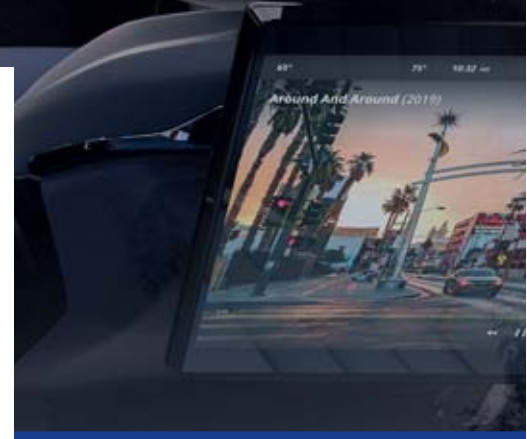




Convening notice

Combined shareholders' meeting

Friday, June 26, 2020, at 10:00 am, behind closed doors
at the registered office of FAURECIA
23-27, avenue des Champs-Pierreux
92000 Nanterre



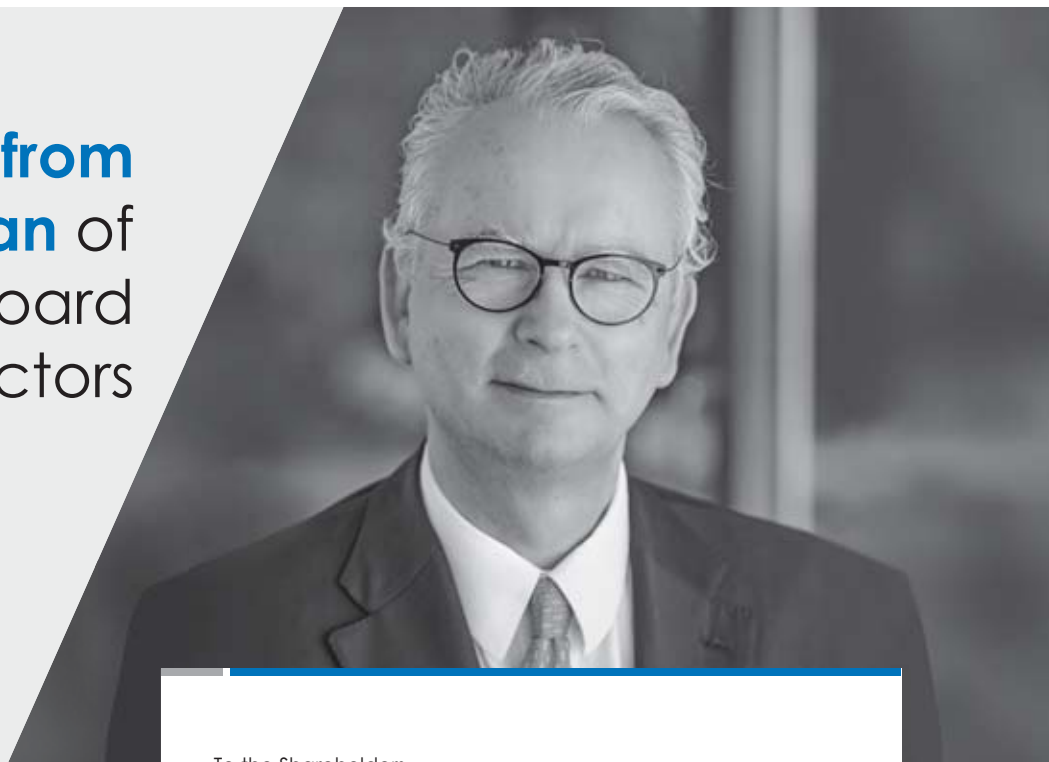
faurecia
inspiring mobility

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

Message from the Chairman of the Board of Directors



To the Shareholders,

The General Meeting is, as you know, a special opportunity for listening and dialogue between shareholders and the Company.

In the very particular context of the sanitary crisis related to Covid-19 we are going through, we decided to postpone our General Meeting by one month, from May 29, 2020 to June 26, 2020, in order to have more visibility on this developing situation and on the ways to organize our General Meeting.

In light of the situation and in order to protect the Group employees and shareholders' health and safety, we decided, pursuant to the provisions of Order n°2020-321 of March 25, 2020, to hold the General Meeting behind closed doors, without the physical presence of the shareholders and persons entitled to attend it.

We have taken all the necessary steps to organize this General Meeting under the best possible conditions, which will be broadcast live on our website. Moreover, to facilitate the exercise of your most fundamental shareholder right, i.e. your right to vote, we have set up, as of this year, the vote prior to the General Meeting using the secure VOTACCESS internet platform. The detailed ways to exercise the voting right prior to the General Meeting are set out in this brochure.

I wish to thank you, on behalf of the Board of Directors, for your trust, both during the past year and the coming year, while we address the challenges of our industry and of your Company.

Michel de Rosen
Chairman of the Board of Directors

How to attend the general meeting?

WARNING: COVID-19

The sanitary crisis linked to the Covid-19 pandemic has led the Company to review the usual arrangements for the General Meeting to ensure that this event takes place in complete safety.

As indicated in the message from the Chairman of the Board, the Company's General Meeting will be held behind closed doors, without the physical presence of the shareholders and persons entitled to attend it.

In this context, shareholders are invited to vote, using the voting form either by postal service or on the internet with the secure voting platform VOTACCESS, or by giving a proxy to the Chairman of the General Meeting or to a third party.

Shareholders are reminded they have the option to ask written questions pursuant to the modalities detailed in item 5 "Written questions" below. It will not be possible to ask oral questions, amend resolutions or propose new resolutions during the General Meeting.

Shareholders are also asked to regularly consult the section dedicated to the General Meeting 2020 on the Group's website (www.faurecia.com).

The General Meeting will be broadcast live on the Group's website (www.faurecia.com).

Ways to participate in the General Meeting in the context of the state of health emergency related to Covid-19 and the restrictions imposed on holding General Meetings

As the General Meeting of June 26, 2020 will be held without shareholders and other persons entitled to attend physically, no admission card will be issued for this General Meeting.

Consequently, shareholders may not physically attend the General Meeting, nor will they be able to be physically represented by another individual. Shareholders are therefore invited to use a postal vote or give a proxy to the Chairman of the General Meeting or to any individual or legal entity of their choice according to the terms set forth in Article L. 225-106-1 of the French Code of commerce.

As a preliminary reminder, for any proxy without indication of a proxy holder, the Chairman of the General Meeting will vote in favor of the adoption of the draft resolutions presented or approved by the Board of Directors, and will vote against all other draft resolutions.

1) Who may attend the Meeting

Shareholders may take part in the General Meeting regardless of the number of shares they own. The right to participate in the General Meeting is justified by registration of the shares in the name of the shareholder or the intermediary registered on his/her behalf on the second business day preceding the General Meeting, i.e. June 24, 2020 at 0:00, Paris time:

- either in the registered share accounts held on behalf of the Company by Caceis Corporate Trust; or
- in the bearer share accounts held by the authorized intermediary. This registration must be evidenced by an attendance certificate issued by the authorized intermediary and attached to the postal voting or proxy form.

2) Postal vote or postal proxy form sent by postal service

Shareholders may choose among the options available in the single form attached hereto, in the manner described below and as illustrated in the following section of the convening notice "How to complete the postal vote or proxy vote form", by checking the corresponding box:

- for registered shareholders: proxy and postal voting forms are automatically sent to pure or administered registered shareholders by mail;
- for holders of bearer shares, the proxy and postal voting forms will be sent on written request received by Caceis Corporate Trust – Direction des Opérations - Assemblées Générales – 14, rue Rouget de Lisle – 92130 Issy-les-Moulineaux, France, no later than six days before the date of the Meeting.

For any proxy, you shall send Caceis Corporate Trust a written and signed proxy, in particular using the form attached to this notice, indicating your last name, first name and address and, if appointing any individual or legal entity of your choice as your proxy, the last name, first name and address of that proxy, accompanied by a photocopy of your identity document and that of your proxy.

For postal votes: to be recorded, the duly completed and signed form should be returned to Caceis Corporate Trust – Direction des Opérations - Assemblées Générales – 14, rue Rouget de Lisle – 92130 Issy-les-Moulineaux, France, and received no later than three days before the date of the Meeting, i.e., by the end of the day on June 23, 2020.

For proxies: only duly signed and completed notifications to appoint or revoke proxies received by Caceis Corporate Trust – Direction des Opérations - Assemblées Générales – 14, rue Rouget de Lisle - 92130 Issy-les-Moulineaux, France will be taken into account at the latest:

- three days before the date of the General Meeting, i.e. June 23, 2020, for instructions on proxies given to the Chairman of the Meeting (or without indication of proxy);
- four days before the date of the General Meeting, i.e. June 22, 2020, for instructions on proxies given to a nominated person. The proxy must send his/her exercise instructions on the proxies he/she holds to Caceis Corporate Trust at the following e-mail address: ct-mandataires-assemblees@caceis.com, using the form of the form provided for in Article R. 225-76 of the French Code of commerce no later than the fourth day preceding the date of the Meeting.

3) **Postal vote or proxy through electronic means**

Given the sanitary crisis related to Covid-19, electronic voting is strongly advised.

Shareholders may send their instructions to vote, appoint or revoke a proxy by internet before the General Meeting, on the VOTACCESS website dedicated to the General Meeting, under the conditions described hereafter:

- for registered shareholders (pure and administered): the registered shareholder may access the VOTACCESS site through the OLIS Shareholder site at <https://www.nomi.olisnet.com>.
 - pure registered shareholders should connect to the OLIS Shareholder site with their usual access codes,
 - administered registered shareholders should connect to the OLIS Shareholder with the Internet access code set out in the voting form or in the electronic notice.

After connecting to the OLIS Shareholder site, they should follow the instructions on the screen.

- for bearer shareholders: it is the responsibility of bearer shareholders holding at least one share to inquire whether their account holding institution is connected to the VOTACCESS website and, if so, to read the conditions of use of the VOTACCESS website:
 - if the shareholder's account holding institution is connected to the VOTACCESS website, the shareholder should identify himself/herself on the internet portal of his/her account holding institution with his/her usual access codes. He/she should then follow the instructions on the screen to access the VOTACCESS site and vote or appoint or revoke a proxy. Only bearer shareholders whose account holding institution has access to the VOTACCESS site may vote (or appoint or revoke a proxy) online,

- if the shareholder's account holding institution is not connected to the VOTACCESS site, the notice of the appointment and revocation of a proxy may nevertheless be completed electronically in accordance with the provisions of Article R. 225-79 of the French Code of commerce by sending an email to the following address: ct-mandataires-assemblees@caceis.com. This email must include as an attachment a scanned copy of the proxy voting form specifying the last name, first name, address and full bank references of the shareholder as well as the last name, first name and address of the appointed or revoked proxy, together with the attendance certificate issued by the authorized intermediary.

It is specified that:

- the option for postal voting, or giving notice of appointments or revocations of proxies to the Chairman (or without indication of a proxy) will end the day before the General Meeting at 3:00 pm, Paris time;
- the option of giving notice of appointments or revocations of proxies to a nominated person will end on the fourth day preceding the date of the General Meeting, i.e. June 22, 2020. The proxy must send his/her exercise instructions on the proxies he/she holds to Caceis Corporate Trust at the following e-mail address: ct-mandataires-assemblees@caceis.com, using the form of the form provided for in Article R. 225-76 of the French Code of commerce no later than the fourth day preceding the date of the Meeting.

The VOTACCESS site for the General Meeting on June 26, 2020 will be open as of June 5, 2020.

In order to avoid any possible overload of the VOTACCESS website, it is recommended that shareholders not wait until the last few days to enter their instructions. This recommendation is even stronger this year, since the sanitary situation has led to changes in the ways to participate in General Meetings.

As an exemption from III of Article R. 225-85 of the French Code of commerce and for which a bylaws provision is not required, a shareholder who has already cast a postal vote, sent a proxy or requested an attendance certificate under the conditions provided for in the last sentence of II of the same Article may choose another way to participate in the Meeting provided that his/her instruction in this regard reaches the Company by a deadline compatible with the provisions of the first paragraph of Article R. 225-77 and Article R. 225-80 of the French Code of commerce, as amended by Article 6 of Decree No. 2020-418 of April 10, 2020.

As an exception to the second sentence of Article R. 225-80 of the French Code of commerce, the previously received instructions will be revoked.

4) Sale of shares

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

However, if the transfer of ownership occurs before the second business day preceding the General Meeting, i.e. on or before 0:00 (Paris time) on June 24, 2020, the Company shall consequently invalidate or amend, as applicable, the vote, proxy or attendance certificate. To this end, the authorized account holder intermediary shall notify the Company or its agent of the transfer of ownership and provide all the necessary information.

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

5) Written questions

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. These questions should be addressed to the Company's Legal department at the registered office, 23-27 avenue des Champs Pierreux, 92000 Nanterre, France, by registered letter with acknowledgment of receipt or by email to the following address: questions.ecrites-ext@faurecia.com, no later than the fourth business day preceding the date of the General Meeting, i.e. June 22, 2020. They must compulsorily be accompanied by a certificate of registration of shares.

It is specified that the following email address may only be used for questions submitted in writing: questions.ecrites-ext@faurecia.com; any other requests or notifications concerning any other matter will not be taken into account and/or processed.

Given the exceptional nature of the situation and to encourage shareholder dialogue, any shareholder question sent later than this deadline, and therefore outside the regulatory framework for written questions, will be dealt with by the Company provided that the date of receipt gives the Company adequate time to respond to the question.

How to complete the postal vote or proxy vote form?

Important: to be taken into account, the duly completed and signed form must reach Caceis Corporate Trust, Service des Assemblées Générales, no later than June 23, 2020, except for proxies given to appointed persons for which this deadline is June 22, 2020.

This option is not applicable in the event of a behind closed doors meeting

You wish to vote by mail or be represented at the Meeting: Tick one of the three boxes 1,2 or 3 below

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

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

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

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

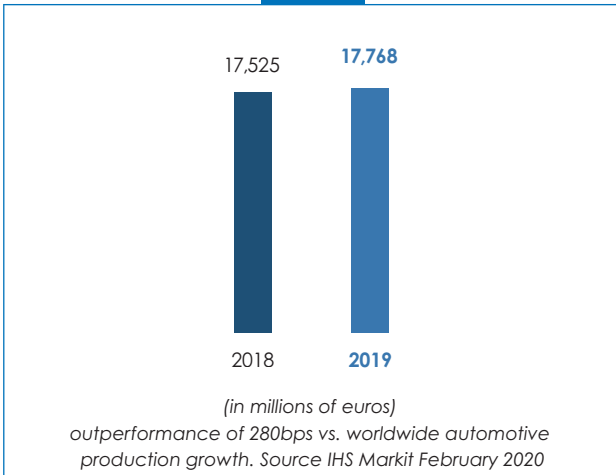
Whichever option you choose Please date and sign the original form below

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

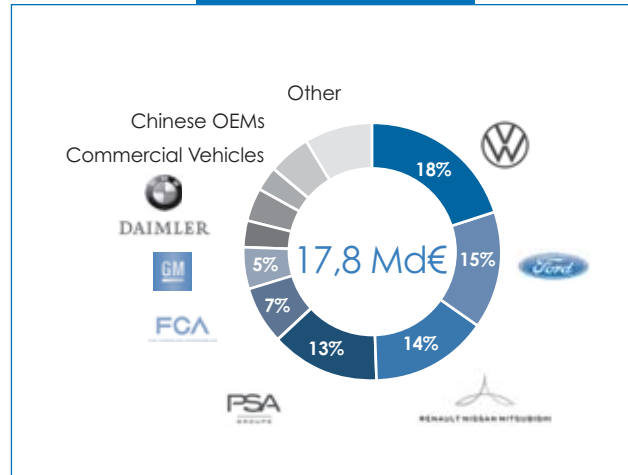
Summary of the situation of the Company during fiscal year 2019

1. Key figures

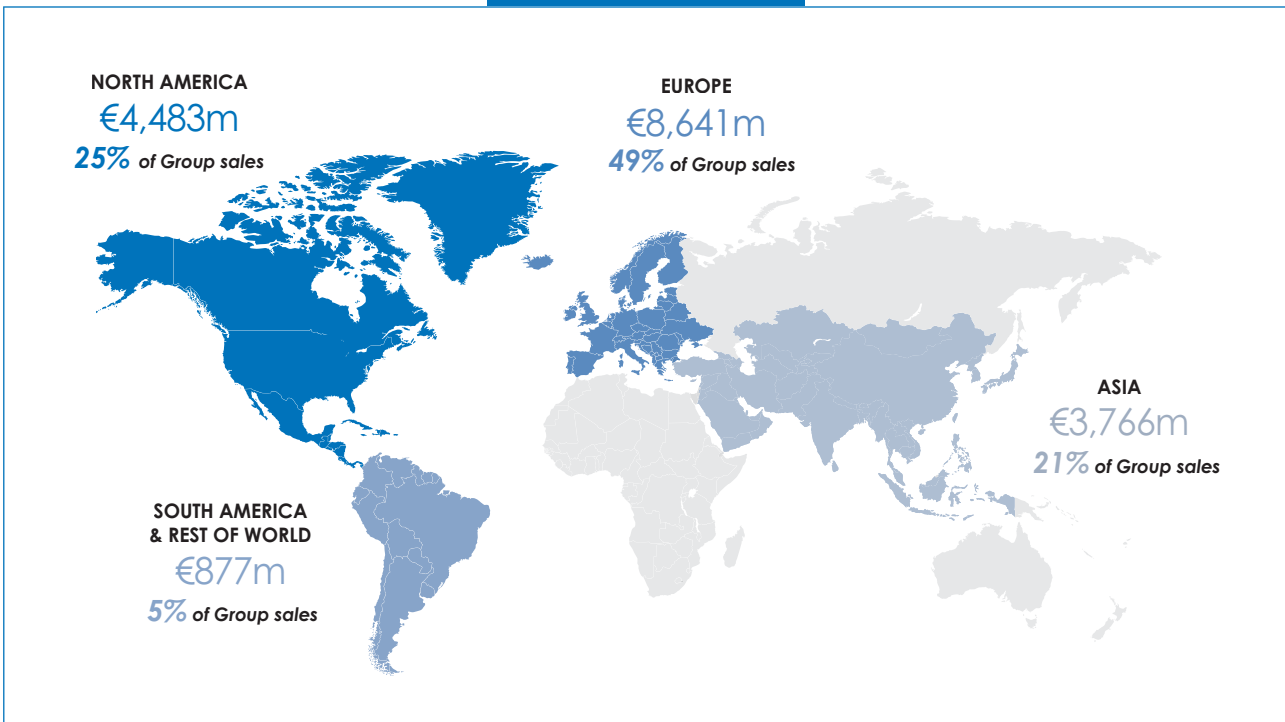
SALES



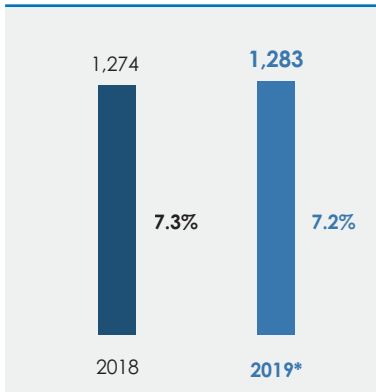
SALES BY CUSTOMER



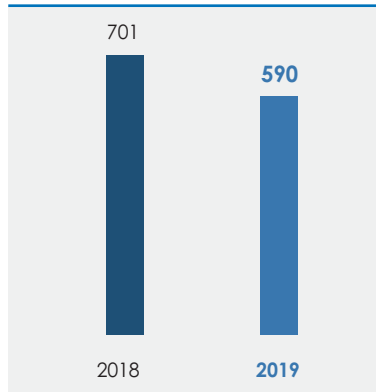
SALES BY REGION



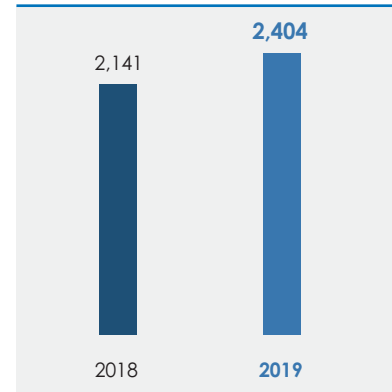
OPERATING INCOME
(in millions of euros & % of sales)



NET INCOME, GROUP SHARE
(in millions of euros)

