerings

After having read the report by the Board of Directors and the Statutory Auditors' special report, and in accordance with the provisions of the French Code of commerce and, in particular, Articles L. 225-129-2, L. 225-130, L. 225-132 and L. 228-92 therein, the General Meeting:

1. delegates powers to the Board of Directors to:

   a) issue the following, in one or several instalments, in the proportions and at the times that it deems appropriate, on the French and/or international market, either in euros, or in foreign currency, or any other accounting unit set up by reference to a group of currencies:

   - ordinary shares,
   - and/or ordinary shares giving access to the allocation of other ordinary shares or debt securities,
   - and/or securities giving access to ordinary shares to be issued.

   In accordance with Article L. 228-93 of the French Code of commerce, securities to be issued may give access to ordinary shares to be issued by any company in which the Company directly or indirectly holds more than 50% of the share capital,

b) increase in the capital stock, in one or several instalments, at the times and under the procedures it deems appropriate, by incorporating reserves, profits, premiums and any other amounts which can be capitalized, by issuing shares or allocating free shares, or by increasing the par value of existing ordinary shares, or by a combination of these two procedures;

2. decides, if the Board of Directors uses the delegation of powers defined in 1.b), in accordance with the provisions of Article L. 225-130 of the French Code of commerce, in the event of a capital increase through the grant of free shares, that fractional shares shall not be negotiable nor transferable and the corresponding shares shall be sold. The proceeds of the sale shall be allocated to the holders of such rights, within the period provided for by the regulation;
3. sets the validity of this delegation of powers at twenty-six months from this Meeting;
4. sets the authorized limit amounts for issues should the Board of Directors decide to use the present delegation of powers, as follows:

   a) the total nominal value of capital increases that may result from use of this delegation of authority may not exceed €145 million (one hundred and forty-five million euros).

   The total nominal value of the increases in the share capital which may be generated pursuant to resolution twenty-one shall be deducted from the ceiling provided for in the present resolution.

   If applicable, this ceiling may be supplemented by the nominal value of any capital increase required to preserve the rights of holders of securities giving access to the Company's share capital, in accordance with legal provisions and, if applicable, any contractual provisions providing for other types of adjustments;

   b) the nominal value of debt securities that may be issued by the Company in application of this delegation of authority may not exceed €1 billion (one billion euros), it being specified that:

   - this amount is a total ceiling, which applies to all debt securities that may be issued by application of this resolution and resolutions twenty and twenty-one, as submitted to this General Meeting,
   - this ceiling shall be increased, if applicable, by any redemption premium above par value, and
   - this ceiling does not apply to debt securities which issue would be decided or authorized by the Board of Directors in accordance with Article L. 228-40 of the French Code of commerce;

5. should the Board of Directors use this delegation of authority within the scope of the issuances mentioned in 1.a) above:

   a) decides that the issue(s) of ordinary shares or securities giving access to the share capital shall be reserved by preference to shareholders with an irreducible subscription right,

   b) decides that if irreducible subscriptions and, if applicable, reducible subscriptions, do not absorb the entire issue set out under 1.a) above, the Board of Directors may implement the following options:

   - limit the amount of shares issued to the amount subscribed, if applicable, subject to the limits provided for by the regulations,
   - freely allocate all or some of the unsubscribed securities,
   - offer all or part of unsubscribed securities to the public;

6. decides 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, while it is specified that the Board of Directors shall have the option of deciding that fractional rights shall not be negotiable and the corresponding shares shall be sold;
7. decides that the Board of Directors will hold the necessary powers, subject to the above limits, with a sub-delegation option in accordance with legal provisions, particularly in order to set the conditions and procedures to issue shares or increase the share capital and to set, if appropriate, the issue price, and acknowledge the share capital increases arising in consequence, modify the bylaws accordingly, allocate, at its sole discretion, the cost of the increases in the share capital to the share premium account, and deduct from this amounts the sums necessary to fund the statutory reserve to one tenth of the new capital, after each increase, and, more generally, take all necessary actions in this respect;
8. decides that the Board of Directors may not use this delegation of authority without the prior authorization of the General Meeting, in the event of a public offering filed by a third party involving Company shares, until the end of such offering;
9. notes that this delegation of authority supersedes, where applicable, the unused portion of any previous delegation with the same purpose.

Resolution twenty

Delegation of powers to the Board of Directors to issue ordinary shares giving access, if applicable, to ordinary shares or allotment of debt securities (of the Company or a direct or indirect subsidiary), and/or securities giving access to ordinary shares (of the Company or a direct or indirect subsidiary) without preferential subscription rights by public offering and/or in consideration of securities within the framework of a public exchange offer, duration of the delegation, maximum nominal value of the increase in the share capital, issuing price, option to limit the amount of subscriptions or distribute unsubscribed securities, suspension during public offerings

Having considered the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of the French Code of commerce, in particular, Articles L. 225-129-2, L. 225-136, L. 225-148 and L. 228-92 therein, the General Meeting:

1) delegates powers to the Board of Directors to issue the following, in one or several instalments, in the proportions and at the times it deems appropriate, on the French and/or international market, or via a public offering, either in euros, or in foreign currency, or any other accounting unit set up by reference to a group of currencies:

- ordinary shares,
- and/or ordinary shares giving access to the allocation of other ordinary shares or debt securities,
- and/or securities giving access to ordinary shares to be issued.

These securities may be issued in order to compensate any securities contributed to the Company as part of a public exchange offer, satisfying the conditions defined in Article L. 225-148 of the French Code of commerce.

In accordance with Article L. 228-93 of the French Code of commerce, securities to be issued may give access to ordinary shares to be issued by any company in which the Company directly or indirectly holds more than 50% of the share capital;

2) sets the validity of this delegation of powers as twenty-six months from this Meeting;

3) the total nominal value of the ordinary shares that may be issued pursuant to this delegation of authority may not exceed €95 million (ninety-five million euros).

If applicable, this ceiling may be supplemented by the nominal value of any capital increase required to preserve the rights of holders of securities giving access to the Company's share capital, in accordance with legal provisions and, if applicable, any contractual provisions providing for other types of adjustments.

The total nominal value of the increases in the share capital which may be generated pursuant to resolution twenty-one shall be deducted from the ceiling provided for in the present resolution.