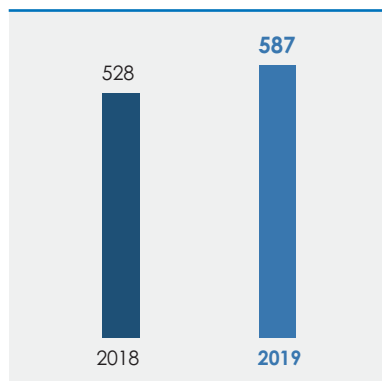


EBITDA
(in millions of euros)

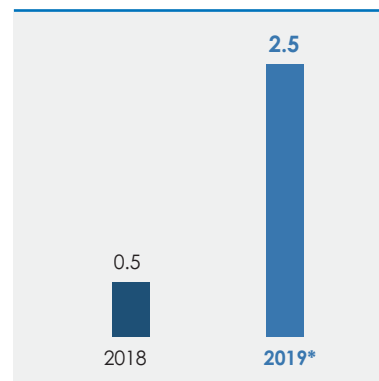


* Excluding Clarion, operating margin stood at 7.4%

NET CASH FLOW
(in millions of euros)



NET DEBT AT YEAR-END
(in billions of euros)

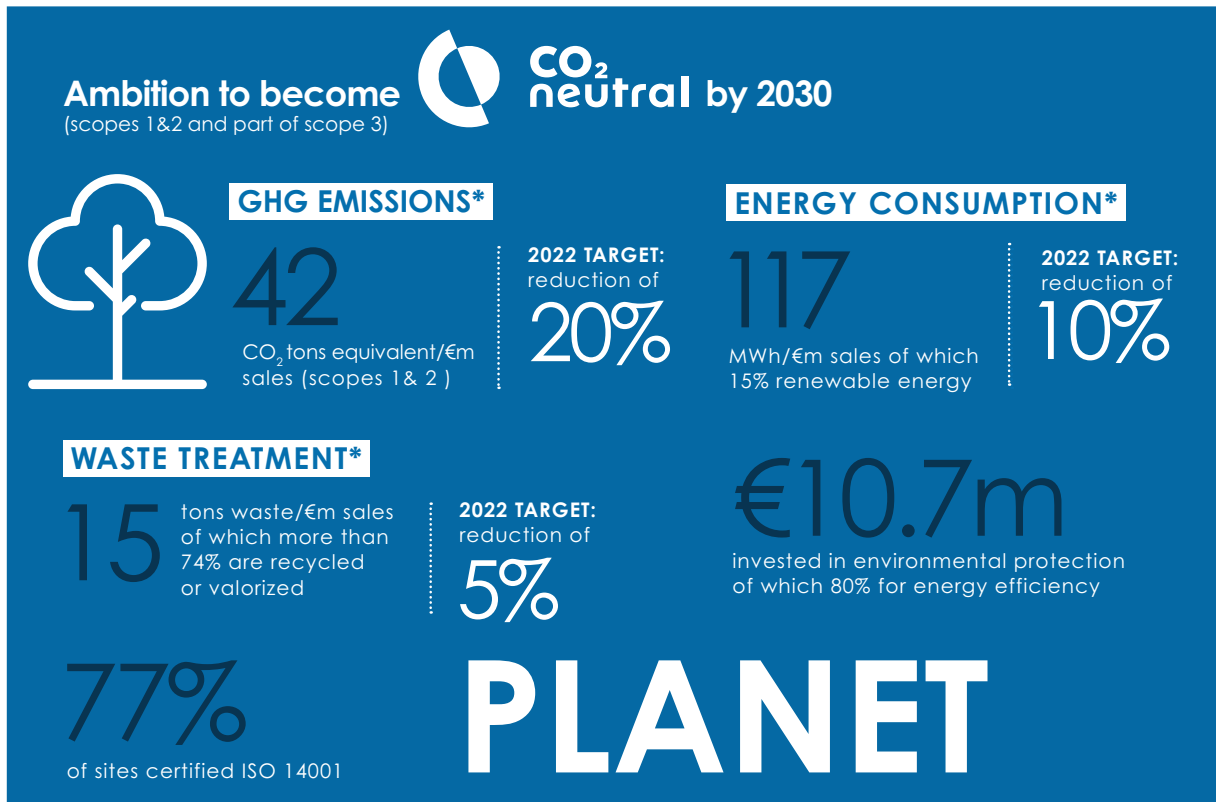


* Including acquisitions for €1.4 billion & a negative impact of €0.9 billion from IFRS16 adoption

ORDER INTAKE (3-YEAR ROLLING)

(In billions of euros)





* Intensity data

PEOPLE



DIVERSITY & INCLUSION

24.4%

Female Managers & Professionals in 2019, up from 23.8% in 2018

2022 TARGET:

31%

34%

of Managers & Professionals non-European

2022 TARGET:

39%

SAFETY AT WORK

2.05 

FR1+ accidents (number of accidents per million hours worked without day lost) in 2019 down by 13% over previous year

2022 TARGET:

reduction of 30%

EMPLOYEE

SATISFACTION

64

points engagement index in 2019

2022 TARGET:

67 points

77,000 

employees connected to e-learning portal, including 32,000 operators connected in 2019

EMPLOYABILITY

21.6 

hours training per employee per year up from 21.1 in 2018. 2022 target: 24 hours



Creation of Faurecia Foundation to support projects proposed by employees for education, mobility and the environment

LOCAL COMMUNITIES



1,100

Projects to support local communities led by sites

2. Full-year 2019 results ⁽¹⁾

(in € millions)	2018	2019	Change
Sales	17,524.7	17,768.3	+1.4%
A constant currencies & excl. Clarion scope effect			-3.0%
Operating income	1,273.9	1,283.3	+0.7%
as% of sales	7.3%	7.2%	-10bps
as% of sales, excluding Clarion		7.4%	+10bps
Net cash flow	528.1	587.0	+11.2%

All 2019 financial targets achieved in a challenging environment, demonstrating resilience and focus on cash

- Sales of €17,768.3 million, up 1.4% on a reported basis:
 - positive currency effect of €186.6 million or +1.1%;
 - scope effect from the consolidation of Clarion since April 1 of €586.3 million or +3.3%;
 - at constant currencies and excluding Clarion scope effect, sales were down 3.0% vs. a drop of 5.8% in worldwide automotive production growth; outperformance of 280bps, in line with the guidance of between 150bps and 350bps;
 - Operating income of €1,283.3 million and resilient operating margin at 7.2% of sales:
 - up 0.7% year-on-year; in line with the guidance of an increase in value;
 - operating margin of 7.2%; in line with the guidance of at least 7.0%;
 - operating margin of 7.4% excluding Clarion, which had a dilutive impact of 20bps.
- The resilience of operating margin despite a strong negative impact from volume/mix of €188 million was achieved thanks to cost savings of €175 million generated by the Group's three global cost optimization programs and resilience actions put in place as early as the second half of 2018 for cost flexibilization.
- Net cash flow of €587.0m, up 11.2% year-on-year:
 - Well above the guidance of at least €500 million;
 - Including a positive impact from the disposal of Clarion's HQ in Saitama for €110 million and a negative impact from higher restructuring (€73 million year-on-year) and lower factoring of receivables (€57 million).

(1) Extract of the press release published on February 17, 2020, the entire press release being available on the Company's website www.faurecia.com

High-quality order intake in 2019 resulting in cumulative three-year rolling order intake of €68 billion

2019 was a record year of order intake with a cumulative three-year rolling (2017-2019) figure of €68 billion lifetime sales.

The 2019 order intake included:

- €1.9 billion lifetime sales for the new Business Group, Faurecia Clarion Electronics;
- €1.6 billion lifetime sales for Commercial Vehicles and High Horsepower (HHP).

Total 2019 order intake for New Value Spaces (including these mentioned above) represented 17% of 2019 order intake vs. 12% in 2018.

Strong order intake reflects Faurecia's capability to attract new business and continue gaining market share.

In 2019, Faurecia also received 48 customer awards demonstrating high recognition, operational excellence and customer satisfaction.

Sales and profitability by Business Group

Seating

(39% OF GROUP SALES)

Sales

- Sales were down 6.2% on a reported basis and down 6.9% at constant currencies.
- The ex-currency sales drop of €517 million was mostly driven by the temporary negative impact from EoPs (End of Production) representing €511 million or 6.8% of last year's sales. Because of this impact, Seating underperformed worldwide automotive production by 110bps (-5.8%, source: IHS Markit dated February 2020).
- The negative impact from EoPs will gradually decrease to c. €100 million in Q1 and c. €40 million in Q2 2020.
- Conversely, the positive impact from SoPs (Start of Production) will gradually contribute to sales growth as from Q4 2020 and accelerate in 2021.

Operating income

- The improvement of 50bps in operating margin was mainly driven by improved execution and accretive mix effect (seat structures vs. complete seats).

Interiors

(30% OF GROUP SALES)

Sales

- Sales were broadly stable on a reported basis and slightly down at constant currencies (-0.9%), outperforming by 490bps worldwide automotive production (-5.8%, source: IHS Markit dated February 2020).
- Sales growth with RNM in Europe, FCA and Tesla in North America, as well as Hyundai, Vinfast and Chinese OEMs in Asia did not offset a drop with other OEMs.

Operating income

- The deterioration of 60bps in operating margin was mainly attributable to the temporary impact from losses in the Decoration activity in Europe for €37 million (back to profit expected in H2 2020).

Clean Mobility

(26% OF GROUP SALES)

Sales

- Sales were slightly up on a reported basis (+0.8%) and slightly down at constant currencies (-0.8%), outperforming by 500bps worldwide automotive production (-5.8%, source: IHS Markit dated February 2020).
- Sales at constant currencies outperformed production in every region, mainly driven by RNM, GM, Hyundai and Honda.

Operating income

- The improvement of 50bps in operating margin was mainly driven by North America, Europe and South America (tax recovery in Brazil).

Faurecia Clarion Electronics

(5% OF GROUP SALES SALES)

Sales

- Sales included the first consolidation of Clarion (since April 1) and the first consolidation of Parrot Automotive (since January 1).
- Coagent sales posted double-digit growth at constant currencies, driven by new launches.

Operating income

- Operating income improved significantly in the second half of the year thanks to Clarion, which was back to profit, demonstrating its quick and successful integration within the Group.

- Operating income in 2019 included €(6) million from one-off integration costs (mainly SAP implementation); excluding this one-off, operating margin stood at 2.3%

Sales and profitability by region

Europe

(49% OF GROUP SALES)

Sales

- Sales were down 2.4% on a reported basis and down 2.8% at constant currencies, outperforming by 120bps regional automotive production (-4.0%, source: IHS Markit dated February 2020).
- Sales in Europe were penalized by the temporary negative impact from Seating EoPs, representing €132 million or 1.5% of last year's sales.

Operating income

- Operating margin improved by 10bps despite lower sales.

North America

(25% OF GROUP SALES)

Sales

- Sales were broadly stable on a reported basis and included a strong positive currency impact of €227 million, mainly attributable to the US dollar vs. the euro.
- The ex-currency sales drop of €364 million was mostly driven by the temporary negative impact from EoPs representing €280 million or 6.3% of last year's sales.
- Because of this impact, the region underperformed automotive production by 420bps (-8.1% vs. a drop of -3.9% in regional automotive production, source: IHS Markit dated February 2020).
- Sales in the region were also negatively impacted by the GM strike for €73m or -1.6% of last year's sales.

Operating income

- The deterioration of 20bps mainly resulted from the GM strike.

Asia

(21% OF GROUP SALES)

Sales

- Sales were up 15.6% on a reported basis and up 2.5% at constant currencies and excluding Clarion scope effect, outperforming by 910bps regional automotive production (-6.6%, source: IHS Markit dated February 2020).
- Sales were positively impacted by bolt-on contribution for €137 million or +4.2% of last year's sales.
- Conversely, sales were negatively impacted by Seating EoP in China for €99m or -3.0% of last year's sales.
- In China, sales amounted to €2,595 million, up 4.0% on a reported basis and up 0.8% ex-currencies and excluding Clarion scope effect, outperforming by 1,010bps the automotive production in the country (-9.3%, source: IHS Markit dated February 2020).

Operating income

- Operating margin deteriorated by 140bps, impacted by tough market conditions and dilutive effect from Clarion. Excluding Clarion, operating margin in Asia stood at 10.7%.
- In China, operating margin proved resilient in double digits.

South America

(4% OF GROUP SALES)

Sales

- Sales were down 2.5% on a reported basis and up 5.2% at constant currencies, outperforming by 970bps regional automotive production (-4.5%, source: IHS Markit dated February 2020).
- Sales growth in Brazil was mainly driven by Clean Mobility and Seating and offset reduced exposure to Argentina.

Operating income

- Operating margin improved by 350bps, mainly driven by tax recovery in Brazil (PIS-Cofins).

Net income (Group Share) of €590 Million included higher restructuring to adapt to market conditions and costs related to the acquisition of Clarion

Group operating income stood at €1,283.3 million, slightly up compared with €1,273.9 million in 2018.

- Amortization of intangible assets acquired in business combinations: net charge of €56.4 million vs. a net charge of €10.9 million in 2018; the increase mainly reflected Clarion for €32.7 million (9 months of amortization) and Parrot Automotive for €10.0 million.
- Restructuring costs: net charge of €193.9 million vs. a net charge of €100.8 million in 2018; the increase of €93 million reflected the measures taken to adapt to a more challenging environment (for €31 million) and the restructuring of Clarion Electronics (for €62 million).
- Other non-recurring operating income and expenses: net charge of €19.9 million vs. a net charge of €46.5 million in 2018; in 2019, they included a charge of €16.2 million related to Clarion acquisition and integration costs.

- Net financial result: net charge of €219.4 million vs. a net charge of €163.8 million in 2018; in 2019, it included €38.7 million related to the financing of Clarion and €45.5 million from the implementation of IFRS 16.

- Income tax: net charge of €166.8 million (21.0% of pre-tax income) vs. a net charge of €190.0 million in 2018 (20.0% of pre-tax income); in 2019, it mainly benefited from the recognition of deferred tax assets in Germany.

- Share of net income of associates: profit of €37.8 million vs. a profit of €31.4 million in 2018.

Net income before minority interests was a profit of €664.7 million vs. a profit of €793.3 million in 2018.

Minority interests amounted to €75.0 million vs. €92.5 million in 2018.

Net income (Group share) was a profit of €589.7 million vs. a profit of €700.8 million in 2018.

Net cash flow of €587 million, up 11.2%, strong financial discipline and secured financing

EBITDA stood at €2,404.3 million, up 12.3% vs. €2,140.6 million in 2018.

- Capital expenditure was an outflow of €685.2 million broadly in line with an outflow of €673.3 million in 2018.
- Capitalized R&D was an outflow of €681.2 million vs. an outflow of €592.7 million in 2018. This year-on-year increase mainly reflected newly consolidated companies (Clarion and Parrot Automotive).
- Change in working capital requirement was an inflow of €166.0 million vs. an inflow of €80.3 million in 2018; the 2019 inflow mainly reflected further deployment of reverse factoring.
- In addition to change in working capital requirement, factoring of receivables was reduced by €56.5 million in 2019.
- Restructuring represented an outflow of €166.3 million vs. an outflow of €93.4 million in 2018; in 2019, it included the closure of 20 plants.
- Net financial expense was an outflow of €197.1 million vs. an outflow of €107.8 million in 2018; in 2019, it mainly reflected IFRS 16 impact, Clarion acquisition and one-offs due to refinancing operations.
- Income tax was an outflow of €295.8 million vs. an outflow of €260.9 million in 2018.

- Other operational items represented an inflow of €99 million in 2019 vs. an inflow of €97 million in 2018; in 2019, they included the sale of Clarion's HQ in Saitama for €110m (no P&L impact).

Net cash flow stood at €587.0 million, up 11.2% vs. €528.1 million in 2018.

- Dividend paid (incl. minorities) was an outflow of €211.8 million (€170.2 million to Faurecia shareholders + €41.6 million to minorities) in line with an outflow of €210.6 million in 2018.

- Share purchase was an outflow of €29.0 million vs. an outflow of €47.8 million in 2018.

- Net financial investments and other cash elements was an outflow of €1,485.9 million vs. an outflow of €295.8 million in 2018. The 2019 outflow mainly included the acquisition of Clarion, the investment in Symbio and the increase from 50.1% interest to 100% interest in Coagent.

After a negative impact of €906 million related to IFRS 16 (€726 million impact on opening net debt at January 1, 2019 + €180 million for the year 2019), the Group's net financial debt stood at €2,524 million at December 31, 2019, representing 1.05x EBITDA.

Faurecia's sound financial structure is supported by strong discipline and secured financing flexibility.

- The financing of Clarion was achieved at an average cost of 2.6% (€700 million *Schuldscheindarlehen* issue in December 2018 and €500 million bond issue in March 2019).
- The SAS financing was achieved in October 2019 through €250 million additional Senior Notes due 2026, issued at a yield of 2.4%.

- In November 2019, Faurecia successfully priced €700m bonds due 2027 at 2.375% and anticipated repayment of €700m 3.625% bonds due 2023.

Through recent refinancing operations, Faurecia has an average long-term cost of financing below 2.5%, with no significant long-term debt repayment before June 2025:

- strong financial flexibility through an undrawn €1.2 billion syndicated credit facility with maturity June 2024;
- significantly improved terms and conditions through recent refinancing operations.

Definitions of terms used in this document

Sales growth

Faurecia's year-on-year sales evolution is made of three components:

- a "Currency effect", calculated by applying average currency rates for the period to the sales of the prior year;
- a "Scope effect" (acquisition/divestment); and
- "Growth at constant currencies".

As scope effect, Faurecia presents all acquisitions/divestments, whose sales on an annual basis amount to more than €250 million.

Other acquisitions below this threshold are considered as "bolt-on acquisitions" and are included in "Growth at constant currencies".

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 IFRS 9, and gains and losses on sales of shares in subsidiaries;
- taxes.

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. Repayment of IFRS 16 debt is not included.

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. It includes the lease liabilities (IFRS 16 debt).

3. Post closing events and outlooks ⁽¹⁾

Covid-19

The global Covid-19 crisis has impacted the Group starting with China in the first quarter 2020 and then the rest of the world from March. As of April 17, 2020, all plants in China have restarted their production.

To face this crisis, Faurecia has immediately put in place all necessary action plans, the top priority remaining the protection of the employees and preparing a safe restart of the activity.

At the same time, the liquidity has been secured and measures to cut costs and protect cash have been implemented. In particular, €600 million from the syndicated credit line out of its total amount of €1.2 billion (maturity

June 2024) have been drawn in March 2020 in order to anticipate a drop of factoring of receivables and a €800 million club deal loan has been signed on April 10, 2020 with an 18 months' maturity and 100% drawn upon signature.

It remains currently difficult to estimate production levels in coming months as they depend on many external parameters, such as government regulations and the pace of resolution of the pandemic in the various geographies, but also on the OEMs effective restart of production as well as consumer demand, and therefore the global impact of this crisis cannot be evaluated at this stage.

Q1 2020 sales

On April 20, 2020, Faurecia announced its first quarter 2020 sales.

Sales amounted to €3,739 million, down 13.5% on a reported basis and 19.7% at constant scope and currencies.

- Currencies had a limited negative impact of €3 million.
- Scope had a positive effect of €268 million (+6.2%), of which €101 million from two months of consolidation of SAS and €167 million from 3 months of consolidation of Clarion.
- Sales at constant scope and currencies outperformed worldwide automotive production by 390 bps (-23.6%, source: IHS Markit dated April 2020).

Sales were strongly impacted by the Covid-19 disruption, which impacted China throughout the quarter, with a peak in February, and then the rest of the world, as from March.

In the same announcement, Faurecia also highlighted its three main priorities during the crisis:

- priority No. 1: protect health and safety of all employees;
- priority No. 2: secure liquidity, recently enhanced through a €800m club deal loan signed on April 10;
- priority No. 3: be ready for a safe restart of production through a program named "SAFER TOGETHER".

Outlook

In its press release published on March 27, 2020, Faurecia indicated that its 2020 annual financial targets as announced on February 17, 2020 were no longer valid, due to the global crisis related to the Covid-19 pandemic, and the resulting absence of visibility for the automotive industry.

In the same press release, Faurecia indicated that new financial targets for 2020 would be presented as soon as the macro-economic prospects for the rest of the year provided sufficient visibility.

As at the date of publication of the Universal Registration Document, given the uncertainties concerning the changing situation, the Group has not yet reformulated new financial targets for 2020.

In addition, on November 26, 2019, during its Capital Markets Day in Paris, Faurecia indicated the following medium-term financial targets:

- average annual growth in sales which should exceed 5% between 2019 and 2022 to reach over €20.5 billion in 2022;
- operating income that should reach 8% of sales in 2022;
- net cash flow that should reach 4% of sales by 2022.

These financial targets were based on an assumption of global automotive production volumes estimated at 87 million vehicles in 2022.