The nominal value of debt securities that may be issued by the Company in application of this delegation of authority may not exceed €1 billion (one billion euros), while it is specified that:

- this amount shall be deducted from the ceiling of €1 billion (one billion euros) for the issue of debt securities as established in point 4 of resolution nineteen above,
- this ceiling shall be increased, if applicable, by any redemption premium above par value, and
- this ceiling does not apply to debt securities which issue would be decided or authorized by the Board of Directors in accordance with Article L. 228-40 of the French Code of commerce;

4) decides to cancel the preferential subscription rights of shareholders to ordinary shares and to securities giving access to share capital and/or to debt securities subject to this resolution, while allowing the Board of Directors the option to grant a right of priority to shareholders, in accordance with legal provisions;

5) decides that the amount coming, or due, to the Company for each of the ordinary shares issued as per this delegation of powers, shall be at least equal to the minimum amount required in accordance with the laws and regulations at the time when the Board of Directors implements this delegation, after taking into consideration, in the event standalone warrants are issued, the issue price for these warrants;

6) decides, if the event of an issue of securities as compensation for securities contributed within the framework of a public exchange offer, that the Board of Directors, will hold, as per the conditions defined in Article L. 225-148 of the French Code of commerce and subject to the above limits, the necessary powers to set the list of securities contributed to the offer, the issuing conditions, the exchange parity and, if applicable, the amount of cash adjustment to be paid, and the issuing procedure;

7) decides that, in the event the subscriptions do not absorb the entire issue under 1/, the Board of Directors may use the following options:

- limit the amount of shares issued to the amount subscribed, if applicable, subject to the limits provided for by the regulations,
- freely allocate all or part of unsubscribed securities;

8) decides that the Board of Directors will hold the necessary powers, subject to the above limits, to set the conditions for the issue(s) of shares, if appropriate, acknowledge the capital increases arising as a consequence, modify the bylaws accordingly, allocate, at its sole discretion, the cost of the capital increases to the associated share premium account, and deduct from this 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;

9) decides that the Board of Directors may not use this delegation of powers, without the prior authorization of the General Meeting, in the event of a public offering filled by a third party involving Company shares, until the end of such offering;

10) notes that this delegation of authority supersedes, where applicable, the unused portion of any previous delegation with the same purpose.

Resolution twenty-one

Delegation of powers to the Board of Directors to issue ordinary shares giving access, if applicable, to ordinary shares or allotment of debt securities (of the Company or a direct or indirect subsidiary), and/or securities giving access to ordinary shares (of the Company or a direct or indirect subsidiary) without preferential subscription rights by an offer defined in II of Article L. 411-2 of the French Monetary and Financial Code, duration of the delegation, maximum nominal value of the increase in the share capital, issuing price, option to limit the amount of subscriptions or distribute unsubscribed securities, suspension during public offerings

Having considered the Board of Directors' report and the Statutory Auditors' special report, in accordance with the provisions of the French Code of commerce and, in particular, Articles L. 228-129-2, L. 225-136 and L. 225-92 therein, the General Meeting:

1) delegates its powers to the Board of Directors in order to issue the following, in one or several instalments, in the proportions and at the times it deems appropriate, on the French and/or international market, or via a public offering as defined in II of Article L. 411-2 of the French Monetary and Financial Code, either in euros, or in foreign currency, or using any other accounting unit set up by reference to a group of currencies:

   - ordinary shares,
   - and/or ordinary shares giving access to the allocation of other ordinary shares or debt receivables,
   - and/or securities giving access to ordinary shares to be issued,

   In accordance with Article L. 228-93 of the French Code of commerce, securities to be issued may give access to ordinary shares to be issued by any company in which the Company directly or indirectly holds more than 50% of the share capital;

2) sets the validity of this delegation of powers as twenty-six months from this meeting;

3) the total nominal value of the ordinary shares that may be issued pursuant to this delegation of authority may not exceed €95 million (ninety-five million euros), while it is specified that this amount will also be capped at 20% of the capital per year (this limit is appraised on the date on which the Board of Directors decides to use this delegation of authority).

   If applicable, this ceiling may be supplemented by the nominal value of any capital increase required to preserve the rights of holders of securities giving access to the Company's share capital, in accordance with legal provisions and, if applicable, any contractual provisions providing for other types of adjustments.

   The total nominal value of the increases in the share capital which may be generated pursuant to resolution twenty shall be deducted from this ceiling.

   The nominal value of debt securities that may be issued by the Company in application of this delegation of authority may not exceed €1 billion (one billion euros), while it is specified that:

   - this amount shall be deducted from the ceiling of €1 billion (one billion euros) for the issue of debt securities as established in point 4 of resolution nineteen above,
   - this ceiling shall be increased, if applicable, by any repayment premium above par value, and
   - this ceiling does not apply to debt securities which issue would be decided or authorized by the Board of Directors in accordance with Article L. 228-40 of the French Code of commerce;

4) decides to cancel the preferential subscription rights for shareholders to ordinary shares and to securities giving access to the share capital and/or to debt securities subject to this resolution;

5) decides that the amount coming, or due, to the Company for each of the ordinary shares issued as per this delegation of powers, shall be at least equal to the minimum amount required in accordance with the laws and regulations at the time when the Board of Directors implements this delegation, after taking into consideration, in the event standalone warrants are issued, the issue price for these warrants;

6) decides that, in the event the subscriptions do not absorb the entire issue under 1/, the Board of Directors may use the following options:

   - limit the amount of shares issued to the amount subscribed, if applicable, subject to the limits provided for by the regulations,
   - freely allocate all or part of unsubscribed securities;

7) decides that the Board of Directors will hold the necessary powers, subject to the above limits, to set the conditions for the issue(s) of shares, if appropriate, acknowledge the capital increases arising as a consequence, modify the bylaws accordingly, allocate, at its sole discretion, the cost of the capital increases to the associated share premium account, and deduct from this 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;

8) decides that the Board of Directors may not use this delegation of powers, without the prior authorization of the General Meeting, in the event of a public offering filled by a third party involving Company shares, until the end of such offering;

9) notes that this delegation of authority supersedes, where applicable, the unused portion of any previous delegation with the same purpose.

Resolution twenty-two

Authorization to increase the amount of shares issued, suspension during public offerings

Having considered the Board of Directors' report and the Statutory Auditors' special report, the General Meeting decides that for each issue of ordinary shares or securities giving access to ordinary shares decided by virtue of resolutions nineteen to twenty-one herein, the Board of Directors is authorized to increase the number of securities to be issued, under the conditions provided by Articles L. 225-135-1 and R. 225-118 of the French Code of commerce and up to the ceiling set by the General Meeting.

The General Meeting decides that this authorization is valid for a period of twenty-six months from this Meeting.

The General Meeting acknowledges that this delegation of powers supersedes any prior delegation with an identical purpose.

The Board of Directors may not use this authorization, without the prior authorization of the General Meeting, in the event of a public offering filled by a third party, until the end of such offering.

Resolution twenty-three

Resolution twenty-three – Authorization to be granted to the Board of Directors to grant, for free, existing shares and/or shares to be issued in the future to employees and/or certain corporate officers of the Company or of affiliated companies or economic groups, waiver by the shareholders of their preferential subscription rights, duration of the authorization, ceiling, duration of the vesting period, particularly in the event of disability

Having read the Board of Directors' report and the Statutory Auditors' special report, the General Meeting authorizes the Board of Directors to grant, in one or more transactions, pursuant to Articles L. 225-197-1 and L. 225-197-2 of the French Code of commerce, ordinary shares in the Company currently in circulation or that may be issued in the future, to:

- employees of the Company or of companies or economic groups that are directly or indirectly affiliated with it within the meaning of Article L. 225-197-2 of the French Code of commerce;
- and/or corporate officers who meet the criteria set by Article L. 225-197-1 of the French Code of commerce.

The total number of shares granted for free under this authorization may not exceed 2,000,000 (two million) shares.

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 aforementioned number.

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. The General Meeting authorizes the Board of Directors to decide if it wishes to stipulate a lock-up obligation at the end of the vesting period.

Notwithstanding, the permanent share grant shall occur before the end of the vesting period in case of disability of the beneficiary corresponding to the classification in the second and third categories stipulated in Article L. 341-4 of the French Social Security Code.

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.

All powers are granted to the Board of Directors for the purposes of:

- setting the terms and conditions that apply to the grants, especially the performance conditions, recording their fulfillment;
- determining the identity of the beneficiaries and the number of shares granted to each of them;
- where applicable:
  - recording the existence of sufficient reserves and upon each grant transferring to the unavailable reserve account the sums needed to pay up the new shares that are to be granted,
  - when the time comes, recording the capital increase(s) through capitalization of reserves, premiums or profits resulting from the issue of new shares that are permanently granted, setting the dividend date of the future shares, amending the bylaws accordingly, and, more broadly, carrying out all the required actions and formalities,
  - acquiring the shares needed as part of the share buy-back program and allocating them to the share grant plan applying to existing shares,
  - determining the effects on the beneficiaries' rights from transactions changing the capital or shareholders' equity completed during the vesting period and if necessary, adjusting the beneficiaries' rights,
  - deciding whether to set a lock-up obligation at the end of the vesting period and, where applicable, setting its duration and taking all steps needed to ensure that the beneficiaries abide by it,
  - and more broadly, acting within the law to take all actions that the implementation of this authorization requires.

This authorization automatically constitutes a waiver by the shareholders of their preferential subscription right to new shares issued through capitalization of reserves, premiums or profits.

It is granted for a period of twenty-six months as of the date of this Meeting.

Where applicable, it automatically invalidates any prior authorization with the same purpose, in the amount of the unused portion.

Resolution twenty-four

Delegation of powers to the Board of Directors to increase capital by issuing ordinary shares and/or securities giving access to ordinary shares, without preferential subscription rights for beneficiaries of a Company savings plan by application of Articles L. 3332-18 et seq. of the French Labor Code, duration of the delegation, maximum nominal amount of the capital increase, issue price, option to allocate free shares by application of Article L. 3332-21 of the French Labor code

Having read the Board of Directors' report and the Statutory Auditors' special report, and pursuant to Articles L. 225-129-6, L. 225-138-1 and L. 228-92 of the French Code of commerce and L. 3332-18 et seq. of the French Labor Code, the General Meeting:

1) delegates powers to the Board of Directors so that it may, if it deems necessary and at its sole discretion, increase the capital stock in one or several transactions by issuing ordinary shares or securities giving access to ordinary shares, in favor of the beneficiaries of one or several Company or Group savings plans established by the Company and/or by French or foreign companies related 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) cancels the preferential subscription right to the benefit of these individuals, for any shares issued pursuant to this delegation of powers;

3) sets the validity of this delegation of powers as twenty-six months from this General Meeting;

4) limits the maximum nominal value of the capital increase(s) that it may carry out pursuant to this delegation of authority to 2% of the capital stock on the date of this General Meeting, this amount being independent of any other ceiling applicable under other delegations granted for capital increases. If applicable, this ceiling may be supplemented by the nominal value of any capital increase required to preserve the rights of holders of securities giving access to the Company's share capital, in accordance with legal provisions and, if applicable, any contractual provisions providing for other types of adjustments;

5) decides that the share price of securities to be issued, by application of the first paragraph of this delegation of authority, may not be more than 20% lower than the average of the opening price in each of the twenty trading days immediately preceding the decision setting the opening date for the subscription period, or more than 30% lower than the aforesaid average price 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 (or any other maximum percentage stipulated by the legal provisions applicable at the time when the price is set), nor may it be higher than that average;

6) decides, in application of the provisions of Article L. 3332-21 of the French Labor Code, that the Board of Directors may allocate to the beneficiaries defined in the above first paragraph, free shares, existing or to be issued, or other securities giving access to the Company share capital, existing or to be issued, based on (i) the employer contribution, which may be paid in application of the rules for the Company or Group savings plans, and/or (ii), if applicable, the discount;

7) notes that this delegation of authority supersedes, where applicable, the unused portion of any previous delegation with the same purpose.

The Board of Directors may or may not implement this delegation of authority, take all requisite measures and undertake all necessary formalities.

Resolution twenty-five

Powers for formalities

The General Meeting grants full powers to the holder of an original version, copy or extract of this report in order to carry out all disclosure or submission formalities required by law.

Summary of the situation of the Company during fiscal year 2018

2018 Key figures

Sales

€17,524.7m

vs. €16,962,1m in 2017

	Operating Income	EBITDA	Net cash flow
2018	€1,273.9m	€2,140.6m	€528.1m
2017	€1,157.6m	€1,950.9m	€435.3m

Number of employees

114,693

vs 109 275 en 2017

Number of production sites

254

vs 243 in 2017

Number of R&D centers

35

vs 30 in 2017

Investment in innovation

€188m

vs €160m in 2017

GHG emissions (scopes 1 & 2)

40.92 tons eq CO_2 per €m sales

vs 42.12 in 2016

Accidents with lost time per million hours worked (FR0t)

0.95

vs 1 in 2017

Full-year 2018 results (1)

(in € millions)	2017*	2018	Change
Sales	16,962.1	17,524.7	+7.0%**
Operating income	1,157.6	1,273.9	+10.0%
as % of sales	6.8%	7.3%	+50bps
Net income, Group share	599.4	700.8	+16.9%
Net cash flow	435.3	528.1	+21.3%
Net debt at the end of the period	451.5	477.7	+5.8%

* *The implementation of IFRS 15 led to restatements to the 2017 figures as reported in February 2018;*
** *At constant currencies.*

All definitions are explained at the end of this Press Release, under the Section "Definitions of terms used in this document".