(1) The information below comes from the 2019 Company's Universal Registration Document filed on April 30, 2020 with the AMF (Autorité des marchés financiers) under number D. 20-0431.

Agenda

Purview of the Ordinary General Meeting

- **First resolution** – Approval of the parent company financial statements for the fiscal year ending December 31, 2019 – Approval of non-tax-deductible expenses and costs
- **Second resolution** – Approval of the consolidated financial statements for the fiscal year ending on December 31, 2019
- **Third resolution** – Appropriation of income for the fiscal year
- **Fourth resolution** – Statutory Auditors' special report on regulated agreements - Agreements referred to in Article L. 225-38 of the French Code of commerce
- **Fifth resolution** – Approval of the amendment of a regulated undertaking made in favor of Patrick Koller, Chief Executive Officer
- **Sixth resolution** – Renewal of Michel de Rosen as a Board member
- **Seventh resolution** – Renewal of Odile Desforges as a Board member
- **Eighth resolution** – Renewal of Linda Hasenfratz as a Board member
- **Ninth resolution** – Renewal of Olivia Larmaraud as a Board member
- **Tenth resolution** – Fixing of the annual amount of compensation allocated to Board members
- **Eleventh resolution** – Approval of the information referred to in Article L. 225-37-3 of the French Code of commerce in respect of the fiscal year ended December 31, 2019
- **Twelfth resolution** – Approval of the elements comprising the total compensation and all benefits paid during the fiscal year ended December 31, 2019 or granted in respect of the fiscal year ended December 31, 2019 to Michel de Rosen, Chairman of the Board of Directors
- **Thirteenth resolution** – Approval of the elements comprising the total compensation and all benefits paid during the fiscal year ended December 31, 2019 or granted in respect of the fiscal year ended December 31, 2019 to Patrick Koller, Chief Executive Officer
- **Fourteenth resolution** – Approval of the compensation policy for Board members for the 2020 fiscal year
- **Fifteenth resolution** – Approval of the compensation policy for the Chairman of the Board of Directors for the 2020 fiscal year
- **Sixteenth resolution** – Approval of the compensation policy for the Chief Executive Officer for the 2020 fiscal year
- **Seventeenth resolution** - Authorization to be granted to the Board of Directors to allow the Company to buy back its own shares (suspension during tender offer periods)

Purview of the Extraordinary General Meeting

- **Eighteenth resolution** – Delegation of authority to be granted to the Board of Directors to issue shares and/or securities giving access, immediately or in the future, to shares in the Company and/or a Subsidiary, with preferential subscription rights, or to increase the Company's capital stock through the capitalization of profits, reserves and/or premiums (suspension during tender offer periods)
- **Nineteenth resolution** – Delegation of authority to be granted to the Board of Directors to issue shares and/or securities giving access, immediately or in the future, to shares in the Company and/or a Subsidiary, with removal of preferential subscription rights through a public offering (excluding offers referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code) and/or as compensation for shares as part of a public exchange offer (suspension during tender offer periods)
- **Twentieth resolution** – Delegation of authority to be granted to the Board of Directors to issue shares and/or securities giving access, immediately or in the future, to shares in the Company and/or a Subsidiary, with removal of preferential subscription rights through an offer exclusively targeting a restricted circle of investors acting for their own account or qualified investors (suspension during tender offer periods)
- **Twenty-first resolution** – Authorization to increase the amount of issues provided for in the eighteenth, nineteenth and twentieth resolutions (suspension during tender offer periods)
- **Twenty-second resolution** – Delegation to be granted to the Board of Directors to issue shares and/or securities giving access, immediately or in the future, to shares in the Company, without preferential subscription rights, for the purpose of compensating contributions in kind to the Company (suspension during tender offer periods)

- **Twenty-third resolution** – Authorization to be granted to the Board of Directors to grant, for free, existing shares and/or shares to be issued to employees and/or certain corporate officers of the Company or of affiliated companies or economic groups, with waiver by the shareholders of their preferential subscription rights
- **Twenty-fourth resolution** – Delegation of authority to be granted to the Board of Directors for the purpose of increasing the capital stock through the issue of shares and/or securities giving access to shares, with removal of preferential subscription rights for the benefit of members of a company savings plan
- **Twenty-fifth resolution** – Authorization to be granted to the Board of Directors for the purpose of reducing the capital stock through the cancellation of shares
- **Twenty-sixth resolution** – Amendment to the bylaws to comply with the provisions of the Pacte law – Amendment to Article 12 of the bylaws on Board members representing employees, Article 16 of the bylaws on compensation of Board members and Article 23 of the bylaws on related parties agreement
- **Twenty seventh resolution** – Amendment to Article 17 of the bylaws on the Chairman of the Board in order to modify the age limit for the Chairman of the Board of Directors
- **Twenty-eighth resolution** – Amendment to Article 14 of the bylaws on meeting of the Board of Directors in order to enable the Board of Directors to make decisions via written consultations subject to the conditions set by law
- **Twenty-ninth resolution** – Amendment to Article 31 of the bylaws on threshold crossing in order to lower the percentage to be declared and to provide for the assimilation cases provided for by the calculation of legal disclosure thresholds
- **Thirtieth resolution** – Deletion of Article 30 of the bylaws on the identification of share owners and the corresponding Section IX IDENTIFICATION OF SHARE OWNERS for which the principles were incorporated in the French Code of commerce by the Pacte law
- **Thirty-first resolution** – Textual references applicable in the event of a change in the code system

Purview of the Ordinary General Meeting

- **Thirty-second resolution** – Powers for formalities

Explanatory notes and text of draft resolutions

1. Purview of the Ordinary General Meeting

1.1 Approval of the financial statements and appropriation of income

(FIRST TO THIRD RESOLUTIONS)

You are being asked to approve the parent company financial statements (first resolution) and consolidated financial statements (second resolution) for the fiscal year ended December 31, 2019, and the proposed appropriation of income for this fiscal year (third resolution).

The Company's parent company financial statements for the fiscal year ended December 31, 2019, show profit of €477,124,055.16 (first resolution), and the consolidated financial statements for the same period show net profit (attributable to owners of the parent) of €589,666,217.65 (second resolution).

Exceptionally, because of the global crisis due to the Covid-19 pandemic, the Board of Directors proposes the shareholders not to pay a dividend for 2019. Due to the current lack of visibility, the Board of Directors decided to prioritize the Group's corporate responsibility and liquidity over pay-out. The Board of Directors is convinced that this measure protects the interests of all Faurecia's stakeholders. It strengthens the Group's financial flexibility to overcome the current crisis and return as soon as possible to sustainable profitable growth and dividend payment. You are therefore asked to appropriate profits for the fiscal year ended December 31, 2019 to the retained earnings account (third resolution).

Finally, you are being asked to approve the total charges and expenses mentioned in paragraph 4 of article 39 of the French General Tax Code, i.e., €156,738.85, which corresponds to the nondeductible portion of the leases on passenger vehicles and the corresponding tax, which amounts to €53,965.53.

First resolution – Approval of the parent company financial statements for the fiscal year ending December 31, 2019 – Approval of non-tax- deductible expenses and costs

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, after having read the parent company financial statements for the fiscal year ending December 31, 2019 and the reports by the Board of Directors and by the Statutory Auditors, approves these financial statements for the fiscal year ending December 31, 2019, as presented, which show a profit of €477,124,055.16, as well as the operations reported in these financial statements and summarized in these reports.

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, particularly approves the total amount of €156,738.85, for expenses and costs listed in 4 of Article 39 of the French General Tax Code, and the corresponding tax which amounted to €53,965.53.

Second resolution – Approval of the consolidated financial statements for the fiscal year ending December 31, 2019

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, after having read the consolidated financial statements for the fiscal year ending December 31, 2019 and the reports by the Board of Directors and by the Statutory Auditors, approves the consolidated financial statements for the fiscal year ending December 31, 2019, as presented, which show a profit (attributable to the owners of the parent) of €589,666,217.65, as well as the operations reported in these financial statements and summarized in these reports.

Third resolution – Appropriation of income for the fiscal year

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, on proposal of the Board of Directors, decides to appropriate the income for the fiscal year ending December 31, 2019 as follows:

Profit for the fiscal year	€477,124,055.16
Appropriation to the statutory reserve ⁽¹⁾	-
Balance	€477,124,055.16
Previous retained earnings	€1,416,398,689.02
Distributable income	€1,893,522,744.18
Distributed dividend	-
Retained earnings	€1,893,522,744.18

(1) The amount of the statutory reserve reached the threshold of 10% of the capital stock.

As a consequence, it decides to appropriate the full amount of the profits for the fiscal year ending December 31, 2019 to retained earnings.

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

Fiscal year	Gross dividend per share (in €) ⁽¹⁾	Total (in €)
2016	0.90	€124,232,220.90 ⁽²⁾
2017	1.10	€151,839,381.10 ⁽²⁾
2018	1.25	€172,544,751.25 ⁽²⁾

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

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

1.2 So-called regulated agreements

(FOURTH AND FIFTH RESOLUTIONS)

In view of the Statutory Auditors' report on the regulated agreements, you are being asked to note the absence of any new regulated agreements as referred to in article L. 225-38 of the French Code of commerce (fourth resolution).

In view of the Statutory Auditors' report on the regulated agreements, you are also being asked to approve the amendment to the specific additional defined benefits pension scheme ("PAPP") for members of the Executive Committee, for which Patrick Koller is also eligible in his capacity of Chief Executive Officer (fifth resolution), which was decided by the Board of Directors on December 18, 2019. During this meeting, the Board of Directors noted that in accordance with order No. 2019-697 of July 3, 2019, on supplementary professional pension schemes, the past non-vested rights granted will be frozen (in percentage) into existing scheme as at December 31, 2019 (crystallization). It was also decided to maintain the benefit of the PAPP in the event of a departure at the Company's initiative after the age of 60 rather 62, as initially stipulated in the PAPP. The eligibility of members of the Executive Committee, including the Chief Executive Officer, for the pension scheme is indeed subject to the obligation that they end their professional career within Faurecia. By way of exception to this principle, it seems justifiable, in the event of termination by the Group from the age of 60, that the right to the pension scheme should be maintained only in case the beneficiary does not take on any other professional work until retirement. This provision must give the Company more flexibility in managing the departure of Executive Committee members from the age of 60. It is specified, for information, that the new regime on say on pay under order No. 2019-1234 dated November 27, 2019, repealed provisions on regulated undertakings.

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

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, after having read the Board of Directors' report and the Statutory Auditors' special report on regulated agreements, acknowledges the conclusions of this report which do not mention any new regulated agreement entered into the fiscal year ended on December 31, 2019.

Fifth resolution – Approval of the amendment of a regulated undertaking made in favor of Patrick Koller, Chief Executive Officer

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, after having read the Board of Directors' report and the Statutory Auditors' special report on regulated agreements, approves, pursuant to former Article L. 225-42-1 of the French Code of commerce, the modification to the specific supplementary defined benefits pension scheme, as indicated in the Statutory Auditors' special report.

1.3 Governance

(SIXTH TO NINTH RESOLUTIONS)

The corporate office of four Board members are expiring, including that of the Chairman of the Board of Directors.

It is proposed to the General Meeting to renew the corporate office of Board members of Michel de Rosen (sixth resolution), Odile Desforges (seventh resolution), Linda Hasenfratz (eighth resolution) and Olivia Larmaraud (ninth resolution) for a four-year term, that is, until the end of the Ordinary General Meeting convened to approve the financial statements for the fiscal year ending December 31, 2023.

The proposed renewal are in line with complies the diversity policy of the Board of Directors set out in Section 3.1.2.5 "Diversity policy within the Board of Directors" of the 2019 Universal Registration Document.

Consequently, at the end of this General Meeting, your Company's Board of Directors will continue to have fifteen members, including two Board members representing employees. Excluding the Board members representing employees, the Board will include (i) 61.5% independent Board members, which is higher than the rule of one-third recommended by the AFEP-MEDEF Code for controlled companies, and (ii) 46% women, which is higher than the applicable legal provisions.

Michel de Rosen

Michel de Rosen is a French national and Board member of various companies.

He has been a Board member of the Company since May 27, 2016, and Chairman of the Board of Directors since May 30, 2017. He is also Chairman of the Governance and Nominations Committee.

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

Michel de Rosen's renewal enables the Board of Directors to continue to rely on his recognized industrial experience, gained throughout his professional career within major international groups, in France or in the United States, in chemistry, pharmaceutical and space industry (satellites) sectors. His experience of former executive and non-executive officer within listed groups, as well as his participation in the work of the High Committee of Corporate Governance during three years bring a strong experience on corporate governance matters to the Board of Directors.

Michel de Rosen's skills and experiences identified by the Board among the key skills for the Board of Directors of Faurecia as detailed in its skills matrix are the following: industry, international experience, governance/management of large companies, specific knowledge of a geographic market and banking/finance/risk management.

In addition, upon recommendation of the Governance and Nominations Committee, the Board of Directors resolved during its meeting held on April 17, 2020, to renew Michel de Rosen's corporate office as Chairman of the Board of Directors for the duration of his corporate office as Board member, subject to the condition precedent of the renewal of his corporate office as Board member by the Annual General Meeting of June 26, 2020, and the approval by this meeting of the increase in the statutory age limit to perform the duties of Chairman of the Board of Directors (see twenty-seventh resolution below).

As of the date of this report, Michel de Rosen holds 5,944 Company shares.

Sixth resolution – *Renewal of Michel de Rosen as a Board member*

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

the corporate office of Michel de Rosen for a period of four years.

The term of office of Michel de Rosen will expire following the Ordinary General Meeting to be held to approve the financial statements for the fiscal year ending December 31, 2023.

Odile Desforges

Odile Desforges is a French national and Board member of various companies.

She has been a Board member of the Company since May 27, 2016, and she is Chairwoman of the Audit Committee.

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

Odile Desforges' renewal enables the Board of Directors to continue to benefit from her expertise and experience, more specifically on matters of interest to the Audit Committee she has been chairing. Besides her significant experience of automotive sector gained within Renault of which she was member of the Executive Committee, she has recognized technical expertise on financial, accounting and risk management matters. This expertise is also implemented within other large listed issuers, such as Safran of which she chairs the Audit Committee and Dassault Systèmes of which she is a member of the Audit Committee.

Odile Desforges skills and experiences identified by the Board among the key skills for the Board of Directors of Faurecia as detailed in its skills matrix are the following: experience in Faurecia's core businesses, industry, international experience and banking/finance/risk management.

As of the date of this report, Odile Desforges holds 500 Company shares.

Seventh resolution – Renewal of Odile Desforges as a Board member

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, after

having read the Board of Directors' report, resolves to renew the term of office of Odile Desforges for a period of four years.

The term of office of Odile Desforges will expire following the Ordinary General Meeting to be held to approve the financial statements for the fiscal year ending December 31, 2023.

Linda Hasenfratz

Linda Hasenfratz is a Canadian national and CEO of Linamar Corporation.

She has been a Board member of the Company since May 26, 2011, and she is Chairwoman of the Compensation Committee.

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

The renewal of Linda Hasenfratz enables the Board of Directors to continue to have among his/her members a specialist of the automotive sector carrying out executive duties within a Canadian listed automotive supplier specialized in machining. Thanks to this executive position within a listed company and her position of Board member of other listed companies, she also brings her experience on corporate governance practices (including compensation) to the Board of Directors and to the Compensation Committee she has been chairing.

Linda Hasenfratz skills and experiences identified by the Board among the key skills for the Board of Directors of Faurecia as detailed in its skills matrix are the following: experience in Faurecia's core businesses, automotive technologies, industry, international experience, specific knowledge of a geographic market and governance/management of large companies.

As of the date of this report, Linda Hasenfratz holds 500 Company shares.

Eighth resolution – Renewal of Linda Hasenfratz as a Board member

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, after

having read the Board of Directors' report, resolves to renew the term of office of Linda Hasenfratz for a period of four years.

The term of office of Linda Hasenfratz will expire following the Ordinary General Meeting to be held to approve the financial statements for the fiscal year ending December 31, 2023.

Olivia Larmaraud

Olivia Larmaraud is a French national and Head of Consolidation and Accounting Standards of groupe PSA.

She has been a Board member of the Company since May 27, 2016, and she is a member of the Audit Committee.

She is a Board member affiliated with groupe PSA, in which she holds a management position.

The renewal of Olivia Larmaraud enables the Board of Directors to continue to benefit from her skills and expertise on accounting matters gained throughout her career notably within groupe PSA. Olivia Larmaraud is indeed Head of Consolidation and Accounting Standards of groupe PSA, which enables her to shed light on technical accounting matters reviewed by the Board of Directors and the Audit Committee of which she is a member.

Olivia Larmaraud skills and experiences identified by the Board among the key skills for the Board of Directors of Faurecia as detailed in its skills matrix are the following: experience in Faurecia's core businesses, industry and banking/finance/risk management.

As of the date of this report, Olivia Larmaraud holds 20 Company shares.

Ninth resolution – *Renewal of Olivia Larmaraud as a Board member*

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

the term of office of Olivia Larmaraud for a period of four years.

The term of office of Olivia Larmaraud will expire following the Ordinary General Meeting to be held to approve the financial statements for the fiscal year ending December 31, 2023.

1.4 Annual amount of compensation awarded to the Board members

(TENTH RESOLUTION)

The annual amount of compensation awarded to the Board members has been €700,000 since May 29, 2018.

However, this amount seems to no longer reflect the Company's needs under current circumstances for the following reasons:

- change in the composition of the Board of Directors in the event of the completion of the planned distribution of Company shares by PSA to its shareholders which would lead to the departure of the three Board members performing executive or management duties within groupe PSA and potentially their possible replacement by Board members receiving compensation;
- compensation of the ad hoc committee: the Board of Directors established an ad hoc committee in charge of (i) discussing topics related to governance and the shareholders following the distribution, and (ii) initiating dialogue with the future major shareholders. This committee is compensated like any other specialized committee, and that affects the amounts paid;
- an amount of €614,870 was awarded for the financial year 2019. The amount awarded is therefore close to the current annual envelope.

Given these factors, the General Meeting is being asked to set the annual amount of compensation awarded to the Board members at €900,000 for fiscal year 2020 and for each of the following fiscal years until a new decision is made.

Tenth resolution – *Fixing of the annual amount of compensation allocated to Board members*

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, after

having read the Board of Directors' report, sets at €900,000 the amount of compensation allocated to the Board of Directors on an annual basis for the 2020 fiscal year and for each of the subsequent fiscal years until a new decision is taken.

1.5 Approval of the compensation for corporate officers

(ELEVENTH RESOLUTION)

In accordance with the provisions of order No. 2019-1234 on the compensation of corporate officers of listed companies, the shareholders are being called on, for the first time, in accordance with article L. 225-100, II of the French Code of commerce, to approve the information relating to the compensation of all the corporate officers, namely, the Chairman of the Board of Directors, the Chief Executive Officer and the Board members, referred to in article L. 225-37-3-I of the French Code of commerce.

This information applies to the total compensation and all benefits paid or awarded to the corporate officers (including the compensation paid or awarded to the Board members), as well as other, more general, information making it possible to assess the breakdown of the fixed and variable portions, the level of compensation for the executive and non-executive corporate officers in relation to the Company's performance, or the implementation of the compensation policy.

This information appears in Chapter 3 "Corporate Governance", Sections 3.3.1 "Compensation of executive and non-executive corporate officers for fiscal years 2018 and 2019" and 3.3.2 "Board members' compensation in respect of the 2018 and 2019 fiscal years" of the 2019 Universal Registration Document.

Eleventh resolution – Approval of the information referred to in Article L. 225-37-3 of the French Code of commerce in respect of the fiscal year ended December 31, 2019

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, after having read the corporate governance report referred to in Article L. 225-37 of the French Code of commerce, approves, in application of Article L. 225-100, II of the French Code of commerce, the information indicated in Article L. 225-37-3, I of

the French Code of commerce in respect of the fiscal year ended December 31, 2019 as presented, as indicated in the corporate governance report included in the 2019 Universal Registration Document, Chapter 3 "Corporate Governance", Sections 3.3.1 "Compensation of executive and non-executive corporate officers for fiscal years 2018 and 2019" and 3.3.2 "Board members' compensation in respect of the 2018 and 2019 fiscal years".

1.6 Approval of the compensation paid during/awarded in respect of the previous fiscal year to the executive and non-executive corporate officers (ex-post vote)

(TWELFTH AND THIRTEENTH RESOLUTIONS)

In accordance with the provisions of article L. 225-100, III of the French Code of commerce, you are being asked to approve the fixed, variable and exceptional components comprising the total compensation and all benefits paid during the past fiscal year or awarded in respect of this same fiscal year to the Chairman of the Board of Directors (twelfth resolution) and to the Chief Executive Officer (thirteenth resolution).

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

In accordance with the 2019 compensation policy for the Chairman of the Board of Directors, which was approved by 99.68% of the votes cast by the General Meeting of May 28, 2019, under the twelfth resolution, as implemented by the Board of Directors, in 2019, Michel de Rosen received the following components of compensation:

- fixed annual compensation;
- benefits in kind.

These components of compensation are described in Chapter 3 "Corporate Governance", Sections 3.3.1.1 "Compensation of the Chairman of the Board of Directors" and 3.3.1.4.1 "Summary of the components of compensation paid to the Chairman of the Board of Directors during fiscal year 2019 or awarded in respect of this same fiscal year" of the 2019 Universal Registration Document.

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

In accordance with the 2019 compensation policy for the Chief Executive Officer, which was approved by 96.51% of the votes cast by the General Meeting of May 28, 2019, under the thirteenth resolution, as implemented by the Board of Directors, in 2019, Patrick Koller received the following components of compensation:

- fixed annual compensation;
- annual variable compensation;
- performance share grant;
- defined contributions and defined benefits pension schemes;
- termination payment;
- benefits in kind.

These components of compensation are described in Chapter 3 "Corporate Governance", Sections 3.3.1.2 "Compensation of the Chief Executive Officer" and 3.3.1.4.2 "Summary of the components of compensation paid to the Chief Executive Officer during fiscal year 2019 or awarded in respect of this same fiscal year" of the 2019 Universal Registration Document.

Twelfth resolution – Approval of the elements comprising the total compensation and all benefits paid during the fiscal year ended December 31, 2019 or granted in respect of the fiscal year ended December 31, 2019 to Michel de Rosen, Chairman of the Board of Directors

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, after having read the corporate governance report indicated in Article L. 225-37 of the French Code of commerce, approves, in application of Article L. 225-100, III of the French Code of commerce, the fixed, variable and exceptional elements comprising the total compensation and all benefits paid during the fiscal year ended December 31, 2019 or granted in respect of the same fiscal year to Michel de Rosen, Chairman of the Board of Directors, as presented, as they are listed in the corporate governance report included in the 2019 Universal Registration Document, Chapter 3 "Corporate Governance", Sections 3.3.1.1 "Compensation of the Chairman of the Board of Directors" and 3.3.1.4.1 "Summary of the components of compensation paid to the Chairman of the Board of Directors during fiscal year 2019 or awarded in respect of this same fiscal year."

Thirteenth resolution – Approval of the elements comprising the total compensation and all benefits paid during the fiscal year ended December 31, 2019 or granted in respect of the fiscal year ended December 31, 2019 to Patrick Koller, Chief Executive Officer

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, after having read the corporate governance report indicated in Article L. 225-37 of the French Code of commerce, approves, in application of Article L. 225-100, III of the French Code of commerce, the fixed, variable and exceptional elements comprising the total compensation and all benefits paid during the fiscal year ended December 31, 2019 or granted in respect of the same fiscal year to Patrick Koller, Chief Executive Officer, as presented, as they are listed in the corporate governance report included in the 2019 Universal Registration Document, Chapter 3 "Corporate Governance", Sections 3.3.1.2 "Compensation of the Chief Executive Officer" and 3.3.1.4.2 "Summary of the components of compensation paid to the Chief Executive Officer during fiscal year 2019 or awarded in respect of this same fiscal year."

1.7 Approval of the compensation policy for Board member corporate officers

(FOURTEENTH TO SIXTEENTH RESOLUTIONS)

In accordance with the provisions of article L. 225-37-2, II of the French Code of commerce, you are being asked to approve the compensation policy that applies to the Chairman of the Board of Directors (fifteenth resolution), the Chief Executive Officer (sixteenth resolution) and, for the first time in accordance with order No. 2019-1234 on the compensation of corporate officers of listed companies, to the Board members (fourteenth resolution).

The compensation policies for corporate officers appear in Chapter 3 "Corporate governance," Section 3.3.4.1, "Compensation policy for corporate officers" of the 2019 Universal Registration Document.

In particular, please note that:

- the 2020 compensation policy for the Chairman of the Board of Directors remains stable compared with 2019.

It is specified that in light of the Covid-19 sanitary crisis, and as a personal contribution to the many gestures of solidarity of the Group's employees, the Chairman of the Board decided to reduce his fixed annual compensation by 20% for at least the second quarter of 2020.

- regarding the Chief Executive Officer, upon recommendation of the Compensation Committee, the Board of Directors conducted an in-depth review of the structure and components of the compensation of the Chief Executive Officer as part of the creation of the 2020 compensation policy and amended it from the 2019 compensation policy, as is explained in Section 3.3.4.1.3 "Compensation policy for the Chief Executive Officer" of the 2019 Universal Registration Document. This review and the proposed changes come under the framework of the challenges to which the Group is confronted, both in terms of the potential change in the Company's shareholding structure related to the planned distribution of the Company's shares by PSA to its shareholders, and the retention of the Chief Executive Officer in a competitive environment where executive managers receive, or may receive, signs of interest from other international groups.

In the extremely difficult context of the Covid-19 sanitary crisis and the drastic measures implemented by the Group related to cash flow and strict control of expenditures and investments during the slowdown of activity, the Chief Executive Officer wished to take part to the efforts requested from all the Group stakeholders and informed the Board of Directors of his decision to waive for 2020 the increase of its compensation (fixed and long-term) proposed in the compensation policy, which will only become applicable as of 2021, the other proposed evolutions, including the additional undertakings requested, remaining applicable as of 2020.

In addition, in light of this crisis, and as a personal contribution to the many gestures of solidarity of the Group's employees, the Chief Executive Officer decided to reduce his annual fixed annual compensation by 20% for at least the second quarter of 2020.

- the 2020 compensation policy for the Board members standardizes the existing and implemented practices within the Company.

Fourteenth resolution – Approval of the compensation policy for Board members for the 2020 fiscal year

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, after having read the corporate governance report indicated in Article L. 225-37 of the French Code of commerce describing the components of the compensation policy for Board members for the 2020 fiscal year, approves, in application of Article L. 225-37-2, II of the French Code of commerce, the compensation policy for Board members as presented in the corporate governance report included in the 2019 Universal Registration Document, Chapter 3 "Corporate Governance", Sections 3.3.4.1 "Compensation policy for corporate officers" and 3.3.4.1.1 "Compensation policy for the Board Members".

Fifteenth resolution – Approval of the compensation policy for the Chairman of the Board of Directors for the 2020 fiscal year

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, after having read the corporate governance report indicated in Article L. 225-37 of the French Code of commerce describing the components of the compensation policy for the Chairman of the Board of Directors for the 2020 fiscal year, approves, in application of Article L. 225-37-2, II of the French Code of commerce, the compensation policy for the Chairman of the Board of Directors as presented in the corporate governance report included in the 2019 Universal Registration Document, Chapter 3 "Corporate Governance", Sections 3.3.4.1 "Compensation policy for corporate officers" and 3.3.4.1.2 "Compensation policy for the Chairman of the Board".

Sixteenth resolution – Approval of the compensation policy for the Chief Executive Officer for the 2020 fiscal year

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, after having read the corporate governance report indicated in article L. 225-37 of the French Code of commerce describing the components of the compensation policy for the Chief Executive Officer for the 2020 fiscal year, approves, in

application of Article L. 225-37-2, II of the French Code of commerce, the compensation policy for the Chief Executive Officer as presented in the 2019 Universal Registration Document, Chapter 3 "Corporate Governance", Sections 3.3.4.1 "Compensation policy for corporate officers" and 3.3.4.1.3 "Compensation policy for the Chief Executive Officer".

1.8 Share buy-back program

(SEVENTEENTH RESOLUTION)

You are being asked to renew the authorization granted by the General Meeting of May 28, 2019, under the sixteenth resolution.

The Board of Directors will be authorized to buy back shares of your Company in order to:

- hedge stock option plans and/or free share allocation 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;
- retain the shares purchased and use these shares for exchange or payment at a later stage, as part of any possible external growth transactions;
- cancel shares;
- support the secondary market or the liquidity of Faurecia shares, through an investment service provider under a liquidity contract in accordance with the practices accepted by the *Autorité des Marchés Financiers* (AMF).

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

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

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

- the maximum number of shares that may be purchased may never exceed 10% of the total number of shares comprising the capital stock (i.e., 13,803,580 shares as of December 31, 2019);
- the maximum purchase price would be €110 per share (excluding acquisition costs);
- the theoretical maximum purchase amount of the program (excluding acquisition costs) would be €1,518,393,800.

The authorization will be granted for a period of 18 months and will put an end to the authorization granted by the General Meeting of May 28, 2019, under the sixteenth resolution. It is stipulated that the authorization may be used at any time, except during a tender offer period.

Seventeenth resolution – Authorization to be granted to the Board of Directors to allow the Company to buy back its own shares (suspension during tender offer periods)

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

1. authorizes the Board of Directors to purchase or buy back Company shares, in accordance specifically with the provisions of Articles L. 225-209 et seq. of the French Code of commerce, Regulation No. 596/2014 of the European Parliament and Council of April 16, 2014, of the Delegated Regulation 2016/1052 of the Commission of March 8, 2016; the provisions of the General Regulation of the *Autorité des Marchés Financiers* and all other legal and regulatory provisions that may become applicable;

2. acquisitions are authorized in order to:
 - a) hedge stock option plans and/or free grant of shares plans (or similar plans) to the benefit of employees and/or Group corporate officers, as well as all allocations of shares as part of a group or company savings plan (or similar plan), under a profit-sharing plan and or any other form of allocation or sale of shares to the benefit of the Group employees and/or corporate officers,
 - b) hedge securities giving access to the allocation of Company shares,
 - c) retain the shares purchased and use these shares for exchange or payment at a later stage, as part of any possible external growth transactions,
 - d) cancel shares,
 - e) support the secondary market or the liquidity of Faurecia shares, through an investment service provider under a liquidity contract in accordance with the practices permitted by the *Autorité des Marchés Financiers*;
3. resolves that this program is also designed to allow the implementation of all market practices that may be permitted by the market authorities, and more generally, the completion of all other transactions in accordance with legislation or regulations that are or may become applicable. In such an event, the Company shall inform its shareholders through a press release;
4. resolves that the shares may, in all or part, depending on the case, be acquired, sold, exchanged or transferred, in one or several installments, by all means, on all markets, including on multilateral trading facilities or through a systematic internalizer, or over the counter, including through the acquisition or disposal of blocks of shares (without limiting the part of the buyback program that may be completed through this means), in all cases, either directly or indirectly, notably through an investment service provider. These means include the use of optional mechanisms or derivatives subject to the applicable regulations;
5. resolves that the maximum number of shares that may be purchased pursuant to this authorization may not at any time exceed 10% of the total number of shares comprising the capital stock (or for information purposes 13,803,580 shares at the date of December 31, 2019), it being specified that (i) this cap applies to an amount of the Company's capital stock that may, if applicable, be adjusted to take into account the transactions affecting the capital stock after this Meeting and (ii) in accordance with the applicable provisions, when the shares are purchased for liquidity purposes, the number of shares taken into account to calculate the aforementioned cap of 10% corresponds to the number of shares purchased less the number of shares resold during the duration of the authorization. The acquisitions made by the Company may not, under any circumstances, lead it to hold, directly or indirectly through subsidiaries, over 10% of its capital stock. Moreover, the number of shares acquired by the Company for the purpose of retaining and using them for exchange or payment at a later stage, as part of any possible external growth transactions may not exceed 5% of its capital stock;
6. resolves to set the maximum purchase price at €110 per share (excluding acquisition costs). In the event of capital increase through the capitalization of premiums, reserves or profits by allocations of free shares as well as in the event of a division of shares, reverse stock split or any other transaction affecting the capital stock, the aforementioned price will be adjusted by a multiplication coefficient equal to the ratio of the number of Company shares prior to the transaction and the number of shares after the transaction. On this basis, and for information only, based on the capital stock at December 31, 2019 comprising 138,035,801 shares, and without taking into account the shares already held by the Company, the theoretical maximum purchase amount for the program (excluding acquisition costs) would amount to €1,518,393,800;
7. the General Meeting grants all powers to the Board of Directors, with the option of subdelegation under the conditions provided by law, notably to:
 - proceed with the transactions described in this authorization,
 - sign and cancel all contracts and agreements for the purpose of the buyback, disposal or transfer of treasury shares,
 - place buy orders on all markets or conduct all over-the-counter transactions,
 - allocate or reallocate the acquired shares to different objectives,
 - prepare all documents, carry out all declarations, press releases and formalities with the *Autorité des Marchés Financiers* and all other authorities or organizations relating to the transactions carried out under this resolution,
 - set the terms and conditions under which shall be ensured, if applicable, the preservation of the rights of holders of rights or securities giving access to shares in the Company,
 - carry out all formalities and in general, do all that may be deemed necessary or useful as part of the implementation of this authorization;
8. resolves that these transactions may be carried out at the periods decided by the Board of Directors. The Board of Directors may not, without the prior authorization of the General Meeting, use this authorization during a tender offer launched by a third party, involving Company shares, until the end of the offer;
9. sets the validity of this authorization at 18 months, from the date of this General Meeting, and acknowledges that it shall supersede, from the same date for the unused portion at the date of the General Meeting, the authorization granted to the Board of Directors by the General Meeting of May 28, 2019 under its sixteenth resolution.

2. Purview of the Extraordinary General Meeting

2.1. Financial authorizations and delegations of authority

(EIGHTEENTH TO TWENTY-SECOND RESOLUTIONS)

You are being asked to renew the financial authorizations and delegations of authority that were granted to the Board of Directors by the General Meeting of May 28, 2019, and to grant a new, standard one, for the purpose of paying compensation for contributions of securities. These authorizations and delegations of authority, whether they continue, remove or do not carry preferential subscription rights, will enable your Company to enact financial transactions based on market conditions and quickly gather the resources needed to implement the Group's growth and consolidation strategy.

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

The transaction carried out under this resolution would be reserved for Company shareholders only.

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

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

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

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

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

- capital ceiling: €290 million, which represented 30.01% of the Company's capital at December 31, 2019. This is a total ceiling for all capital increases (issuances under the eighteenth, nineteenth, twentieth and twenty-second resolutions) (excluding performance shares and capital increases reserved for employees);
- debt ceiling: €1 billion. This is a total ceiling for all the issues of debt securities (issuances under the eighteenth, nineteenth, twentieth and twenty-second resolutions), excluding issuances reserved for employees.

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

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

This delegation of authority, which would be granted for a period of 26 months, would invalidate the delegation of authority granted by the General Meeting of May 28, 2019, under its nineteenth resolution.

Eighteenth resolution – *Delegation of authority to be granted to the Board of Directors to issue shares and/or securities giving access, immediately or in the future, to shares in the Company and/or a Subsidiary, with preferential subscription rights, or to increase the Company's capital stock through the capitalization of profits, reserves and/or premiums (suspension during tender offer periods)*

The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, after having read the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of the French Code of commerce, notably its Articles L. 225-129-2, L. 225-130, L. 225-132 and L. 228-91 et seq.:

1. delegates powers to the Board of Directors to decide:
 - a) the issue, in one or several installments, in the proportions it deems appropriate, on the French and/or international market, either in euros or in any other foreign currency or currency unit established by reference to several currencies, (i) of shares and/or (ii) securities governed by Articles L. 228-92 paragraph 1 and L. 228-93 paragraphs 1 and 3 of the French Code of commerce giving access, immediately or in the future, to shares in the Company and/or that of a company in which the Company owns, directly or indirectly at the time of the issue, over half of the capital stock (a "Subsidiary") (including equity securities giving the right to the allocation of debt securities), excluding preference shares and securities giving access by all means, immediately or in the future, to preference shares. The subscription may take place either in cash, or through debt compensation,
 - b) the increase in the capital stock, in one or several installments, in the proportions and under the procedures it deems appropriate, by capitalization of 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 shares, or by a combination of these two procedures;
2. resolves that if the Board of Directors uses the delegation of powers defined in 1.b), that fractional shares shall not be negotiable nor transferable and the corresponding shares shall be sold; the proceeds from the sale shall be allocated to the holders of such rights within the period provided for by the regulation;
3. resolves to set the authorized limit amounts for issues should the Board of Directors decide to use the present delegation of powers, as follows:
 - a) the maximum nominal value of capital increases that may result from the use of this delegation is set at €290 million or the equivalent in any other currency or currency unit established by reference to several currencies, it being stipulated that (i) this ceiling constitutes the total maximum nominal value of the issues carried out pursuant to the eighteenth, nineteenth, twentieth and twenty-second resolutions submitted to this General Meeting (or all resolutions that may be substituted at a later date) and (ii) to this ceiling shall be added, if applicable, the nominal value of the capital increase required to preserve, in accordance with the law, and if applicable, with contractual provisions providing for other cases of adjustment, the rights of holders of rights or securities giving access to shares in the Company. In this respect, the General Meeting authorizes as required the Board of Directors to increase the capital stock proportionally,
 - b) the maximum nominal value of debt securities that may be issued pursuant to this delegation is set at €1 billion or the equivalent in any other currency or currency unit established by reference to several currencies, it being stipulated that this ceiling (i) constitutes the total maximum nominal value of issues carried out pursuant to the eighteenth, nineteenth, twentieth and twenty-second resolutions submitted to this General Meeting (or all resolutions that may be substituted at a later date), (ii) shall be increased, if applicable, by all redemption premiums above par and (iii) this ceiling does not apply to debt securities for which the issue shall be decided or authorized by the Board of Directors in accordance with the provisions of Articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3 of the French Code of commerce;
4. resolves that, as part of the issues referred to in 1.a), shareholders may exercise, under the conditions provided by the law, their preferential subscription rights by way of right to shares and securities giving access to shares. The Board of Directors may also set up for the benefit of shareholders a preferential subscription right for excess shares that shall be exercised in a proportional way to the subscription rights that they hold and up to the level of their requests. If the subscriptions as of right and, if applicable, for excess shares together do not result in the full subscription of the issuance, the Board of Directors may use, in the order that it deems appropriate, one or more of the options provided by Article L. 225-134 of the French Code of commerce;
5. acknowledges that this delegation shall automatically act as a waiver by shareholders of their preferential rights to subscribe to the shares to which the securities that may be issued based on this delegation may give the rights immediately and/or in the future, for the benefit of bearers of securities giving access to the shares issued pursuant to this delegation;
6. resolves that the Company may issue share subscription warrants through a subscription offer, but may also do so by granting free share awards to existing shareholders, it being specified that the fractional rights shall be sold in accordance with the terms and conditions provided for by the applicable laws and regulations;
7. resolves that the Board of Directors shall have all powers, with the option of subdelegation under the conditions provided by law, notably to:
 - decide the issue, set the price, terms and conditions and dates of the issues, as well as the type and characteristics of the shares and securities to be created,
 - set the amounts to be issued, suspend, if applicable, the exercise of the rights to the allocation of Company shares attached to the securities for a period not exceeding three months, set the terms and conditions under which shall be assured, if applicable, the preservation of the rights of holders of rights or securities giving access to shares in the Company, and this, in compliance with the legal, regulatory and, if applicable, contractual provisions, carry out, if applicable, all deductions from additional paid-in capital and notably the costs resulting from the completion of the issues and deduct from the issue amount the sums necessary to fund the statutory reserve to one tenth of the new level of capital, after each increase, and, more generally, take all necessary actions in this respect,

- set the terms and conditions under which the Company would have, if applicable, the option to purchase or exchange in the stock market, at any time or during set periods, the securities, for the purpose of cancelling or not cancelling them, taking into account legal provisions,
 - ensure, if applicable, the listing of the shares and securities, generally take all useful measures and sign all agreements to ensure the completion of the planned issues, record the capital increase(s) resulting from any issue completed using this delegation and amend the bylaws accordingly;
8. resolves that this delegation may be used at any time. However, the Board of Directors may not use this delegation of powers, without the prior authorization of the General Meeting, in the event of a tender offer filed by a third party involving Company shares, until the end of such offer;
 9. sets the validity of this delegation at 26 months, from the date of this General Meeting, and acknowledges that it shall supersede, from the same date for the unused portion at the date of the General Meeting, the delegation granted to the Board of Directors by the General Meeting of May 28, 2019 under its nineteenth resolution.

2.1.2 Delegation of authority for the purpose of increasing the capital stock with removal of preferential subscription rights, by way of (i) a public offering (nineteenth resolution), and (ii) a private placement (twentieth resolution)

Transactions carried out pursuant to these resolutions would be open to the public and/or through private placement with removal of preferential subscription rights.