All 2018 financial targets achieved despite headwinds in H2

Sales of €17,525 million, up 7.0% at constant currencies and 810bps above worldwide automotive production growth (-1.1%, source: IHS Markit January 2019) vs. guidance of "At least +8% at constant currencies or at least 600bps above worldwide automotive production growth".

- Operating margin of 7.3% of sales with operating income up 10% at 1,274 million vs. guidance of "At least 7.2% of sales".
- Net cash flow of €528 million, up 21.3%, vs. guidance of "Above €500 million".
- Earnings per share of €5.11 with net income, Group share up 17% at €701 million vs. guidance of "Above €5.00".

All 2018 financial targets were achieved despite headwinds in the second half of the year: worldwide automotive production, which was expected to grow by c. 2% until mid-year, declined by 1.1% vs. 2017 (source: IHS Markit January 2019). This deterioration in the second half of the year was mainly driven by Western Europe, impacted by the consequences on production of WLTP, and by China, impacted by an economic slowdown.

Faurecia's capability to meet its 2018 financial targets despite headwinds in the second half demonstrates the resilience of its business model and its agility to adapt to volatile market conditions.

Group operating performance in H2 2018: sales up 3.1% at constant currencies and operating margin at 7.3% (+50bps)

Faurecia's sales reached €8,533 million in H2 2018, up 1.4% on a reported basis and up 3.1% at constant currencies, 750bps above worldwide automotive production growth (-4.4%, source: IHS Markit forecast January 2019)

- By Business Group and at constant currencies: Seating and Clean Mobility were up 6.4% and 4.7% respectively, while Interiors was down 2.3%, impacted by the high base of comparison of H2 2017, which included record high sales of Tooling.
- By region and at constant currencies: Europe was broadly flat (-0.2%), while North America grew by 2.9%, Asia by 11.2% (including China by 13.2%, driven by bolt-ons) and South America by 18.3%.

Faurecia's operating income grew by 9.0% to €627 million in H2 2018; operating margin rose by 50bps, to 7.3% of sales

- All Business Groups improved profitability year-on-year.
- All regions (except Asia, which however continued to post double-digit profitability) improved profitability year-on-year.

(1) Extract of the press release of February 18, 2019. The full press release can be viewed at www.faurecia.com.

Group operating performance in FY 2018: sales up 7.0% at constant currencies and operating margin at 7.3% (+50bps)

Faurecia's sales reached €17,525 million in FY 2018, up 3.3% on a reported basis and up 7.0% at constant currencies, 810bps above worldwide automotive production growth (-1.1%, source: IHS Markit forecast January 2019).

- All Business Groups posted growth at constant currencies: Seating was up 7.6%, Interiors was up 6.0% and Clean Mobility was up 7.2%.
- All regions posted growth at constant currencies: Europe grew by 5.4%, North America by 4.6%, Asia by 13.9% (including China by 13.9%, driven by bolt-ons) and South America by 17.7%.

Bolt-ons contributed to sales growth at constant currencies for €442 million (+2.6%), as detailed on page 2.

Change in currencies had a net negative effect of €631 million (-3.7%), two thirds of which were attributable to the USD (in H1). ARS and BRL.

Faurecia's operating income grew by 10.0% to €1,274 million in FY 2018; operating margin rose by 50bps, to 7.3% of sales, a record profitability for Faurecia.

- All Business Groups improved profitability year-on-year.
- By region: Europe and North America improved profitability, both above 6% of sales, and South America confirmed its turnaround, from an operating loss in 2016 to an operating margin of 1.6% in 2017 and 3.4% in 2018, while Asia confirmed double-digit operating margin at 11.3% of sales, slightly below 2017.

2018 was another strong year for order intake with a record of €63 billion over the last three-year period (2016-2018)

In 2018, Faurecia recorded another strong year of business awards with a three-year rolling order intake (2016-2018) of €63 billion lifetime sales, despite about €4 billion of sourcing decisions postponed to 2019. The Volkswagen Chattanooga Seating business transfer to Faurecia – a US non-consolidated minority business -, which counts for €1.3 billion of lifetime sales, is not included.

This figure demonstrates Faurecia's capability to attract new business and customers and it increases confidence in profitable growth prospects.

Sales and profitability by region

Europe

(51% OF GROUP SALES)

Sales up 5.4% at constant currencies and operating income up 8%, at 6.4% of sales (+20bps year-on-year)

- Sales totaled €8,858 million in 2018 vs. €8,503 million in 2017. They were up 4.2% on a reported basis and up 5.4% at constant currencies, outperforming by 660bps automotive production in Europe (incl. Russia) (-1.2%, source: IHS Markit January 2019).

  Sales included a negative impact of €107 million (-1.3%) from currencies (mostly the Russian ruble and the Turkish lira) and a positive contribution of €56 million (+0.7%) from bolt-ons (Hug Engineering).

  About 2/3 of sales growth at constant currencies came from Seating, notably with the successful PSA 3008 and 5008 models and the complete seats business in Lozorno for VW (Audi Q8, VW Touareg and Porsche Cayenne). Interiors and Clean Mobility contributed equally in the full-year.
- Operating income reached €565.9 million in 2018 (vs. €524.0 million in 2017), representing 6.4% of sales, an increase of 20bps year-on-year, with an improvement in both H1 and H2, despite lower sales year-on-year in H2.

North America

(25% OF GROUP SALES)

Sales up 4.6% at constant currencies and operating income up 16%, at 6.5% of sales (+90bps year-on-year)

- Sales totaled €4,474 million in 2018 vs. €4,473 million in 2017. They were almost flat on a reported basis and up 4.6% at constant currencies, outperforming by 520bps automotive production in North America (-0.6%, source: IHS Markit January 2019).

  Sales included a negative impact of €207 million (-4.6%) from the US dollar.

- Sales growth at constant currencies was driven by Interiors (mostly attributable to FCA with the new RAM models and the gradual normalization of Tesla Model 3 production) and Clean Mobility (also mostly attributable to FCA with the new RAM models). Seating was down year-on-year, impacted by the fire disaster at the Meridian Magnesium plant in H1 and by the expected and gradual phase-out of the Daimler GLE/GLS starting in H2.
- Operating income reached €289.7 million in 2018 (vs. €249.6 million in 2017), representing 6.5% of sales, an increase of 90bps year-on-year, with significant improvement in both H1 and H2.