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

The issuances may be carried out (i) by way of public offerings (nineteenth resolution) with, however, the option for the Board of Directors to institute a non-negotiable right of preemption for shareholders, or (ii) by way of a private placement, that is, through an offering destined solely for a limited group of investors acting on their own behalf or for qualified investors (twentieth resolution). Please note that if the subscriptions would not absorb all of an issuance, the Board of Directors may decide to limit the amount of the issuance to the amount of subscriptions, provided that this amount reaches three-quarters of the issuance, and/or the Board may decide to freely distribute all or part of the unsubscribed securities.

Please also note that the delegation of authority that allows for the issue of securities by way of a public offering (nineteenth resolution) may also be used for the purpose of paying compensation for contributions of securities as part of a public exchange offer in accordance with Article L. 225-148 of the French Code of commerce.

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

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

- capital ceiling: €95 million, which represented 9.83% of the Company's capital at December 31, 2019. This is a ceiling shared by both of these resolutions (nineteenth and twentieth resolutions) and the twenty-second resolution (in-kind contributions of securities), it being understood that this amount is deducted from the total ceiling of €290 million. Please note that regarding the issuances by way of private placement, the ceiling is significantly lower than the legal limit of 20% of the capital per year;
- debt ceiling: €1 billion for each of the nineteenth and twentieth resolutions, it being understood that this amount is deducted from the total ceiling of €1 billion.

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

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

These delegations of authority, which would be granted for a period of 26 months, would invalidate the authorizations granted by the General Meeting of May 28, 2019, under the twentieth and twenty-first resolutions.

Nineteenth resolution – *Delegation of authority to be granted to the Board of Directors to issue shares and/or securities giving access, immediately or in the future, to shares in the Company and/or a Subsidiary, with removal of preferential subscription rights through a public offering (excluding offers referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code) and/or as compensation for shares as part of a public exchange offer (suspension during tender offer periods)*

The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, after having read the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of the French Code of commerce, notably its Articles L. 225-129-2, L. 225-135, L. 225-136, L. 225-148 and L. 228-91 et seq.:

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

The shares and/or securities listed above may also be used as consideration for shares contributed by the Company in a public exchange offer comprising an exchange component initiated by the Company in France or abroad according to local rules on securities meeting the conditions set by Article L. 225-148 of the French Code of commerce;

2. resolves that the issues under this resolution may be associated, as part of the same issue or several issues carried out simultaneously, with offers indicated in the twentieth resolution (or any other resolution that may be substituted at a later date);
3. resolves to set the authorized limit amounts for issues should the Board of Directors decide to use the present delegation of powers, as follows:
 - a) the maximum nominal value of capital increases that may result from the use of this delegation is set at €95 million or the equivalent in any other currency or currency unit established by reference to several currencies, it being stipulated that (i) this ceiling is common to the issues carried out in application of the nineteenth, twentieth and twenty-second resolutions

submitted to this General Meeting (or all resolutions that may be substituted at a later date), (ii) that all issues carried out pursuant to this delegation shall be deducted from the total ceiling of €290 million set in the eighteenth resolution (or all resolutions that may be substituted at a later date) and (iii) to this ceiling shall be added, if applicable, the nominal value of the capital increase required to preserve, in accordance with the law, and if applicable, with contractual provisions providing for other cases of adjustment, the rights of holders of rights or securities giving access to shares in the Company. In this respect, the General Meeting authorizes as required the Board of Directors to increase the capital stock proportionally,

- b) the maximum nominal value of debt securities that may be issued pursuant to this delegation is set at €1 billion or the equivalent in any other currency or currency unit established by reference to several currencies, it being stipulated that (i) this amount shall be deducted from the total ceiling of €1 billion set in the eighteenth resolution (or all resolutions that may be substituted at a later date), (ii) this amount shall be increased, if applicable, by all redemption premiums above par and (iii) this amount shall not apply to debt securities for which the issue shall be decided or authorized by the Board of Directors in accordance with the provisions of Articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3 of the French Code of commerce;
4. resolves to remove the preferential subscription rights of shareholders to the shares and securities giving access, immediately or in the future, to shares, while leaving the option for the Board of Directors, however, to grant shareholders after a time period and according to the terms and conditions that it shall set in compliance with applicable laws and regulations and for all or part of the issue, a right to priority subscription that shall not give rise to the creation of negotiable rights and that must be exercised proportionally to the number of shares owned by each shareholders and may possibly include a right to the subscription of excess shares;
5. resolves that if the subscriptions have not absorbed all of an issue, the Board of Directors may limit that amount of the issue to the amount of subscriptions on the condition that they reach at least three-quarters of the decided issue and/or freely allocate all or part of the unsubscribed shares or securities;
6. acknowledges that this delegation entails the waiver by shareholders to their preferential subscription rights to the shares to which the securities that would be issued based on this delegation may give the right, immediately and/or in the future, for the benefit of the bearers of securities giving access to shares in the Company issued pursuant to this delegation (including in the event of the issue of shares or securities related to securities giving access to shares in the Company that may be issued in accordance with Article L. 228-93 of the French Code of commerce by a Subsidiary);

7. resolves that the issue price (i) for the shares issued directly shall be at least equal to the weighted average of the share prices during the last three trading sessions on the regulated market of Euronext Paris prior to the beginning of the public offering, possibly reduced by a maximum discount of 10%, after, if applicable, the correction of this average in the event of a difference between dividend dates and (ii) for the securities giving access immediately or in the future to shares in the Company, and the number of shares to which the conversion, redemption or generally the transformation of each security giving access, immediately or in the future, to shares in the Company may give the right, shall be such that the sum received immediately by the Company, increased, if applicable, by the sum that may be received subsequently, is, for each share issued as a result of the issue of these shares, at least equal to the minimum subscription price defined in (i) above;
 8. resolves that the Board of Directors shall have all powers, with the option of subdelegation under the conditions provided by law, notably to:
 - decide the issue, set the price, terms and conditions and dates of the issues, as well as the type and characteristics of the shares and securities to be created,
 - set the amounts to be issued, suspend, if applicable, the exercise of the rights to the allocation of Company shares attached to the securities for a period not exceeding three months, set the terms and conditions under which shall be assured, if applicable, the preservation of the rights of holders of rights or securities giving access to shares in the Company, and this, in compliance with the legal, regulatory and, if applicable, contractual provisions, carry out, if applicable, all deductions from additional paid-in capital and notably the costs resulting from the completion of the issues and deduct from the issue amounts the sums necessary to fund the statutory reserve to one tenth of the new level of capital, after each increase, and, more generally, take all necessary actions in this respect,
 - set the terms and conditions under which the Company would have, if applicable, the option to purchase or exchange in the stock market, at any time or during set periods, the securities, for the purpose of cancelling or not cancelling them, taking into account legal provisions,
 - in the event of the issue of shares and securities as compensation for securities contributed within the framework of a public exchange offer with an exchange component, set the list of securities to be contributed to the exchange, the issuing conditions, the exchange parity and, if applicable, the amount of cash adjustment to be paid, without the conditions for fixing the price provided in this resolution being applied, and set the terms and conditions for the issue within the framework of a public exchange offer, an alternative purchase or exchange offer, a unique offer for the purchase or exchange against payment in securities and cash, a public tender offer or an exchange offer, followed by a supplemental exchange offer or public tender offer, or any other form of tender offer in accordance with the law and regulations applicable to the said tender offer,
 - ensure, if applicable, the listing of the shares and securities, generally take all useful measures and sign all agreements to ensure the completion of the planned issues, record the capital increase(s) resulting from any issue completed using this delegation and amend the bylaws accordingly;
 9. resolves that this delegation may be used at any time. However, the Board of Directors may not use this delegation of powers, without the prior authorization of the General Meeting, in the event of a tender offer filed by a third party involving Company shares, until the end of such offer;
 10. sets the validity of this delegation at 26 months, from the date of this General Meeting, and acknowledges that it supersedes, from the same date for the unused portion at the date of the General Meeting, the delegation granted to the Board of Directors by the General Meeting of May 28, 2019 under its twentieth resolution.
- Twentieth resolution – Delegation of authority to be granted to the Board of Directors to issue shares and/or securities giving access, immediately or in the future, to shares in the Company and/or a Subsidiary, with removal of preferential subscription rights through an offer exclusively targeting a restricted circle of investors acting for their own account or qualified investors (suspension during tender offer periods)**
- The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, after having read the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of the French Code of commerce, notably its Articles L. 225-129-2, L. 225-136, and L. 228-91 et seq.:
1. delegates to the Board of Directors its authority to decide the issue, in one or several installments, in the proportions it deems appropriate, on the French and/or international market, either in euros or in any other currency or currency unit established by reference to several currencies, by way of offers referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code, (i) of shares and/or (ii) securities governed by the Articles L. 228-92 paragraph 1 and L. 228-93 paragraphs 1 and 3 of the French Code of commerce giving access, immediately or in the future, to shares in the Company and/or that of a company in which the Company owns, directly or indirectly at the time of the issue, over half of the capital stock (a "Subsidiary") (including equity securities giving the right to the allocation of debt securities), excluding preference shares and securities giving access by all means, immediately or in the future, to preference shares. The subscription may take place either in cash, or through debt compensation. It is stipulated that the shares and securities listed above may be issued following the issue by a Subsidiary of securities giving access to shares in the Company;
 2. resolves that the issues under this resolution may be associated, as part of the same issue or several issues carried out simultaneously, with offers indicated in the nineteenth resolution (or any other resolution that may be substituted at a later date);

3. resolves to set the authorized limit amounts for issues should the Board of Directors decide to use the present delegation of powers, as follows:
 - a) the maximum nominal value of capital increases that may result from the use of this delegation is set at €95 million or the equivalent in any other currency or currency unit established by reference to several currencies, it being stipulated that (i) this ceiling is common to the issues carried out in application of the nineteenth, twentieth and twenty-second resolutions submitted to this General Meeting (or all resolutions that may be substituted at a later date), (ii) that all issues carried out pursuant to this delegation shall be deducted from the total ceiling of €290 million set in the eighteenth resolution (or all resolutions that may be substituted at a later date) and (iii) to this ceiling shall be added, if applicable, the nominal value of the capital increase required to preserve, in accordance with the law, and if applicable, with contractual provisions providing for other cases of adjustment, the rights of holders of rights or securities giving access to shares in the Company. In this respect, the General Meeting authorizes as required the Board of Directors to increase the capital stock proportionally,
 - b) the maximum nominal value of debt securities that may be issued pursuant to this delegation is set at €1 billion or the equivalent in any other currency or currency unit established by reference to several currencies, it being stipulated that (i) this amount shall be deducted from the total ceiling of €1 billion set in the eighteenth resolution (or all resolutions that may be substituted at a later date), (ii) this amount shall be increased, if applicable, by all redemption premiums above par and (iii) this amount shall not apply to debt securities for which the issue shall be decided or authorized by the Board of Directors in accordance with the provisions of Articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3 of the French Code of commerce;
4. resolves to remove the preferential subscription rights for shareholders to shares and securities giving access, immediately or in the future, to shares;
5. resolves that if the subscriptions have not absorbed all of an issue, the Board of Directors may limit that amount of the issue to the amount of subscriptions on the condition that they reach at least three-quarters of the decided issue and/or freely allocate all or part of the unsubscribed shares or securities;
6. acknowledges that this delegation entails the waiver by shareholders to their preferential subscription rights to the shares to which the securities that would be issued based on this delegation may give the right, immediately and/or in the future, for the benefit of the bearers of securities giving access to shares in the Company issued pursuant to this delegation (including in the event of the issue of shares or securities related to securities giving access to shares in the Company that may be issued in accordance with Article L. 228-93 of the French Code of commerce by a Subsidiary);
7. resolves that the issue price (i) for the shares issued directly shall be at least equal to the weighted average of the share prices during the last three trading sessions on the regulated market of Euronext Paris prior to the beginning of the public offering, possibly reduced by a maximum discount of 10%, after, if applicable, the correction of this average in the event of a difference between dividend dates and (ii) for the securities giving access immediately or in the future to shares in the Company, and the number of shares to which the conversion, redemption or generally the transformation of each security giving access, immediately or in the future, to shares in the Company may give the right, shall be such that the sum received immediately by the Company, increased, if applicable, by the sum that may be received subsequently, is, for each share issued as a result of the issue of these shares, at least equal to the minimum subscription price defined in (i) above;
8. resolves that the Board of Directors shall have all powers, with the option of subdelegation under the conditions provided by law, notably to:
 - decide the issue, set the price, terms and conditions and dates of the issues, as well as the type and characteristics of the shares and securities to be created,
 - set the amounts to be issued, suspend, if applicable, the exercise of the rights to the allocation of Company shares attached to the securities for a period not exceeding three months, set the terms and conditions under which shall be assured, if applicable, the preservation of the rights of holders of rights or securities giving access to shares in the Company, and this, in compliance with the legal, regulatory and, if applicable, contractual provisions, carry out, if applicable, all deductions from additional paid-in capital and notably the costs resulting from the completion of the issues and deduct from the issue amounts the sums necessary to fund the statutory reserve to one tenth of the new level of capital, after each increase, and, more generally, take all necessary actions in this respect,
 - set the terms and conditions under which the Company would have, if applicable, the option to purchase or exchange in the stock market, at any time or during set periods, the securities, for the purpose of cancelling or not cancelling them, taking into account legal provisions,
 - ensure, if applicable, the listing of the shares and securities, generally take all useful measures and sign all agreements to ensure the completion of the planned issues, record the capital increase(s) resulting from any issue completed using this delegation and amend the bylaws accordingly;
9. resolves that this delegation may be used at any time. However, the Board of Directors may not use this delegation of powers, without the prior authorization of the General Meeting, in the event of a tender offer filed by a third party involving Company shares, until the end of such offer;
10. sets the validity of this delegation at 26 months, from the date of this General Meeting, and acknowledges that it supersedes, from the same date for the unused portion at the date of the General Meeting, the delegation granted to the Board of Directors by the General Meeting of May 28, 2019 under its twenty-first resolution.

2.1.3 Authorization for the purpose of increasing the amount of the initial issues provided for by the eighteenth to twentieth resolutions (twenty-first resolution)

This authorization would allow the Company, during a 30-day period starting from the end of the subscription period, to increase the number of shares to be issued in the event of issues carried out (i) with preferential subscription rights (eighteenth resolution), (ii) with removal of preferential subscription rights by way of public offerings (nineteenth resolution), and (iii) with removal of preferential subscription rights by way of private placement (twentieth resolution).

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

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

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

This authorization, which would be granted for a period of 26 months, would invalidate the authorization granted by the General Meeting of May 28, 2019, under its twenty-second resolution.

Twenty-first resolution – *Authorization to increase the amount of issues provided for in the eighteenth, nineteenth and twentieth resolutions (suspension during tender offer periods)*

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

1. authorizes the Board of Directors, with the option of subdelegation under the conditions set by law, for each of the issues decided in application of the eighteenth, nineteenth and twentieth resolutions (or all resolutions that may be substituted at a later date), to increase the number of securities to be issued, subject to the periods and up to the ceilings set by the law at the date of the issue;
2. resolves that the maximum nominal value of capital increases that may result from the use of this authorization shall be deducted from the amount of the ceiling stipulated in the resolution under which the initial issue was decided, and if applicable from the sub-ceiling indicated in the resolution under which the initial issue was decided;
3. resolves that the maximum nominal value of debt securities that may be issued pursuant to this resolution shall be deducted from the amount of the ceiling stipulated in the resolution under which the initial issue was decided;
4. decides that the Board of Directors may not use this authorization, without the prior authorization of the General Meeting, in the event of a tender offer filed by a third party involving Company shares, until the end of such offer;
5. sets at 26 months, from the date of this General Meeting, the validity of this authorization and acknowledges that it supersedes, from the same date for the unused portion at the date of the General Meeting, the authorization granted to the Board of Directors by the General Meeting of May 28, 2019 under its twenty-second resolution.

2.1.4 Delegation for the purpose of increasing the capital stock, without preferential subscription rights, in the event of in-kind contributions to the Company (twenty-second resolution)

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

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

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

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

- capital ceiling: €95 million, which represented 9.83% of the Company's capital at December 31, 2019 (which is lower than the legal ceiling of 10%). This is a ceiling shared by this resolution and the two resolutions with removal of preferential subscription rights (nineteenth and twentieth resolutions), it being understood that this amount is deducted from the total ceiling of €290 million;
- debt ceiling: €1 billion, it being understood that this amount is deducted from the total ceiling of €1 billion.

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

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

This delegation would be granted for a period of 26 months.

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

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

1. delegates to the Board of Directors the powers necessary to decide the issue, in one or several installments, in the proportions it deems appropriate, on the French and/or international market, either in euros or in any other currency or currency unit established by reference to several currencies, (i) of shares and/or (ii) securities governed by Article L. 228-92 paragraph 1 of the French Code of commerce giving access, immediately or in the future, to shares in the Company (including equity securities giving the right to the allocation of debt securities), excluding preference shares and securities giving access by all means, immediately or in the future, to preference shares, for the purpose of compensating contributions in kind granted to the Company and comprising equity securities and/or securities giving access to the capital stock, when the provisions of Article L. 225-148 of the French Code of commerce are not applicable;

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

- a) the maximum nominal value of capital increases that may result from the use of this delegation is set at €95 million or the equivalent in any other currency or currency unit established by reference to several currencies (without exceeding the limits stipulated by applicable legal provisions in force on the day of the Board of Directors' decision), it being stipulated that (i) this ceiling is common to the issues carried out in application of the nineteenth, twentieth and twenty-second resolutions submitted to this General Meeting (or all resolutions that may be substituted at a later date), (ii) that all issues carried out pursuant to this delegation shall be deducted from the total ceiling of €290 million set in the eighteenth resolution (or all resolutions that may be substituted at a later date) and (iii) to this ceiling shall be added, if applicable, the nominal value of the capital increase required to preserve, in accordance with the law, and if applicable, with contractual provisions providing for other cases of adjustment, the rights of holders of rights or securities giving access to shares in the Company. In this respect, the General Meeting authorizes as required the Board of Directors to increase the capital stock proportionally,

- b) the maximum nominal value of debt securities that may be issued pursuant to this delegation is set at €1 billion or the equivalent in any other currency or currency unit established by reference to several currencies, it being stipulated that (i) this amount shall be deducted from the total ceiling of €1 billion set in the eighteenth resolution (or all resolutions that may be substituted at a later date), (ii) this amount shall be increased, if applicable, by all redemption premiums above par and (iii) this amount shall not apply to debt securities for which the issue shall be decided or authorized by the Board of Directors in accordance with the provisions of Articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3 of the French Code of commerce;
3. acknowledges that, in accordance with the law, the shareholders shall not have preferential subscription rights to the securities issued under this delegation, as the latter have the objective of compensating contributions in kind;
4. acknowledges that this delegation shall automatically act as a waiver by shareholders of their preferential rights to subscribe to the shares to which the securities that may be issued based on this delegation may give the rights immediately and/or in the future, for the benefit of bearers of securities giving access to the shares issued pursuant to this delegation;
5. resolves that the Board of Directors shall have all powers, with the option of subdelegation under the conditions provided by law, notably to:
- decide the issue as compensation for contributions in kind,
 - decide the list of shares and securities contributed, approve the report by the Contributions Auditor on the assessment of the contributions and the granting of specific benefits and reduce the assessment of the contributions or the compensation for specific benefits, if the contributors accept,
 - determine the terms and conditions, amounts and dates of the issues, as well as the type and characteristics of the shares and securities to be created, including, if applicable the amount of cash adjustment to be paid,
 - set all the terms and conditions for the transactions authorized under the conditions provided by Article L. 225-147 of the French Code of commerce,
 - suspend, if applicable, the exercise of the rights to the allocation of Company shares attached to the securities for a period not exceeding three months, set the terms and conditions under which shall be assured, if applicable, the preservation of the rights of holders of rights or securities giving access to shares in the Company, and this, in compliance with the legal, regulatory and, if applicable, contractual provisions, carry out, if applicable, all deductions from additional paid-in capital and notably the costs resulting from the completion of the issues and deduct from the issue amounts the sums necessary to fund the statutory reserve to one tenth of the new level of capital, after each increase, and, more generally, take all necessary actions in this respect,
 - set the terms and conditions under which the Company would have, if applicable, the option to purchase or exchange in the stock market, at any time or during set periods, the securities, for the purpose of cancelling or not cancelling them, taking into account legal provisions,
 - ensure, if applicable, the listing of the shares and securities, generally take all useful measures and sign all agreements to ensure the completion of the planned issues, record the capital increase(s) resulting from any issue completed using this delegation and amend the bylaws accordingly;
6. decides that the Board of Directors may not use this delegation of powers, without the prior authorization of the General Meeting, in the event of a tender offer filed by a third party involving Company shares, until the end of such offer;
7. sets the validity of this delegation as 26 months from this General Meeting.

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

(TWENTY-THIRD RESOLUTION)

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

Use of the previous authorization

The General Meeting of May 28, 2019, under its twenty-third resolution, authorized your Board of Directors to grant a maximum of 2,000,000 performance shares, the total number of shares awarded to corporate officers not exceeding 10% of this envelope.

The Board of Directors used this authorization in fiscal year 2019: based on the decision of October 9, 2019, it granted a maximum of 1,180,500 shares, including a maximum of 56,220 shares to the Chief Executive Officer. After using this authorization, the balance of shares that may still be granted under this resolution is 819,500.

Number of performance share plans

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, eleven plans have been granted on the basis of authorizations given by the General 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);
- one plan in 2019 (plan No. 11).

Review of previous plans – achievement of performance conditions

Expired plans

The performance condition(s) attached to plans No. 1, No. 5 and No. 6 were achieved at a maximum level, and the shares were definitively vested by their beneficiaries:

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

The conditions attached to plan No. 7 were achieved at 116.5% (107.5% for the internal net income after tax condition and 130% for the external condition tied to the weighted growth of earnings per share) and the shares were delivered to their beneficiaries in July 2019.

However, as the performance conditions for plans No. 2, No. 3 and No. 4 were not fulfilled, no shares were granted to the beneficiaries in respect of these plans.

On-going plans

The conditions attached to plan No. 8 were achieved at 108% (93% for the internal net income after tax condition and 130% for the external condition tied to the weighted growth of earnings per share). They will be delivered in July 2020, subject to meeting presence condition.

The conditions attached to plan No. 9 were achieved at 89% (62% for the internal net income after tax condition and 130% for the external condition tied to the weighted growth of earnings per share). They will be delivered in July 2021, subject to meeting presence condition.

Plans No. 10 and No. 11 are also in progress.

New authorization

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 as under the previous authorization, it being stipulated that this (i) would be the maximum number that may be granted for the whole of this authorization period and (ii) would be a separate ceiling from the other ceilings provided for by the other resolutions submitted to the General Meeting.

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 vesting of the shares would be subject to the following performance conditions:

- an internal condition related to the Group net income before or after tax before taking into account any exceptional events. This internal condition is assessed by comparing the net income of the third fiscal year after the grant date of the performance shares against that forecast for the same fiscal year in the strategic plan reviewed and approved by the Board of Directors on the grant date of the performance shares;
- an internal condition related to gender diversity within the Group's "Managers and Professionals" category. This internal condition is assessed by comparing the effective percentage of women in the management category of the third fiscal year ended after the grant date of the performance shares with the target percentage set by the Board of Directors on the grant date of the performance shares;
- an external condition related to the growth of your Company's net earnings per share assessed between the last fiscal year before the grant date of the shares and the third fiscal year ended after the grant date of the shares. This condition is assessed against the weighted growth of a reference group made up of twelve comparable international automotive suppliers over the same period.

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 quantifiable and qualitative nature.

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

This authorization, which would be granted for a period of 26 months, would invalidate the authorization granted by the General Meeting of May 28, 2019, under its twenty-third resolution.

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

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

1. authorizes the Board of Directors to carry out, in one or several installments, at the times and in the proportions it deems appropriate, the allocation of existing Company shares or shares to be issued, for the benefit (i) of the employees of the Company or companies or economic groups that are directly or indirectly affiliated with it under the meaning of Article L. 225-197-2 of the French Code of commerce and/or (ii) corporate officers that meet the conditions set by Article L. 225-197-1 of the French Code of commerce. In the event of the allocation of shares to be issued, this authorization shall constitute, after the vesting period(s), authorization for a capital increase by way of the capitalization of reserves, premiums or profits, for the beneficiaries of the said shares;
2. resolves that the total number of shares granted for free under this authorization may not exceed 2,000,000 (two million) shares. It is stipulated that this ceiling is set separately and independently from the ceilings set in the other resolutions submitted to this General Meeting. To this ceiling shall be added, if applicable, the shares to be issued in respect of adjustments to be made to preserve the rights of the beneficiaries of the free shares;
3. resolves that the total number of shares that may be granted for free to the executive and non-executive corporate officers may not exceed 10% of the number indicated in paragraph 2. above;
4. resolves that the free share grant to the beneficiaries shall become permanent at the end of a vesting period whose length shall be set by the Board of Directors and that may not be shorter than three years. By way of an exception, the permanent allocation shall take place before the vesting period in the event of invalidity of the beneficiary corresponding to the classification in second or third categories stipulated in Article L. 341-4 of the French Social Security Code; the General Meeting authorizes the Board of Directors to decide whether to provide for a lock-up obligation after the vesting period;
5. resolves that the permanent share grant by virtue of this authorization will necessarily be subject to the fulfillment of one or several performance conditions that the Board of Directors will determine;
6. acknowledges that this authorization automatically constitutes a waiver by the shareholders of their preferential subscription right for the beneficiaries;
7. grants all powers to the Board of Directors, with the option of subdelegation under the conditions provided by law, notably to:
 - implement this authorization and set the terms as well as the conditions applicable to allocations, and notably performance conditions, record their fulfillment,
 - determining the identity of the beneficiaries and the number of shares granted to each of them,
 - deciding whether to set a lock-up obligation at the end of the vesting period and, where applicable, fixing its duration and taking all steps needed to ensure that the beneficiaries abide by it,
 - if applicable, record the existence of sufficient reserves and upon each grant transfer to the unavailable reserve account the sums needed to pay up the new shares that are to be granted,
 - if applicable, when the time comes, record the capital increase(s) through capitalization of reserves, premiums or profits resulting from the issue of new shares that are permanently granted, set the dividend date of the future shares, amend the bylaws accordingly, and, more generally, carry out all the required actions and formalities,
 - if applicable, acquire the shares needed as part of the share buy-back program and allocate them to the share grant plan applying to existing shares,
 - If applicable, determine the effects on the beneficiaries' rights from transactions changing the capital or shareholders' equity completed during the vesting period and if necessary, adjust the beneficiaries' rights,
 - and more broadly, acting within the law to take all actions that the implementation of this authorization requires;
8. sets the validity of this authorization at 26 months, from the date of this General Meeting, and acknowledges that it supersedes, from the same date for the unused portion at the date of the General Meeting, the authorization granted to the Board of Directors by the General Meeting of May 28, 2019 under its twenty-third resolution.

2.3. Employee share ownership; delegation of authority to increase the capital stock with removal of preferential subscription rights in favor of members of a Company savings plan

(TWENTY-FOURTH RESOLUTION)

This delegation would allow the Board of Directors to increase the capital stock by issuing shares or securities giving access to shares in the Company, with removal of preferential subscription rights for the benefit of members of a Company or Group savings plan.

The price of the shares and/or securities giving access to shares that may be issued pursuant to this delegation may not be more than 30% lower than the average of the first share prices during the 20 trading sessions prior to the date of the decision setting the opening date of the subscription, or 40% when the lock-up period stipulated in the plan is ten years or more, nor higher than this average;

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

- capital stock ceiling: 2% of the capital stock on the day of this General Meeting;
- debt ceiling: €1 billion.

It is stipulated that this ceiling is set independently from the other ceilings set in the other resolutions submitted to the General Meeting.

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.

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

This delegation of authority, which would be granted for a period of 26 months, would invalidate the authorization granted by the General Meeting of May 28, 2019, under its twenty-fourth resolution.

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

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

1. delegates powers to the Board of Directors so that it may, if it deems necessary and at its sole discretion and in the proportions that it shall decide, increase the capital stock in one or several transactions by issuing (i) shares and/or (ii) securities giving access to shares in the Company to be issued, in favor of the beneficiaries of one or several Company or Group savings plans (or equivalent) established by the Company and/ or by French or foreign companies affiliated to it, under the conditions of Article L. 225-180 of the French Code of commerce and Article L. 3344-1 of the French Labor Code;
2. resolves to set the authorized limit amounts for issues should the Board of Directors decide to use the present delegation of powers, as follows:

- a) the maximum nominal value of the capital increases that may result from the use of this delegation is set at 2% of the amount of capital stock at the date of this General Meeting. It is stipulated that this ceiling is set separately and independently from the ceilings set in the other resolutions submitted to this General Meeting. If applicable, this amount 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 maximum nominal value of debt securities that may be issued pursuant to this delegation is set at €1 billion or the equivalent in any other currency or currency unit established by reference to several currencies, it being stipulated that (i) this amount is set separately and independently from the ceilings set in the other resolutions submitted to this General Meeting, (ii) this amount shall be increased, if applicable, by all redemption premiums above par and (iii) this amount shall not apply to debt securities for which the issue shall be decided or authorized by the Board of Directors in accordance with the provisions of Articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3 of the French Code of commerce;

3. resolves to remove the preferential subscription rights for shareholders to the shares and securities that may be issued pursuant to this delegation for the benefit of members of a company savings plan;
4. acknowledges that this delegation shall automatically act as a waiver by shareholders of their preferential rights to subscribe to the shares to which the securities that may be issued based on this delegation may give the rights immediately and/or in the future, for the benefit of bearers of securities giving access to the shares issued pursuant to this delegation;
5. resolves that the price of the shares or securities giving access to shares that may be issued pursuant to this delegation may not be more than 30% lower than the average of the first share prices during the 20 trading sessions prior to the date of the decision fixing the opening date of the subscription, or 40% 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, nor higher than this average;
6. resolves, in application of the provisions of Article L. 3332-21 of the French Labor Code, that the Board of Directors may allocate to beneficiaries defined in the above first paragraph, free existing shares or shares to be issued or other securities giving access to the Company's share capital, existing or to be issued, based on (i) the employer contribution, which may be paid in application of the rules for Company or Group savings plans and/or (ii) if applicable, the discount and may decide in the event of the issue of new shares in respect of the discount and/or employer contribution, to capitalize the reserves, earnings or issue premiums required to pay up the said shares;
7. resolves that the Board of Directors shall have all powers to implement this delegation, with the option of subdelegation under legal conditions, notably to:
 - decide the issue, set under legal conditions the list of companies from which the beneficiaries indicated above may subscribe to the shares or securities giving access to shares and benefit, if applicable, from free shares or securities giving access to shares,
 - set the terms and conditions of the operations and set the dates and terms and conditions for the issues that may be carried out pursuant to this delegation,
 - set the opening and closing dates for subscriptions, dividend dates, even retroactive, the terms and conditions for the payment of the shares, request admission to trading for the shares created wherever it shall decide,
 - on its sole discretion, if it deems appropriate, deduct the capital increase costs from the amount of premiums related to these increases and deduct from this amount the sums necessary to fund the statutory reserve at one tenth of the new level of capital resulting from these capital increases,
 - record the completion of the capital increases corresponding to the amount of shares effectively subscribed, accomplish, directly or through an agent, all operations and formalities related to the increases in capital stock, including the corresponding amendment to the bylaws;
8. sets the validity of this delegation at 26 months, from the date of this General Meeting, and acknowledges that it supersedes, from the same date for the unused portion at the date of the General Meeting, the delegation granted to the Board of Directors by the General Meeting of May 28, 2019 under its twenty-fourth resolution.

2.4. Cancellation of treasury shares

(TWENTY-FIFTH RESOLUTION)

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

This authorization, which would be granted for a period of 26 months, would invalidate the authorization granted by the General Meeting of May 28, 2019, under its eighteenth resolution.

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

The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, after having read the Board of Directors' report and the Statutory Auditors' special report, and ruling in accordance with the provisions of Articles L. 225-209 et seq. of the French Code of commerce:

1. authorizes the Board of Directors to reduce the capital stock, in one or several installments, at such times and in the proportions it deems appropriate, through the cancellation of all or part of the shares that the Company holds or may acquire as part of share buy-back programs authorized by the General Meeting, up to a limit of 10% of the shares comprising the Company's capital stock (i.e. for information at December 31, 2019, 13,803,580 shares), at any time and by twenty-four month periods, it being reminded that this limit applies to an amount of the Company's capital stock that shall, if applicable, be

adjusted to take into account the operations affecting the capital stock after this Meeting;

2. resolves that the difference between the carrying amount of the cancelled shares and their nominal value may be deducted from all available reserve items and premiums, including the statutory reserve, up to a limit of 10% of the capital reduction carried out;
3. grants all powers to the Board of Directors, with the option of subdelegation under the conditions provided by the law, to carry out, on its sole discretion the cancellation and capital reduction operation(s) that may be carried out

pursuant to this authorization, carry out the deduction indicated above, as well as make the corresponding amendments to the Company's bylaws, accomplish all formalities and more generally, take all necessary or useful actions in order to implement this authorization;

4. sets the validity of this authorization at 26 months, from the date of this General Meeting, and acknowledges that it supersedes, from the same date for the unused portion at the date of the General Meeting, the authorization granted by the General Meeting of May 28, 2019 under its eighteenth resolution;

2.5 Amendments to the bylaws

(TWENTY-SIXTH TO THIRTIETH RESOLUTION)

2.5.1 Compliance of bylaws with the provisions of the Pacte law (twenty-sixth resolution)

You are asked to amend the following articles of the bylaws to comply with the provisions of the law No. 2019-486 of May 22, 2019 on company growth and transformation (the Pacte law). The proposed amendments are as follows:

- Article 12, paragraph 1 of the bylaws on Board members representing employees: repercussion in the bylaws of the reduction in the legal thresholds triggering the obligation to appoint one or two Board members representing employees (one Board member when fewer than nine Board members are elected by the General Meeting, and two Board members above this threshold).

This amendment does not have an impact on the Company which already has two Board members representing employees.

- Article 16, paragraph 1 of the bylaws: taking into account the change in terminology for Board members' compensation with the removal of reference to attendance fees;
- Article 23 of the bylaws on related parties agreement: (i) insertion of the rules on abstention from participation and vote on the authorization concerning regulated agreements, (ii) addition of disclosure rules required when signing a regulated agreement and (iii) addition of the reference to the implementation of assessments for current agreements signed under normal terms.

Twenty-sixth resolution – Amendment to the bylaws to comply with the provisions of the Pacte law – Amendment to Article 12 of the bylaws on Board members representing employees, Article 16 of the bylaws on compensation of Board members and Article 23 of the bylaws on related parties agreement

The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, after having read the report by the Board of Directors, acknowledging the provisions of law No. 2019-486 of May 22,

2019 on company growth and transformation, resolves to amend as indicated in the table below (i) paragraph 1 of Article 12 of the bylaws on Board members representing employees, with the remainder of the article remaining unchanged, (ii) paragraph 1 of Article 16 of the bylaws on compensation of Board members, with the remainder of the article remaining unchanged and (iii) Article 23 of the bylaws on related parties agreement:

Old draft

Article 12 Board members representing employees

"Furthermore, pursuant to Article L. 225-27-1 of the French Code of commerce, the board of directors includes two board members representing Group employees. Should the number of board members appointed by the shareholders' meeting become less than thirteen, the number of board members representing employees could be reduced to one when the current mandate for board members representing employees expires."

Article 16 Compensation of board members

"Board members are entitled to a fixed annual compensation consisting in attendance fees. This amount, charged to the general expenses line item, is determined by an ordinary shareholders' meeting, and remains in force until otherwise decided by said meeting."

Article 23 Related parties agreement

"Any agreement referred to in Article L. 225-38 of the French Code of commerce entered into directly or indirectly or through an intermediary between the Company and its CEO, one of its deputy chief executive officers, one of its board members, one of its shareholders holding a fraction of voting rights greater than 10% or, if a corporate shareholder, the company controlling such shareholder under the meaning of Article L. 233-3 of the French Code of commerce, must be submitted to prior authorization by the board of directors.

Likewise for agreements in which one of the persons referred to in the previous paragraph has an indirect interest.

Agreements between the Company and another undertaking are also subject to prior authorization by the board of directors if the CEO, one of the deputy chief executive officers or one of the board members of the Company is the owner, a fully liable partner, manager, director, board member, supervisory board member or, in general, a person in any way involved in the management of that undertaking.

The provisions of this Article are not applicable to agreements referred to in Article L. 225-39 of the French Code of commerce."

New draft

Article 12 Board members representing employees

"Furthermore, pursuant to Article L. 225-27-1 of the French Code of commerce, the board of directors includes two board members representing Group employees. Should the number of board members appointed by the shareholders' meeting become less than nine, the number of board members representing employees could be reduced to one when the current mandate for board members representing employees expires."

Article 16 Compensation of board members

"Board members are entitled to an annual fixed amount as compensation for their activities. This amount, charged to the general expenses line item, is determined by an ordinary shareholders' meeting, and remains in force until otherwise decided by said meeting."

Article 23 Related parties agreement

"Any agreement referred to in Article L. 225-38 of the French Code of commerce entered into directly or indirectly or through an intermediary between the Company and its CEO, one of its deputy chief executive officers, one of its board members, one of its shareholders holding a fraction of voting rights greater than 10% or, if a corporate shareholder, the company controlling such shareholder under the meaning of Article L. 233-3 of the French Code of commerce, must be submitted to prior authorization by the board of directors.

Likewise for agreements in which one of the persons referred to in the previous paragraph has an indirect interest.

Agreements between the Company and another undertaking are also subject to prior authorization by the board of directors if the CEO, one of the deputy chief executive officers or one of the board members of the Company is the owner, a fully liable partner, manager, director, board member, supervisory board member or, in general, a person in any way involved in the management of that undertaking.

The person directly or indirectly interested in the agreement may not take part in discussions nor vote on the requested authorization. Similarly, he/she cannot take part in the vote on the concerned agreement in shareholders' meeting and his/her shares are not taken into consideration when calculating the majority. Agreements indicated in this Article are published in accordance with the conditions set by the law.

The provisions of this Article are not applicable to agreements referred to in Article L. 225-39 paragraph 1 of the French Code of commerce.

A procedure to regularly assess whether agreements covering current operations signed under normal conditions meet these conditions must be implemented under the conditions provided for by the law. The persons directly or indirectly interested in one of these agreements must not take part in its assessment."

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

2.5.2 Amendment to article 17 of the bylaws with regard to the Chairman of the Board (twenty-seventh resolution)

You are also asked to approve the amendment to Article 17 of the Company's bylaws relating to the Chairman of the Board of Directors in order to extend the age limit from 70 to 75.

The Board of Directors will propose to the General Meeting of June 26, 2020, further to the recommendation made by the Governance and Nominations Committee, to increase the age limit set for holding the position of Chairman of the Board of Directors from 70 to 75 and allow for the renewal of the corporate office of Michel de Rosen as Chairman of the Board of Directors. In the context of the potential change to the Company's shareholding structure related to the contemplated distribution of the Company's shares by PSA to its shareholders, the Board of Directors considers that the best way to ensure that governance remains effective, balanced, stable, and visible during this key period for the Company is to maintain the existing current governance and collaboration between the Chairman of the Board of Directors and the Chief Executive Officer.

Twenty-seventh resolution – Amendment to Article 17 of the bylaws on the Chairman of the Board in order to modify the age limit for the Chairman of the Board of Directors

The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, after

having read the Board of Directors' report, resolves to amend paragraph 3 of Article 17 of the bylaws on the Chairman of the Board as follows, with the remainder of the article remaining unchanged:

Old draft

Article 17 Chairman of the board

"The duties of the chairman of the board of directors automatically terminate on closure of the first shareholders' meeting held once he is over the age of 70."

New draft

Article 17 Chairman of the board

"The duties of the chairman of the board of directors automatically terminate on closure of the first shareholders' meeting held once he is over the age of 75."

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

2.5.3 Amendment to article 14 of the bylaws with regard to Board of Directors' meetings (twenty-eighth resolution)

Law No. 2019-744 of July 19, 2019 to simplify, clarify and update corporate law introduced the possibility for the Board of Directors to take certain decisions exhaustively listed by the law by way of a written consultation, i.e. to date, appointments of Board members in the event of the vacancy of the position through death or resignation, authorizations to grant sureties, avals and guarantees, amendments to the bylaws in order to comply with legislative and regulatory provisions (subject to their ratification by the Extraordinary General Meeting) and the convening of General Meetings.

The possibility of taking certain decisions by way of a written consultation would enable greater flexibility for the Board of Directors in its decision-making process.

You are asked to approve the amendment to Article 14 of the bylaws on Board of Directors' meetings to enable the Board of Directors to take decisions by way of a written consultation of Board members under the conditions provided by law.