Asia

(19% OF GROUP SALES, INCL. CHINA REPRESENTING 77% OF THE REGION'S SALES I.E. 14% OF GROUP SALES)

Sales up 13.9% at constant currencies and operating income up 8%, at 11.3% of sales (-30bps year-on-year)

- Sales totaled €3,257 million in 2018 vs. €2,933 million in 2017. They were up 11.1% on a reported basis and up 13.9% at constant currencies, strongly outperforming automotive production in Asia (-1.5%, source: IHS Markit January 2019).

  Sales included a negative impact of €85 million (-2.9%) from currencies (mostly the Chinese yuan) and a positive contribution of €386 million (+13.2%) from bolt-ons (two JVs with Wuling + BYD + Coagent).

  Growth at constant currencies was mainly driven by Seating and by sales to Chinese OEMs, which amounted to €716 million, up 107% at constant currencies, representing 29% of sales in China. Total sales in China amounted to close to €2.5 billion, up 13.9% at constant currencies. They represented 77% of the region's sales and 14% of Group sales.

- Operating income reached €367.0 million in 2018 (vs. €339.2 million in 2017), representing 11.3% of sales, a decrease of 30bps year-on-year.

South America

(4% OF GROUP SALES)

Sales up 17.7% at constant currencies and operating income up 92%, at 3.4% of sales (+180bps year-on-year)

- Sales totaled €714 million in 2018 vs. €794 million in 2017. They were down 10.0% on a reported basis and up 17.7% at constant currencies, strongly outperforming automotive production in South America (+3.1%, source: IHS Markit January 2019).

  Sales included a negative impact of €220 million (-27.7%) from currencies (almost equally split between the Argentine peso and the Brazilian real).

  Sales growth at constant currencies was mainly driven by Seating and Clean Mobility.

- Operating income reached €24.6 million in 2018 (vs. €12.8 million in 2017), representing 3.4% of sales, an increase of 180bps year-on-year. This confirms the turnaround of operations in South America, which were loss-making in 2016.

Sales and profitability by Business Group

Seating

(43% OF GROUP SALES)

Sales up 7.6% at constant currencies and operating income up 11%, at 6.0% of sales (+30bps year-on-year)

- Sales totaled €7,438 million in 2018 vs. €7,129 million in 2017. They were up 4.3% on a reported basis and up 7.6% at constant currencies, outperforming by 870bps worldwide automotive production growth (-1.1%, source: IHS Markit January 2019).

  Sales included a negative impact of €237 million (-3.3%) from currencies and a positive contribution of €225 million (+3.2%) from bolt-ons.
- By region and at constant currencies:
  - Asia and South America grew by double-digits, respectively by 30.7% and 34.5%;
  - Europe grew by 7.7%, mostly driven by PSA and VW;
  - North America was down 6.9%, impacted by the fire disaster at the Meridian Magnesium plant in H1 and by the expected and gradual phase-out of the Daimler GLE/GLS starting in H2.
- Operating income reached €448.5 million in 2018 (vs. €404.4 million in 2017), representing 6.0% of sales, an increase of 30bps year-on-year.

Interiors

(31% OF GROUP SALES)

Sales up 6.0% at constant currencies and operating income up 9%, at 6.0% of sales (+40bps year-on-year)

- Sales totaled €5,472 million in 2018 vs. €5,367 million in 2017. They were up 1.9% on a reported basis and up 6.0% at constant currencies, outperforming by 710bps worldwide automotive production growth (-1.1%, source: IHS Markit January 2019).

  Sales included a negative impact of €220 million (-4.1%) from currencies and a positive contribution of €160 million (+3.0%) from bolt-ons.

  All regions contributed to growth at constant currencies:
  - Europe: +2.8%;
  - North America: +14.4%;
  - Asia: +8.2%;
  - South America: +5.7%.
- Operating income reached €325.6 million in 2018 (vs. €299.8 million in 2017), representing 6.0% of sales, an increase of 40bps year-on-year.

Clean Mobility

(26% OF GROUP SALES)

Sales up 7.2% at constant currencies and operating income up 10%, at 10.8% of sales (+60bps year-on-year)

- Sales totaled €4,615 million in 2018 vs. €4,466 million in 2017. They were up 3.3% on a reported basis and up 7.2% at constant currencies, outperforming by 830bps worldwide automotive production growth (-1.1%, source: IHS Markit January 2019).

  Sales included a negative impact of €174 million (-3.9%) from currencies and a positive contribution of €56 million (+1.3%) from bolt-ons.

  All regions contributed to growth at constant currencies:
  - Europe: +5.4%;
  - North America: +10.9%;
  - Asia: +2.3%;
  - South America: +37.2%.
- Operating income reached €499.8 million in 2018 (vs. €453.4 million in 2017), representing 10.8% of sales, an increase of 60bps year-on-year.

Net income (Group share) up 17% to €701 million EPS up 17% to €5.11

Group operating income stood at €1,273.9 million, up 10% compared with €1,157.6 million in 2017.

- Amortization of intangible assets acquired in business combinations: net charge of €10.9 million vs. a net charge of €1.2 million in 2017; the increase mainly reflected Coagent for €6.7 million and Hug Engineering for €3.4 million.
- Restructuring costs: net charge of €100.8 million vs. a net charge of €85.0 million in 2017; the increase mainly reflected the measures taken to adapt to a worsening environment in H2 2018.
- Other non-recurring operating income and expenses: net charge of €46.5 million vs. a net charge of €11.2 million in 2017; in 2018, they included a charge of €16.9 million due to the wind-down of activities in Iran and a charge of €8.8 million due to the settlement of anti-trust actions.
- Net financial result: net charge of €163.8 million vs. a net charge of €131.3 million in 2017; in 2018, it included a charge of €20.1 million due to a loan depreciation related to Amminex, a charge of €5.7 million due to hyper-inflation in Argentina and a charge of €5.5 million due to the refinancing operations that took place in H1 2018
- Income tax: net charge of €190.0 million (20.0% of pre-tax income) vs. a net charge of €260.7 million in 2017 (28.1% pf pre-tax income); in 2018, it included the recognition of deferred tax assets in France and the expected tax rate in 2019 should be back to a normalized level of 25%.
- Share of net income of associates: profit of €31.4 million vs. a profit of €34.6 million in 2017.

Net income from continued operations was a profit of €793.3 million, up 13% vs. a profit of €702.9 million in 2017.

In 2017, net income included a limited charge of €7.4 million, due to a minor adjustment to the disposal of the Automotive Exteriors business that took place in 2016.

Net income before minority interests was a profit of €793.3 million, up 14% vs. a profit of €695.5 million in 2017.

Minority interests amounted to €92.5 million vs. €96.1 million in 2017.