Twenty-eighth resolution – Amendment to Article 14 of the bylaws on meeting of the Board of Directors in order to enable the Board of Directors to make decisions via written consultations subject to the conditions set by law

The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, after having read the Board of Directors' report, resolves to amend Article 14 of the bylaws on meeting of the Board of Directors in order to insert, after paragraph 5, a new paragraph drafted, with the remainder of the article remaining unchanged:

Old draft

Article 14 Meeting of the board of directors

N/A

New draft

Article 14 Meeting of the board of directors

"The board of directors may make decisions by written consultation of Board members under the conditions and on the subjects set by law."

2.5.4 Amendment to article 31 of the bylaws on threshold crossing in order to lower the percentage to be declared and provide for the assimilation cases provided for by the calculation of legal disclosure thresholds (twenty-ninth resolution)

You are asked to approve the amendment to Article 31 of the bylaws to (i) lower the percentage to be declared and (ii) provide for the assimilation cases provided for by the calculation of legal disclosure thresholds.

It is recalled that Article 31 of the Company's bylaws currently stipulates that any crossing of the threshold of 2% of the capital stock or voting rights, or any multiple thereof, upwards or downwards, must be declared to the Company within four (4) trading days from the crossing.

In the context of the potential changes to the Company's shareholding structure in connection with the contemplated distribution of the Company's shares by PSA to its shareholders, the Company wishes, during this transition period, to be able to monitor its shareholding structure and changes more accurately. Alignment of the calculation methods for the statutory thresholds with the legal thresholds, with the integration of assimilation cases, as well as the lowering of the 2% threshold to 1% which meets this objective. The Company does not, however, exclude the possibility after this transition period of proposing to return to the current 2% threshold.

Twenty-ninth resolution – Amendment to Article 31 of the bylaws on threshold crossing in order to lower the percentage to be declared and provide for the assimilation cases provided for by the calculation of legal disclosure thresholds

The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, after having read the Board of Directors' report, resolves to amend Article 31 of the bylaws on threshold crossing as follows:

Old draft

Article 31 Threshold crossing

"In addition to the obligations for notifying thresholds provided for by law, any person or legal entity acting alone or in concert within the meaning of Article L. 233-10 of the French Commercial Code who comes to own or to cease to own a number of shares representing 2% or more of the share capital or voting rights or any further multiple thereof, including over and above the legal thresholds, is required to notify the Company by recorded delivery mail of the total number of shares and voting rights held no later than four business days after occurrence.

Any shareholder failing to declare ownership as required above shall be deprived of voting rights for the non-declared fraction if one or several shareholders present or represented at a shareholders' meeting, and collectively holding a share capital fraction (or voting rights) of at least 2%, make a request to this effect, logged in the minutes of the Shareholders' Meeting. This measure completes the legal measure of Article L. 233-7 of the French Code of commerce regarding mandatory declarations on crossing share ownership thresholds."

New draft

Article 31 Threshold crossing

"In addition to the obligations for notifying thresholds provided for by law, any person or legal entity acting alone or in concert within the meaning of Article L. 233-10 of the French Commercial Code who comes to own or to cease to own a number of shares taking into account the cases of assimilation provided by the law applicable to the crossing of mandatory thresholds representing 1% or more of the share capital or voting rights or any further multiple thereof, including over and above the legal thresholds, is required to notify the Company by recorded delivery mail of the total number of shares and voting rights held no later than four business days after occurrence.

Any shareholder failing to declare ownership as required above shall be deprived of voting rights for the non-declared fraction if one or several shareholders present or represented at a shareholders' meeting, and collectively holding a share capital fraction (or voting rights) of at least 1%, make a request to this effect, logged in the minutes of the Shareholders' Meeting. This measure completes the legal measure regarding mandatory declarations on crossing share ownership thresholds."

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

2.5.5 Removal of article 30 of the bylaws relating to the identification of share owners and section IX IDENTIFICATION OF SHARE OWNERS (thirtieth resolution)

You are asked to approve the removal of article 30 of the bylaws on the identification of share owners and the corresponding section of the bylaws as use of this option is now a right for companies whose shares are admitted for trading on a regulated market since law No. 2019-486 of May 22, 2019 on company growth and transformation (the Pacte law).

Thirtieth resolution – *Deletion of Article 30 of the bylaws on the identification of share owners and the corresponding Section IX IDENTIFICATION OF SHARE OWNERS for which the principles were incorporated in the French Code of commerce by the Pacte law*

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

provisions of the law No.2019-486 of May 22, 2019 on company growth and transformation, resolves to delete the entire Article 30 of the bylaws on the identification of share owners as well as the corresponding Section IX IDENTIFICATION OF SHARE OWNERS, and consequently to renumber the following article which becomes Article 30 and the following section of the bylaws, which is now numbered IX.

2.6 Textual references

(THIRTY-FIRST RESOLUTION)

The resolutions submitted to your General Meeting, and more precisely the authorizations and delegations on capital increases, refer to articles in the French Code of commerce according to the current coding.

However, article 22 of law No. 2019-486 of May 22, 2019 on company growth and transformation (the Pacte law) authorizes the government to take all necessary measures by ruling to bring together the provisions of the French Code of commerce concerning companies whose shares are admitted for trading on a regulated market or a multilateral trading system within a specific division.

It appears, therefore, that the numbering of certain articles of the French Code of commerce indicated in the resolutions may be modified following the reorganization of the French Code of commerce indicated above.

In order to avoid any ambiguity in the textual references used and to be able to continue to use the authorizations and delegations approved by your General Meeting, you are asked to note that the textual references indicated in all of the resolutions of this General Meeting refer to the laws and regulations applicable on the date of their preparation and that in the event of a modification in the coding of these, that the textual references corresponding to the new code system would be substituted.

Thirty-first resolution – *Textual references applicable in the event of a change in the code system*

The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, acknowledges that the textual references indicated in all of

the resolutions of this General Meeting, refer to the laws and regulations applicable on the date of their preparations and that in the event of a modification in the coding of these, that the textual references corresponding to the new code system would be substituted.

3. Purview of the Ordinary General Meeting

3.1 Powers

(THIRTY-SECOND RESOLUTION)

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

Thirty-second resolution – Powers for formalities

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, grants all

powers to the bearer of an original, copy, or extract of these minutes to accomplish all registration and notification formalities required by law.

4. Information relating to ongoing business since the beginning of financial year 2020

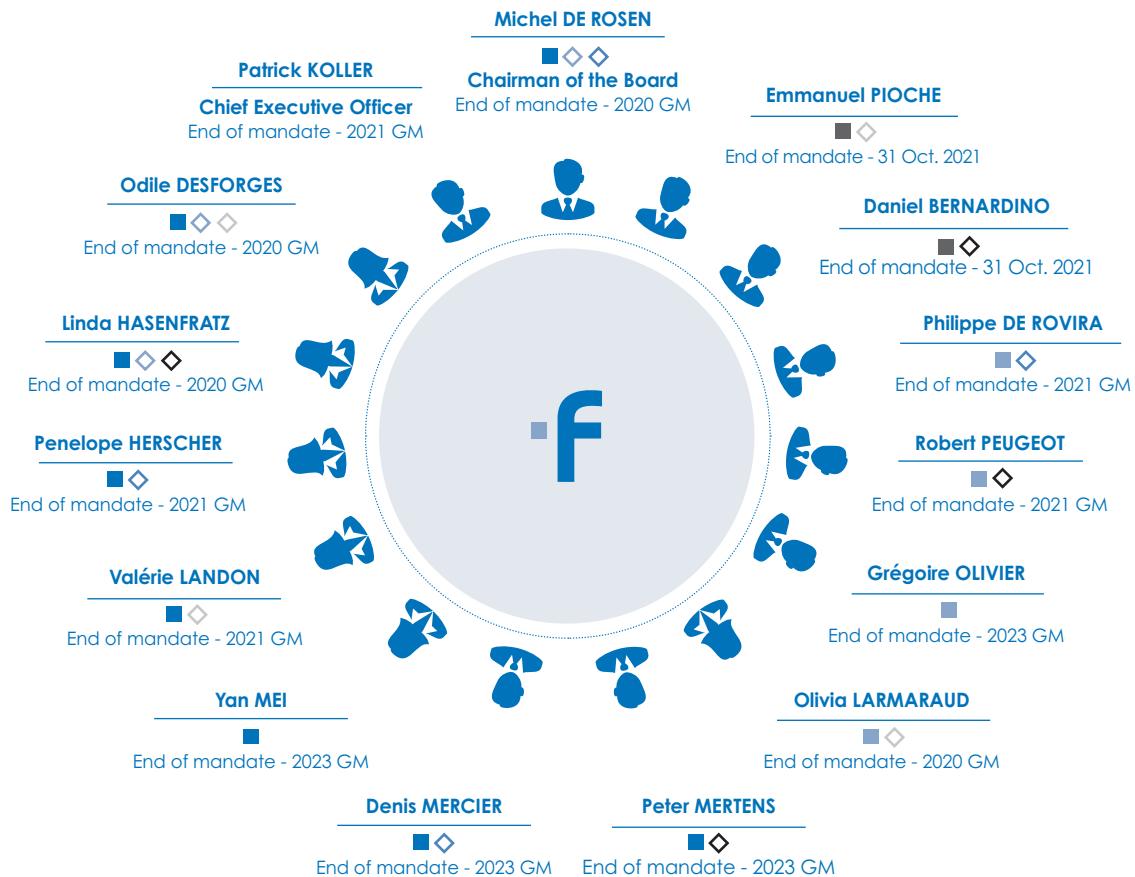
Information relating to the 2019 financial year, to the events that have occurred since the beginning of 2020 financial year and to the Group's outlook are available in the 2019 Universal

Registration Document of the Company accessible on the Company's website (www.faurecia.com) and the *Autorité des Marchés Financiers*' website (www.amf-france.org).

Governance and compensation

1. Governance

Summary presentation of the Board of Directors and key figures



Board members affiliated with the shareholder PSA
 Independent
 Board members representing employees

Compensation Committee
 Governance & Nominations Committee
 Audit Committee
 Chairwoman / Chairman of the Committee

15 Board members	61.5% Independent Board members ^(*)	46% Female Board members ^(*)	
2 Board members representing employees	6 Nationalities	3.6 years Average tenure	59 years Average age
6 BOARD MEETINGS +1 Meeting dedicated to Faurecia spin-off (without members affiliated with PSA)		+1 Meeting with independent members only	
		96.55% Attendance rate at Board meetings	
15 Committee meetings		95% Attendance rate at Committee meetings	

(*) Excluding board members representing employees

Governance and compensation

The table below sets out and completes the information presented in the graph above as well as the key figures regarding the composition of the Board of Directors and the Specialized Committees as at December 31, 2019:

	Age	Gender	Nationality	Number of shares	Number of corporate offices in listed companies (excluding Faurecia)	Independence	Date of first appointment	End of term	Length of time on Board ⁽¹⁾	Committees
1. EXECUTIVE CORPORATE OFFICER										
Patrick KOLLER Chief Executive Officer and Board member	60 years	M	French/ German	42,168	1	No	GM of May 30, 2017	GM in 2021	3 years and 1 month	-
2. INDEPENDENT BOARD MEMBERS										
Michel de ROSEN Chairman of the Board of Directors	68 years	M	French	5,944	2	Yes	GM of May 27, 2016	GM in 2020	4 years and 1 month	Chairman of the Governance and Nominations Committee
Odile DESFORGES	69 years	W	French	500	3	Yes	GM of May 27, 2016	GM in 2020	4 years and 1 month	Chairwoman of the Audit Committee
Linda HASENFRATZ	53 years	W	Canadian	500	2	Yes	GM of May 26, 2011	GM in 2020	9 years and on month	Chairwoman of the Compensation Committee
Penelope HERSCHER	59 years	W	American	500	3	Yes	GM of May 30, 2017	GM in 2021	3 years and 1 month	Member of the Governance and Nominations Committee
Valérie LANDON	57 years	W	French	500	1	Yes	BD Meeting of October 12, 2017	GM in 2021	2 years and 8 months	Member of the Audit Committee
Yan MEI	64 years	W	Chinese	260 ⁽²⁾	0	Yes	GM of May 28, 2019	GM in 2023	1 year and 1 month	-
Denis MERCIER	60 years	M	French	450 ⁽³⁾	0	Yes	GM of May 28, 2019	GM in 2023	1 year and 1 month	Member of the Governance and Nominations Committee
Peter MERTENS	58 years	M	German	1,000	0	Yes	GM of May 28, 2019 (effective as from November 1, 2019)	GM in 2023	8 months	Member of the Compensation Committee
3. BOARD MEMBERS AFFILIATED WITH THE SHAREHOLDER PSA										
Olivia LARMARAUD	61 years	W	French	20	0	No	GM of May 27, 2016	GM in 2020	4 years and 1 month	Member of the Audit Committee
Grégoire OLIVIER	59 years	M	French	100	0	No	BD Meeting of October 10, 2018	GM in 2023	1 year and 8 months	-
Robert PEUGEOT	69 years	M	French	500	4 ⁽⁴⁾	No	GM of May 29, 2007	GM in 2021	13 years and 1 month	Member of the Compensation Committee
Philippe de ROVIRA	46 years	M	French	20	0	No	BD Meeting of July 19, 2018	GM in 2021	1 year and 11 months	Member of the Governance and Nominations Committee
4. BOARD MEMBERS REPRESENTING EMPLOYEES										
Daniel BERNARDINO	49 years	M	Portuguese	-	0	- ⁽⁵⁾	November 1, 2017	October 31, 2021	2 years and 8 months	Member of the Compensation Committee
Emmanuel PIOCHE	54 years	M	French	-	0	- ⁽⁵⁾	November 1, 2017	October 31, 2021	2 years and 8 months	Member of the Audit Committee

(1) As of June 26, 2020, date of the next Annual General Meeting.





















































(2) Increased to 500 on January 7, 2020.

(3) Increased to 500 on February 23, 2020.

(4) Including two permanent representative corporate offices.

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

Skills within the Board of Directors

Daniel BERNARDINO	f							
Odile DESFORGES	f							
Linda HASENFRATZ	f							
Penelope HERSCHER								
Patrick KOLLER	f							
Valérie LANDON								
Olivia LARMARAUD	f							
Yan MEI								
Denis MERCIER								
Peter MERTENS								
Grégoire OLIVIER	f							
Robert PEUGEOT	f							
Emmanuel PIOCHE	f							
Michel de ROSEN								
Philippe de ROVIRA	f							

- f** Experience in Faurecia's core businesses
-  Industry
-  International experience
-  Automotive technologies
-  Governance/management of large companies
-  Specific knowledge of a geographic market
-  Banking/finance/risk management
-  Artificial intelligence/digital
-  Leadership and crisis management
-  CSR

Board members reappointment

Information related to each Board member candidate

Michel de ROSEN



Date of birth: February 18, 1951

Nationality: French

Number of Faurecia shares: 5,944

Skills:



Independent Board member

Date of first appointment: May 27, 2016

Date of expiry of term of office: 2020 GM

Chairman of the Board of Directors

Date of appointment: May 30, 2017

Chairman of the Governance and Nominations Committee

Michel de Rosen has been Chairman of the Board of Directors of Faurecia since May 30, 2017.

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

Over the course of his career, he has successively held positions first as a senior public official and then as a senior executive at companies in France and the United States.

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

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

He joined Eutelsat in 2009. On July 1, 2009, Michel de Rosen was appointed as Deputy Chief Executive Officer of Eutelsat and then as Chief Executive Officer and Board member on November 9 of the same year. From September 2013 to February 2016, he was Chairman and Chief Executive Officer. From March 1, 2016 to November 8, 2017, Michel de Rosen was the Chairman of the Board of Directors.

Main position held outside Faurecia

- Companies Board member/Chairman

Other positions and corporate offices in 2019 outside of Faurecia

French listed companies

- Non-Executive Chairman of the Board of Directors of Pharnext S.A.;
- Board member and, since March 5, 2019, non-executive Chairman of the Board of Directors of DBV Technologies.

French unlisted companies

-

Foreign listed companies

-

Foreign unlisted companies

-

Positions and corporate offices held within the last five years and which have expired (2015-2019)

- Member of the High Committee of Corporate Governance of AFEP-MEDEF until November 2019;
- Chairman and Chief Executive Officer of Eutelsat Communications S.A. until February 29, 2016 and Chairman of the Board of Directors until November 8, 2017;
- Board member of ABB Ltd (Switzerland) until April 13, 2017.



Odile DESFORGES



Date of birth: January 24, 1950

Nationality: French

Number of Faurecia shares: 500

Skills:



Independent Board member

Date of first appointment: May 27, 2016

Date of expiry of term of office: 2020 GM

Chairwoman of the Audit Committee

Odile Desforges is an engineer and graduate of *École Centrale de Paris* and of the European Center for Executive Development (CEDEP).

She began her career in 1973 as a research analyst at the Institut de Recherche des Transports before joining Renault in 1981, where she held several positions of responsibility in planning, product development, and purchasing. Subsequently, after serving as Executive Vice President of Renault-VI/Mack and as a member of the Executive Committee with responsibility for planning, purchasing and program development from 1999 until 2001, she was appointed President of the Volvo 3P business unit of AB Volvo, where she remained until 2003. From 2003 to 2009, Odile Desforges was a member of Renault's Management Committee and served as head of Worldwide Purchasing for Renault/Nissan. In 2009, she was named to Renault's Executive Committee and appointed as Group Director of Engineering and Quality. She exercised her rights to retire in July 2012.

She was made a *Chevalier de l'Ordre National du Mérite* and a *Chevalier de la Légion d'Honneur* by the French government.

Main position held outside Faurecia

- Companies Board member

Other positions and corporate offices in 2019 outside Faurecia

French listed companies

- Board member and member of the Audit Committee of Dassault Systèmes;
- Board member and Chairwoman of the Audit and Risks Committee of Safran;
- Board member of Imerys (*until the Shareholders' Meeting of May 2020*).

French unlisted companies

-

Foreign listed companies

-

Foreign unlisted companies

-

Positions and corporate offices held within the last five years and which have expired (2015-2019)

- Board member and member of the Audit Committee, the Nomination Committee and the Compensation Committee of Johnson Matthey Plc. (Great Britain), until July 2019;
- Board member and member of the Appointments and Compensation Committee of Sequana (France), from 2012 to May 2016.

Experience in Faurecia's core businesses Industry International experience Banking/finance/risk management

Linda HASENFRATZ



Date of birth: June 16, 1966

Nationality: Canadian

Number of Faurecia shares:
500

Skills:



Independent Board member

Date of first appointment: May 26, 2011

Date of expiry of term of office: 2020 GM

Chairwoman of the Compensation Committee

Linda Hasenfratz has been Chief Executive Officer of Linamar Corporation since August 2002. She was also its President from April 1999 to August 2004, and its Chief Operating Officer from September 1997 to September 1999. She has been a Board member since 1998.

She has a bachelor's degree and an Executive MBA from the Ivey School of Business at the University of Western Ontario (Canada) and has an Honors Bachelor of Science degree from the same institution.

Main position held outside Faurecia

- Chief Executive Officer and board member of Linamar Corporation (Canada) (foreign listed company)

Other positions and corporate offices in 2019 held outside Faurecia

French listed companies

-

French unlisted companies

-

Other foreign listed companies

- Board member of Canadian Imperial Bank of Commerce (CIBC) (Canada).

Foreign unlisted companies

- Member of the Board of Governors, Royal Ontario Museum (Canada);
- Board member of the Business Council of Canada (Canada) (Chairwoman until January 28, 2019);
- Member of the Catalyst Canadian Board of Advisors (Canada);
- Board member of the Association of Equipment Manufacturers (United States);
- Board member of Synaptive Medical (Canada).

Positions and corporate offices held within the last five years and which have expired (2015-2019)

- Board member of Original Equipment Suppliers Association (United States).



Olivia LARMARAUD



Date of birth: April 22, 1958

Nationality: French

Number of Faurecia shares: 20

Skills:



Olivia Larmaraud is a certified public accountant and earned an MSTCF (a Master's degree in accounting and finance) from Université Paris-Dauphine. She also holds a Company Director Certificate, awarded by the Institut Français des Administrateurs and the Institut d'Études Politiques in 2013.

She began her career at Deloitte, where she worked for three years as an external auditor. She followed this position with another three-year stint at Compagnie Générale des Eaux as a member of the consolidation team before joining Sanofi, where she served as a financial controller for eight years. Since 1995, she has been working within the Finance department of the PSA group, where she was promoted to the rank of senior manager in 2008.

Board member

Date of first appointment: May 27, 2016

Date of expiry of term of office: 2020 GM

Member of the Audit Committee

Main position held outside Faurecia

- Groupe PSA Head of Consolidation and Accounting Standards (French listed company)

Other positions and corporate offices held in 2019 outside Faurecia

French listed companies

-

French unlisted companies

- Board member of the industrial company Delachaux S.A. and Chairwoman of the audit committee of this company since November 2018.