Net income (Group share) was a profit of €700.8 million, up 17% vs. a profit of €599.4 million in 2017.

Earnings per share (basic) stood at €5.11, up 17% vs. €4.37 in 2017.

Sound financial structure and strong financial flexibility

EBITDA stood at €2,140.6 million, up 10% vs. €1,950.9 million in 2017.

- Capital expenditure was an outflow of €673.3 million vs. an outflow of €738.6 million in 2017, thanks to improved standardization and asset re-use as well as sales and lease-back operations.
- Capitalized R&D was an outflow of €592.7 million vs. an outflow of €647.9 million in 2017.
- Change in working capital requirement was an inflow of €80.3 million vs. an inflow of €337.5 million in 2017, reflecting tight control of all items.
- Change in factoring was an outflow of €61.4 million (factoring reduced to €977 million at December 31, 2018) vs. an outflow of €7.0 million in 2017.
- Restructuring represented an outflow of €93.4 million vs. an outflow of €88.3 million in 2017.
- Net financial expense was an outflow of €107.8 million vs. an outflow of €124.5 million in 2017.
- Income tax was an outflow of €260.9 million vs. an outflow of €286.5 million in 2017.

Net cash flow stood at €528.1 million, up 21% vs. €435.3 million in 2017, representing 3.0% of sales vs. 2.6% of sales in 2017.

- Dividend paid (incl. minorities) was an outflow of €210.6 million (€151 million to Faurecia shareholders + €60 million to minorities) vs. an outflow of €186.1 million in 2017.
- Share purchase was an outflow of €47.8 million vs. an outflow of €40.1 million in 2017.
- Net financial investments and other cash elements was an outflow of €295.8 million vs. an outflow of €319.2 million in 2017. The 2018 outflow mainly included the increase to 100% in Parrot Automotive and the acquisition of Hug Engineering and BYD, while the 2017 outflow mainly included the initial investment in Parrot Automotive, the increase from 35% to 51% in the JV for the FCA-Pernambuco plant and the 50.1% stake in Coagent.

At December 31, 2018, the Group's net financial debt stood at €477.7 million vs. €451.5 million at December 31, 2017. It represented 0.2x EBITDA, a stable ratio year-on-year.

As regards its financing, Faurecia continued to be active in 2018 in order to strengthen its financial structure and flexibility, while extending its debt maturity, improving economic conditions and securing the financing of the projected Clarion acquisition:

- in February and March, Faurecia issued €700 million senior notes due 2025 at 2.625% and used the proceeds of these notes, together with available cash, to redeem all of its €700 million Senior notes due 2022 at 3.125%;
- in June, Faurecia improved the conditions and extended the maturity of its undrawn €1.2 billion Syndicated Credit Facility, from June 2021 to June 2023, with two optional one-year extensions;
- in October, Faurecia secured the financing of the projected Clarion acquisition through a one-year bridge loan with option to renew twice 6 months at Faurecia's initiative;
- in December, issued €700 million of *Schuldscheindarlehen*, with maturities between 4 and 6 years (average 5 years) and an average margin of less than 180bps (complementary refinancing to take place after the acquisition).

Through recent refinancing operations, Faurecia has secured an average long-term cost of financing below 3% and has no significant long-term debt repayment before June 2023.

- Over 70% of gross debt secured through bonds: €700 million bonds issued in June 2016 at 3.625% (maturity June 2023, callable June 2019) and €700 million bonds issued in February 2018 at 2.625% (maturity June 2025, callable June 2021).
- Strong financial flexibility through an undrawn €1.2 billion syndicated credit facility with maturity June 2023.
- Significantly improved terms and conditions through recent refinancing operations.
- Faurecia remains attentive to market opportunities to further strengthen its financial structure.

Faurecia's ratings and outlook were confirmed by all three rating agencies after the announcement of the project to acquire Clarion.

Clarion Acquisition

On October 26, 2018, Faurecia announced its project to acquire Clarion, a major Japanese supplier of in-vehicle-infotainment (IVI), full digital audio systems, HMI and advanced driver assistance systems, connectivity and cloud-based services (see Press release on www.faurecia.com).

This acquisition will reinforce Faurecia's offer for cockpit systems integration and accelerate its strategy to become a leader in cockpit electronics.

On January 30, 2019, following clearance from anti-trust authorities, Faurecia launched its tender offer for the acquisition of all shares of Clarion at a price of 2,500 yens per share. Pursuant to the agreement signed on October 26, 2018, Hitachi tendered all of its shares, representing 63.8% of the share capital of Clarion, to Faurecia's offer. Clarion shareholders have tendered in total 95.2% of their shares to the offer launched by Faurecia. The tender offer, closed on February 28, 2019, has been followed by a squeeze out at the end of which Hennape Six SAS has acquired on March 28, 2019, the remaining Clarion shares (excluding treasury shares).

Since then, Faurecia created a new Business Group headquartered in Japan, named "Faurecia Clarion Electronics" regrouping Clarion, Parrot Faurecia Automotive and Coagent. This Business Group will employ almost 9,200 people, including more than 1,650 engineers, and should generate over €2 billion of sales by 2022.

Impact of IFRS 16

As from January 1, 2019, Faurecia's accounts will apply the IFRS 16 new standard on lease.

As a consequence, all lease contracts will be accounted for in the balance sheet with a "Right to Use" the asset as an asset and a corresponding debt representing the obligation to pay the future leases.

Faurecia will be using the simplified retrospective method, according to which there will be no pro-forma of the previous year.

The impact of IFRS 16 on Faurecia net debt as of January 1, 2019 is expected to be an increase of between €650 million and €700 million.

The other main indicators that will be impacted are:

- EBITDA = strong improvement;
- Operating Income = improvement;
- Finance costs = deterioration;
- Net cash flow = improvement.

Outlook

On February 18, 2019, along with the release of its full-year 2018 results, Faurecia announced its full-year 2019 financial targets and confirmed them on April 23, along with the release of its first-quarter 2019 sales.

These targets are based on Faurecia's assumption that worldwide automotive production should be down 1% in 2019 vs. 2018, with a difficult first half and growth resuming in the second half.

Based on this assumption and including the impact of IFRS16 implementation as of January 1, 2019, Faurecia's full-year 2019 financial targets are:

- **Sales growth at constant currencies should outperform worldwide automotive production by 150 to 350bps (excluding Clarion consolidation);**

  2019 sales outperformance is impacted by the one-off effect of the end of production of two Seating programs in North America and Europe (representing c. 200bps of sales growth). Seating will resume growth in 2020 and further accelerate in 2021 due to the start of production of major global frame programs. This will result in an average yearly sales growth for the Seating activity of 600 to 800bps (at constant currencies) between 2019 and 2021.

- **Operating income should increase in value and operating margin should be at least 7% (including Clarion consolidation as from April 1);**
- **Net cash flow should be at least €500m (including Clarion consolidation as from April 1).**

As regards its medium-term objectives, Faurecia also announced that a Capital Markets Day will be held on November 26, during which will be presented:

- **Strategic roadmap and medium-term objectives for the new Business Group "Faurecia Clarion Electronics" integrating Clarion, Parrot Automotive and Coagent;**
- **New medium-term Group objectives.**

  Due to the change in Group perimeter, effective as from April 1, the previous financial targets for 2020 that were presented at the Capital Markets Day of May 15, 2018 are no longer relevant.

Definitions of terms frequently used:

1. Operating income

Operating income is the Faurecia group's principal performance indicator. It corresponds to net income of fully consolidated companies before:

- amortization of intangible assets acquired in business combinations;
- other non-recurring operating income and expense, corresponding to material, unusual and non-recurring items including reorganization expenses and early retirement costs, the impact of exceptional events such as the discontinuation of a business, the closure or sale of an industrial site, disposals of non-operating buildings, impairment losses recorded for property, plant and equipment or intangible assets, as well as other material and unusual losses;
- income on loans, cash investments and marketable securities; Finance costs;
- other financial income and expense, which include the impact of discounting the pension benefit obligation and the return on related plan assets, the ineffective portion of interest rate and currency hedges, changes in value of interest rate and currency instruments for which the hedging relationship does not satisfy the criteria set forth in relationship cannot be demonstrated under IAS 39, and gains and losses on sales of shares in subsidiaries;
- taxes.

2. Net cash flow

Net cash flow is defined as follow: Net cash from (used in) operating and investing activities less (acquisitions)/disposal of equity interests and businesses (net of cash and cash equivalents), other changes and proceeds from disposal of financial assets.

3. Net financial debt

Net financial debt is defined as follow: Gross financial debt less cash and cash equivalents and derivatives classified under non-current and current assets.

Presentation of the Board of Directors and proposed evolutions

Presentation of the Board of Directors

The Board of Directors oversees Faurecia's business, financial and economic strategies. This 15-member body, including 8 independent board members and 2 employee representatives, meets at least four times a year.
Three Committees are tasked with the preparation of discussions on specific topics: the **Audit Committee**, the **Governance Committee** and the **Management Committee**. They make proposals and recommendations and give advice in their fields of expertise.

		Age	Nationality	Committees
Executive Corporate Officer	Patrick KOLLER *Chief Executive Officer and board member*	59	French-German	-
Independent Board Members	Michel de ROSEN *Chairman of the Board of Directors*	67	French	Chairman of the Governance Committee
	Éric BOURDAIS DE CHARBONNIÈRE	79	French	Governance Committee
	Odile DESFORGES	68	French	Chairwoman of the Audit Committee
	Hans-Georg HÄRTER	73	German	Management Committee
	Linda HASENFRATZ	52	Canadian	Chairwoman of the Management Committee
	Penelope HERSCHER	58	American	Management Committee
	Valérie LANDON	56	French	Audit Committee
	Bernadette SPINOY	56	Belgian	Governance Committee
Board Members Affiliated With the Shareholder PSA	Olivia LARMARAUD	60	French	Audit Committee
	Grégoire OLIVIER	58	French	-
	Robert PEUGEOT	68	French	Management Committee
	Philippe de ROVIRA	45	French	Governance Committee
Board Members Representing Employees	Daniel BERNARDINO	48	Portuguese	-
	Emmanuel PIOCHE	53	French	-

60 AVERAGE AGE	4 years, 2 months AVERAGE SENIORITY	8 INDEPENDENT BOARD MEMBERS (1)	2 BOARD MEMBERS REPRESENTING EMPLOYEEs
6 NATIONALITIES	6 FEMALE BOARD MEMBERS	97.83% ATTENDANCE RATE AT BOARD MEETINGS	100% ATTENDANCE RATE AT COMMITTEE MEETINGS

(1) Excluding Board members representing employees.

Expertise at the service of strategy

With their diverse backgrounds, experience and skills, Faurecia's Board members offer the Group their expertise, support it in defining its strategy and tackling the challenges that it faces, within the context of the Group's transformation and new strategic orientations.

Principal areas of expertise and experience of the Board members as of December 31, 2018

Experience in Faurecia's core businesses	Banking / Finance / Risk management	Artificial intelligence / Digital
Automotive technologies	Industry	Governance / Management of large companies
International experience	CSR	Specific knowledge of a geographic market

Profiles of the Board members candidates whose appointment is put to the vote

Yan Mei

Ms. Yan Mei is Senior Partner, Chair of China – Brunswick group (China) where she overseas Brunswick's China business and acts as a counselor to senior executives.

She holds a MA and M-Phil degree in International Relations and Political Science respectively from Columbia University, New-York, and a Master in Advanced Russian Area Studies from Hunter College at the City University of New York. She also holds a Bachelor of Arts degree in Russian Language and Literature from Beijing Normal University.

She started her career as a journalist for ITN Channel 4 News from 1988 to 1990.

From 1991 to 2001, she worked as International Assignment Editor and later the Head of China Desk at CNN (USA). From 2001 to 2005, she joined Turner International Asia Pacific as Vice President. From 2005 to 2009, she held the position of Chief Strategy Officer and Chief Representative at News Corp (Beijing).

Before joining Brunswick group in 2013, she was Managing Director of MTV Networks Greater China and Chief Representative of Viacom Asia (Beijing).

Ms. Yan Mei, of Chinese nationality, will be 63 years old on the date of the General Meeting.

Ms. Yan Mei's business address is that of the Company.

Main positions currently held

- Senior Partner, Chair of China – Brunswick group (China).

Other current positions and corporate offices

- Senior Advisor at KKR & Co. Inc. since March 2019;
- Vice-Chair of the Board of the Golden Bridges Foundation;
- Member of the 2005 Committee;
- Member of the China Women's Club;
- Member of the Western Returned Scholars Association;
- Regular speaker at preeminent events, including the Hamburg Summit and POWER Shanghai.

Positions and corporate offices held within the last 5 years and which have expired

-

Dr. Peter Mertens

Dr. Peter Mertens is an Executive at Audi.

After completing his studies of Production Engineering at the Ostwestfalen-Lippe University of Applied Sciences, he earned a Master of Sciences degree in Industrial Engineering and Operations Research from Virginia Polytechnic Institute in the United States in 1985.

From 1985 to 1990, he supervised the Technology Transfer Department at the University of Kaiserlautern (Germany) and received his Dr.-Ing. (Doctor of Engineering) degree.

In 1990, Dr. Peter Mertens started his career in the automotive industry. He held multiple management positions with Mercedes-Benz AG, prior to taking over management of Tegaron Telematics GmbH, a joint venture of Daimler Chrysler Services AG and Deutsche Telekom AG, in 1996.

In 2002, he joined Adam Opel AG as Executive Director for midsize and large product lines. In 2004, he became responsible for the compact product lines of General Motors Europe and, starting in 2005, for all compact product lines of General Motors worldwide.

In 2010, he joined the Management Board of Jaguar Land Rover and managed the Corporate Quality for the entire Tata Motors group, including the Jaguar Land Rover Brand.

From March 2011, he assumed responsibility for research and development as Senior Vice President, Research and Development for the Volvo Car group (Göteborg, Sweden).

In May 2017, Dr. Peter Mertens was appointed Chief Technical Officer of Audi.

Dr. Peter Mertens, of German nationality, will be 58 years old on the date of the General Meeting.

Dr. Peter Mertens will be appointed Board member of Faurecia at the next Combined General Meeting, with effect on November 1, 2019. At this date, he will have left the Audi group.

Dr. Peter Mertens' business address is that of the Company.

Main positions currently held

- Executive at Audi (until October 31, 2019).

Other current positions and corporate offices

-

Positions and corporate offices held within the last 5 years and which have expired

- Member of the Management of AUDI AG, Germany (from May 2017 till September 2018);
- Senior Vice-President, Research and Development for the Volvo Car group, Göteborg, Sweden (from March 2011 to 2017).

Denis Mercier

Mr. Denis Mercier is Deputy Chief Executive Officer of Fives group, member of its Executive Committee.

He is an engineering graduate from the French Flying School (1979).

From 1979 to 2008, he holds various positions within the French Air Armée.

After having been Commandant of the French Flying Scholl at Salon de Provence (France) from 2008 to 2010, he becomes principal private secretary of the French Minister of Defense from 2010 to 2012.

Between 2012 and 2015, he holds the position of Chief of Staff of the French Air Armee and is raised to the rank of General of the Air Force.

From 2015 to September 2018, he holds the position of Supreme Allied Commander of the NATO's Transformation and joins Fives group in October 2018.

Mr. Denis Mercier was made *Grand Officier Légion d'honneur* and *Officier de l'Ordre national du Mérite* by ghe French government.

Of French nationality, he will be 59 years old on the date of the General Meeting.

Mr. Denis Mercier's business address is that of the Company.

Main positions currently held

- Deputy Chief Executive Officer of Fives group, member of its Executive Committee.

Other current positions and corporate offices

- Chairman of the Board of Fives Vostok;
- Board member of Fives Engineering Shanghai Co., Ltd;
- Board member of Fives Automation & Processing Equipment Co., Ltd;
- Board member of *École de l'Air (EPSCP)*.

Positions and corporate offices held within the last 5 years and which have expired

Supreme Allied Commander of the NATO's Transformation (Norfolk naval base – USA), from 2015 to September 2018.

Profiles of the Board members whose cooptation is put to the vote

Philippe de Rovira

Mr. Philippe de Rovira is Chief Financial Officer of Groupe PSA since August 2018 and a member of the Executive Committee.

He graduated from ESSEC Business School.

He began his career in Groupe PSA in 1988 as an internal auditor, following which he held a number of financial or commercial pooistions including Head of Group Control. From August 1, 2017 to August 1, 2018, he was Vice President Finance, Chief Financial Officer and Member of the Management Board of Opel Automobiles GhmH.

Other positions and corporate offices in 2018 outside of Faurecia

FRENCH LISTED COMPANIES

- Chief Financial Officer of Groupe PSA, Member of the Executive Committee.

FRENCH UNLISTED COMPANIES

- Chairman of Autobiz.
- Board member of Automobiles Citroën.
- Board member of Banque PSA Finance.

FOREIGN LISTED COMPANIES

-

FOREIGN UNLISTED COMPANIES

- Board member of PSA International S.A.

Positions and corporate offices held within the last five years and which have expired (2014-208)

- Vice President Finance, Chief Financial Officer and Member of the Management Board of Opel Automobiles GmbH (August 2017-August 2018).

Grégoire Olivier

Mr Grégoire Olivier has been General Secretary of Groupe PSA since January 2018 and a member of the Executive Committee.

He is a graduate of *École Polytechnique*, holds an engineering degree from *École des Mines de Paris* and an MBA from the University of Chicago.

After holding several positions within Pechiney and Alcatel between 1991 and 2001, he led Sagem between 2001 and 2006. He was appointed Chairman and Chief Executive Officer of Faurecia in 2006. He joined Groupe PSA in 2007 as a member of the Managing Board and Executive Vice President of the Automobile Programs and Strategy department and became Executive Vice President, China and ASEAN. In September 2016, he joined the Executive Committee and became Executive Vice President of Mobility Services.

Other positions and corporate offices in 2018 outside of Faurecia

FRENCH LISTED COMPANIES

- General Secretary of Groupe PSA and member of the Executive Committee.

FRENCH UNLISTED COMPANIES

- Board member of Automobiles Peugeot (since février 2018).
- Permanent Representative of Peugeot S.A., Board member of Automobiles Citroën (since February 2018).

FOREIGN LISTED COMPANIES

-

FOREIGN UNLISTED COMPANIES

- Board member of PCMA Holding B.V. – Netherlands - (since July 2018).
- Board member of Peugeot Citroën Automoviles Espana S.A. - Spain - (since June 2018).

Positions and corporate offices held within the last five years and which have expired (2014-208)

- Member of the Managing Board, Executive Vice President China and ASEAN, Groupe PSA (from 2010 to 2016).
- Executive Vice President of Mobility Services, Groupe PSA (from September 2016 to January 2018).
- Board member of DPCA, CAPSA.
- Board member of EYSA-PSA Smart City Mobility Services S.A. -Spain- (from 2016 to 2018).

Request for documents and additional information

(Article R. 225-88 of the French Code of commerce)

To be sent by Thursday, May 23, 2019,
at the latest to:

Caceis Corporate Trust
Service Assemblées Générales Centralisées
14, rue Rouget de Lisle -92862 Issy-les-Moulineaux Cedex 9, France

I, the undersigned: ❐ Mr. ❐ Ms.

Last name: ....

First name(s): ....

Address: ....

....

....

request the documents and information relating to the **Combined General Meeting of May 28, 2019**, as specified in Article R. 225-83 of the French Code of commerce.

Signed in: ...., on : 2019

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 Code of commerce, 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 Code of commerce 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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