Foreign listed companies

-

Foreign unlisted companies

- Member of the IFRS Advisory Council since January 2017.

Positions and corporate offices held within the last five years and which have expired (2015-2019)

- Board member and Chairwoman of the Audit Committee of the industrial group SNEF, from July 2015 to December 2018;
- Board member of the association ACTEO, from 2008 to 2017;
- Member of the International Standards Committee of ANC (Autorité des Normes Comptables), from 2010 to 2016;
- Member of the Global Preparer Forum of the IASB (International Accounting Standards Board), from 2008 to 2017.

f Experience in Faurecia's core businesses Industry Banking/finance/risk management

2. Compensation

Tables summarizing the compensation paid during fiscal year 2019 or awarded in respect of this same year to the executive and non-executive corporate officers

The tables below present a summary of the compensation and benefits paid during fiscal year 2019 or awarded in respect of this same fiscal year to the executive and non-executive corporate officers.

SUMMARY OF THE COMPONENTS OF COMPENSATION PAID TO THE CHAIRMAN OF THE BOARD OF DIRECTORS DURING FISCAL YEAR 2019 OR AWARDED IN RESPECT OF THIS SAME FISCAL YEAR

Components of compensation	Amount granted in respect of the past fiscal year or accounting valuation	Presentation
Fixed compensation	€275,253.34	The fixed annual compensation of Michel de Rosen in 2019 was unchanged from 2018. It is however noted that the benefit in kind corresponding to the time spent by the Chairman's personal assistant on activities other than those related to the office of Chairman of Faurecia is included in this €300,000 ceiling, which is why the fixed compensation is less than €300,000.
Annual variable compensation	Not applicable	No annual variable compensation
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	Not applicable	No stock subscription or purchase options grant, performance shares, or any other long-term benefits
Compensation for Board members	Not applicable	No compensation awarded for Board members
All benefits	€29,632.40 (accounting valuation)	Availability of an assistant and 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

SUMMARY OF THE COMPONENTS OF COMPENSATION PAID TO THE CHIEF EXECUTIVE OFFICER DURING FISCAL YEAR 2019 OR AWARDED IN RESPECT OF THIS SAME FISCAL YEAR.

Components of compensation	Amount granted in respect of the past fiscal year or accounting valuation	Presentation
Fixed compensation	€862,500	<p>The fixed annual compensation paid to Patrick KOLLER was €862,500.</p> <p>The Board of Directors decided to increase the fixed annual compensation paid to Patrick KOLLER from €825,000 to €900,000 with effect as from July 1, 2019.</p> <p>The Boards of Directors set this compensation by assessing several factors:</p> <ul style="list-style-type: none"> ■ the Group's excellent performance in fiscal year 2018 and fulfillment of the financial targets set for the fiscal year, despite an unfavorable economic context in the second half of the year; ■ the continuing transformation of the Group with the integration of new high value technological activities and in particular the creation of a fourth Business Group, Faurecia Clarion Electronics, following the acquisition of Clarion; ■ the results of a comparative study, prepared for France and Europe by outside consultants based on a group of manufacturers comparable in terms of revenue, capitalization and headcount.
Annual compensation	variable €1,302,480 (amount to be paid subject to a favorable vote by the General Meeting)	<p>At a meeting held on February 14, 2020, the Board of Directors, on the recommendation of the Compensation Committee, determined and finalized the total annual variable compensation to be awarded to Patrick KOLLER for fiscal year 2019.</p> <p>The details of the annual variable compensation, which may range from 0% to 180% of the fixed annual compensation, had been set by the Board of Directors at a meeting on February 15, 2019.</p> <p>The achievement rate of the quantifiable and qualitative criteria is set out below:</p> <ul style="list-style-type: none"> ■ the quantifiable criteria grant entitlement to variable compensation ranging from 0% to 150% of the fixed annual compensation: <ul style="list-style-type: none"> (i) the operating income criterion (weighting of 40%), the objectives for which were set on the basis of the 2019 budget, was reached at a level of 105%; (ii) the net cash flow criterion (weighting of 60%), the objectives for which are set using the 2019 budget as a reference, was reached at a level of 131%; <p>These two achievements correspond to a rate of achievement of 120.6%, granting entitlement to €1,085,400.</p> <ul style="list-style-type: none"> ■ the qualitative criteria which, once all or parts of the objectives of the quantifiable criteria have been achieved, will determine a multiplier effect for the achievement of the objectives of the quantifiable criteria ranging between 0.70 and 1.20. If the achievement of the objectives of the quantifiable criteria is equal to 0, the multiplier effect of the qualitative criteria will not be taken into account. <ul style="list-style-type: none"> (i) the integration of Clarion (weighting of 50%), assessed mainly with regard to the implementation of a clear structure and associated accountabilities, to identifying and retaining talents, to the identification of synergies, the finalization of the integration plan in the second half of 2019 and the implementation of the budget. The Board of Directors considered that 120% of this criterion had been met. (ii) the application of the strategy (50%), assessed mainly with regard to the growth of the order book, and in particular the New Value Spaces order book, and monitoring of the Group's "Convictions" on corporate, social and environmental matters announced by Faurecia in 2018. The Board of Directors considered that 120% of this criterion had been met. <p>The Board of Directors therefore considered that the result of the implementation of these two qualitative criteria (120%) correspond to an achievement such as the multiplier of 1.2 should apply to the two quantifiable criteria.</p> <p>The annual variable compensation is equal to €1,085,400 x 1.2, i.e. €1,302,480 corresponding to 144.7% of the reference fixed compensation for 2019 in the capacity of Chief Executive Officer</p> <p>In accordance with the provisions of Article L. 225-100 of the French Code of commerce, the variable compensation for the fiscal year ended December 31, 2019 shall be paid only once the shareholders, in a meeting to be held on June 26, 2020, have approved the components of compensation paid during the course of fiscal year 2019 or awarded in respect of this fiscal year to Patrick KOLLER, Chief Executive Officer.</p> <p>It is also acknowledged that the payment of Patrick KOLLER's annual variable compensation for fiscal year 2018, which totaled €1,210,300, was, in accordance with the law, made subject to a vote in favor at the General Meeting of May 28, 2019 on the components of compensation paid or awarded in respect of fiscal year 2018 (fifteenth resolution). Since the vote in favor of this resolution was 99.03%, payment of Patrick KOLLER's annual variable compensation for fiscal year 2018 was made after this General Meeting.</p>

Governance and compensation

Components of compensation	Amount granted in respect of the past fiscal year or accounting valuation	Presentation
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 Performance shares = €1,534,078 (accounting valuation at target)	No stock subscription or purchase options grant At a meeting held on October 9, 2019, the Board of Directors, on a recommendation from the Compensation Committee, resolved, in the context of performance share grant scheme No. 11 and on the basis of the authorization from the General Meeting of May 28, 2019 (twenty-third resolution) to allocate a maximum of 56,220 shares to Patrick KOLLER (it being stipulated that, in the event of the achievement of the targets set, the number of shares to be delivered will be 43,250). These 56,220 shares correspond to 0.041% of the Company's capital stock as of December 31, 2019. The vesting of these shares is subject to the following performance conditions: <ul style="list-style-type: none"> ■ for 60% of the grant, an internal performance condition relating to the Group's pre-tax level of net income (excluding exceptional tax credits) for the fiscal year ended December 31, 2021, before inclusion of capital gains from the sale of assets and variations in scope, as approved by the Board of Directors, compared with the same result anticipated for the same fiscal year by the strategic plan examined by the Board of Directors on the date on which the shares are granted; ■ for 10% of the grant, an internal performance condition relating to corporate and social responsibility related to gender diversity (% of women) within the "Managers and Professionals" category within the Group as at December 31, 2021 in accordance with the objectives set by the Board of Directors; ■ for 30% on an external performance condition relating to the level of growth in net earnings per Faurecia share measured between fiscal years 2018 and 2021 and compared with the weighted growth of a reference group of 12 comparable international automotive suppliers over the same period. The final vesting of these shares is also subject to an attendance condition applicable to all beneficiaries of the plan and accompanied by the usual exceptions. The term of the vesting period is four years, and no holding period is stipulated. The Chief Executive Officer must however retain, in registered form and while he continues to hold office, at least 30% of all shares actually 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. It is moreover indicated, for information only, that 23,643 shares granted to Patrick KOLLER in the context of performance share grant plan No. 7 vested during the fiscal year.
	Other long-term benefits = not applicable	No other long-term benefits grant

Components of compensation	Amount granted in respect of the past fiscal year or accounting valuation	Presentation
Compensation as Board member	Not applicable	No compensation awarded as Board member
All benefits	€15,350 (accounting valuation)	Availability of a company car
Termination payment	No payment made during the fiscal year	<p>Since July 25, 2016, Patrick KOLLER benefits from a termination payment meeting the following requirements:</p> <ul style="list-style-type: none"> ■ this payment will be due in case of termination of Patrick Koller's term of office as Chief Executive Officer, on Faurecia's initiative, subject to this termination not occurring due to 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: <ul style="list-style-type: none"> (i) achieving positive operating income over each of the three fiscal years prior to the end of Patrick KOLLER's term of office as Chief Executive Officer, (ii) achieving positive net cash flow over each of the three fiscal years prior to the end of Patrick KOLLER's term of corporate 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 which, in practice, 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 Patrick KOLLER's term of office as Chief Executive Officer be less than three years, the termination payment would be calculated using the same method, but the number of criteria would be adjusted to take into account the actual duration of his term of corporate office. <p>This scheme, which was authorized for Patrick KOLLER, Chief Executive Officer, by the Board of Directors' decision of July 25, 2016 under the conditions set forth under Article L.225-38 of the French Code of commerce, was approved by the General Meeting of May 30, 2017 (fifth resolution).</p>
Non-competition indemnity	Not applicable	No non-competition indemnity

Governance and compensation

Components of compensation	Amounts allocated in respect of the past fiscal year or accounting valuation	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	<p>On July 25, 2016, the Board of Directors confirmed that although 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.</p> <p>The terms and conditions for the defined contributions pension scheme are as follows:</p> <ul style="list-style-type: none"> ■ defined contribution pension scheme relating to tranches A and B, amounting to 1% for tranche A and 6% for tranche B of the compensation without the beneficiary's participation; ■ estimated annual pension as of December 31, 2019: €4,086; ■ scheme available to all Group executives who have at least one year's seniority upon their retirement. <p>The terms and conditions for the defined benefits pension scheme are as follows:</p> <ul style="list-style-type: none"> ■ scheme available to all Group executives who have at least five years' seniority upon their retirement; ■ progressive increase in potential rights in relation to seniority and compensation: potential rights increase each year by 1% in tranche 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 tranche; ■ estimated annual pension as of December 31, 2019: €24,348; ■ performance condition to determine the increase in rights which is tied to his annual variable compensation: <ul style="list-style-type: none"> (i) in case of 80% or greater achievement of the annual variable compensation targets, a 1% increase in potential rights (restricted to tranche C of the compensation) will be granted for the fiscal year in question, (ii) 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). <p>During its meeting of February 14, 2020, the Board of Directors noted that the amount of annual variable compensation was €1,302,480, or 144.7% of the reference fixed annual compensation, with the increase in potential rights amounting for 2019 to 1%.</p> <p>For information purposes, it is specified that in accordance with the provisions of the Order of July 3, 2019, the past non-vested rights are frozen (as a percentage) in the plan existing as at December 31, 2019 (crystallization).</p> <p>This scheme, which was authorized for 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 (fifth resolution).</p>
Additional defined benefits pension scheme (Article 39 of the French General Tax Code)	No payment made during the fiscal year	<p>The terms and conditions for the additional defined benefits pension scheme are as follows:</p> <ul style="list-style-type: none"> ■ 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; ■ level of annual pension determined according to the Company's operating income, in relation to the budget, as approved by the Board of Directors on the basis of the following formula: $\sum Xi * R$ where R = annual reference compensation and Xi = rights granted for each year of seniority, i being equal to (i) 3% if the operating income for the year is strictly greater than 105% of the budgeted operating income, (ii) 2% if the operating income for the year is between 95% and 105% of the budgeted operating income, and (iii) 1% if the operating income for the year is strictly lower than 95% of the budgeted operating income. <p>At its meeting held on February 14, 2020, the Board of Directors noted that, given the 2019 operating income, the rights granted in respect of 2019 were 1%;</p> <ul style="list-style-type: none"> ■ estimated annual pension as of December 31, 2019: €262,319; <p>For information purposes, it is specified that in accordance with the provisions of the Order of July 3, 2019, the past non-vested rights are frozen (as a percentage) in the plan existing as at December 31, 2019 (crystallization).</p> <p>This scheme, which was authorized for 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 (fifth resolution).</p>

Compensation policy for corporate officers ⁽¹⁾

Compensation policy for corporate officers

The compensation policy described below is determined in accordance with Article L. 225-37-2 of the French Code of commerce.

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

The Board of Directors ensures that the compensation policy is adapted to the Company's strategy and to the context in which the Company operates. It also ensures it is in accordance with its corporate interest and that its objective is to contribute to the business strategy and sustainability of the Company and to promote its performance and competitiveness over the medium and long term. These objectives are reflected in the determination of stable and long-term compensation structures adapted to the relevant corporate officers in accordance with market practices and, for the Chief Executive Officer, in a major portion of his compensation based on performance criteria related to the implementation of strategy whose achievement benefits all stakeholders. These aspects must therefore make it possible to attract and retain corporate officers, and, more specifically, executive corporate officers.

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

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

The compensation policy takes into consideration the principles of the AFEP-MEDEF Code regarding the determination of corporate officer compensation. In the context of a competitive and globalized market, the Board of

Directors ensures the competitiveness of the compensation offered and relies for this purpose on the performance of comparative studies, notably conducted by specialized external consultants. The Board of Directors seeks as far as possible to align the structure of the Chief Executive Officer's compensation with the one of the Executive Committee members and with the one of the Group Leadership Committee members. The objectives set take into account changes in the employee base (diversity, etc.).

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

COMPENSATION POLICY FOR BOARD MEMBERS

Board members are appointed by the General Meeting of Shareholders for a period of four years or, for a co-optation, for the duration of the predecessor's remaining term of office. They may resign at any time without notice and can also be dismissed at any time without notice by the General Meeting of Shareholders. The Board members representing employees are also appointed for a period of four years or, in the event of replacement during their term, for the duration of the predecessor's remaining term. They may resign at any time without notice. These duties also end in the event of a termination of the employment contract under the conditions provided for by law and in the event of dismissal decided by the president of the judicial court at the request of the majority of Board members.

The Board of Directors ensures that the amount of compensation reflects the level of responsibility assumed by the Board members and the time they need to devote to their duties. The Board of Directors, on the proposal of the Compensation Committee and in accordance with the principles below, distributes the annual amount of compensation allocated by the General Meeting of Shareholders. To determine the level of the annual fixed amount requested at the General Meeting of Shareholders, the Board of Directors performs market analysis and benchmark on the compensation of Board members in comparable companies in France and Europe and takes into account the compensation forecast, anticipated changes in the composition of the Board of Directors and any special events (establishment of an ad hoc committee, etc.). The benchmark assessment also applies to the determination of the distribution methods and its implementation.

Within the limits of the annual amount of compensation granted by the General Meeting of Shareholders, Board members receive as compensation for their activity an amount comprised of:

- a fixed portion, as consideration for their duties as a Board member and, where applicable, as a member or Chairman of a committee, it being specified that this portion is prorated for the members who joined or left the Board of Directors during the year; and

(1) Extract of the 2019 Company's Universal Registration Document

- a predominant variable portion based on their effective attendance at meetings of the Board and, where applicable, of the committee or committees of which they are members.

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

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

Board members representing employees receive compensation under the same conditions and according to the same terms as any other Board member, it being specified that they also receive a compensation under their employment contract within the Faurecia group. For the performance of their duties of Board member, they must indeed benefit from an employment contract within the Group. This employment contract is entered for an indefinite period. They can terminate their employment contract at any time, subject to a notice meeting the conditions provided under legal, contractual or contractual provisions. The employer may also terminate the employment contract under the conditions provided under legal, conventional or contractual provisions, in compliance with applicable proceedings, and subject, where applicable, to a notice meeting these conditions.

In accordance with best governance practices, executive and non-executive corporate officers do not receive compensation for their duties of Board member. The same applies to Board members with executive or managerial duties within a shareholder that controls the Company.

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

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

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

COMPENSATION POLICY FOR THE CHAIRMAN OF THE BOARD OF DIRECTORS

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

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

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

In light of the Covid-19 sanitary crisis, and as a personal contribution to the many gestures of solidarity of the Group's employees, the Chairman of the Board decided to reduce his fixed annual compensation by 20% for at least the second quarter of 2020.

Fixed compensation

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

The purpose of the fixed compensation of the Chairman of the Board of Directors is to compensate the responsibilities and duties attached to that corporate office, whether they are provided by law or by the Company (internal rules of the Board of Directors). The determination of the amount of that compensation also takes into account the skills and experiences of the beneficiary and is based on a comparative study issued by an external consultant on the basis of a sample of French listed companies with a separate governance structure.

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

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

Other components of compensation

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

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

Furthermore, the Chairman of the Board of Directors does not receive compensation in relation to his duties of Board member or any variable compensation, golden hello, termination payment, non-competition indemnity, or performance shares.

Moreover, the Board of Directors does not plan to pay any exceptional compensation.

COMPENSATION POLICY FOR THE CHIEF EXECUTIVE OFFICER

The Chief Executive Officer is appointed by the Board of Directors. The Board of Directors shall determine the Chief Executive Officer's term of office, which may be fixed or indefinite. The Chief Executive Officer may resign at any time, with a six months' notice period (as provided for in the current compensation policy and subject to its approval by the general meeting dated June 26, 2020) and the Board of Directors may terminate his duties at any time without notice.

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

The Board of Directors thus requested the Compensation Committee to carry out an in-depth review of the structure and components of the Chief executive Officer's compensation as part of the preparation of the 2020 compensation policy. This request comes with the framework of the challenges to which the Group is confronted, both in terms of the potential change in the Company's shareholding structure related to the contemplated distribution of the Company's shares by PSA to its shareholders, and the retention of the Chief Executive Officer in a competitive context where executive managers receive or may receive, sign of interest from other international groups.

The considerations described hereafter and detailed in the subsequent developments were approved by the Board of Directors during its meeting held on February 14, 2020 after review of the in-depth analysis carried out by the Compensation Committee as part of the specific context mentioned above and based on its recommendations:

- The Chief Executive Officer's compensation should continue to be in line with the 2019 compensation policy and based as planned in the 2019 compensation policy, on three main components:
 - fixed annual compensation;

- short-term variable compensation (annual);
- long-term variable compensation in the form of performance shares;

it being understood that the variable portion of the compensation (short term and long term) subject to performance conditions, must be predominant.

- It became necessary to introduce material evolutions to the commitments made to the Chief Executive Officer's as applicable until 2019 to strengthen them in order to further protect the Company's interests: in this respect, it was decided to establish for the Chief Executive Officer a twelve-month non-compete covenant as well as a six-month notice period in the event of resignation. These two mechanisms are described in more detail hereafter.
- In consideration for these additional undertakings requested from the Chief Executive Officer and mindful to ensure that the compensation of its Chief Executive Officer remains competitive, the Board of Directors, taking into account the results of a European Comparative Study carried out by external consultants based on a group of comparable industrial companies in terms of sales, market capitalization and headcounts, decided to adjust the amount of the annual fixed compensation of the Chief Executive Officer by increasing it by 11% and to reinforce the relative proportion of the long term variable compensation in the global structure of its compensation by fixing it to a maximum of 250% of its fixed compensation. The contemplated consideration is also accompanied by the willingness to stabilize over time the amounts and caps of the fixed annual and variable (annual and long-term) compensation components. In this context, the Board approved, upon request of the Chief Executive Officer, that these amounts and caps will not be changed for the next three fiscal years (i.e. 2020, 2021 and 2022 included), except for very material and duly justified exceptional event.

In the extremely difficult context of the Covid-19 sanitary crisis and the drastic measures implemented by the Group related to cash flow and strict control of expenditures and investments during the slowdown of activity, the Chief Executive Officer wished to take part to the efforts requested from all the Group stakeholders and informed the Board of Directors of his decision to waive for 2020 the increase of its compensation (fixed and long-term) proposed in the compensation policy, which will only become applicable as of 2021, the other proposed evolutions, including the additional undertakings requested, remaining applicable as of 2020.

In addition, in light of this crisis, and as a personal contribution to the many gestures of solidarity of the Group's employees, the Chief Executive Officer decided to reduce his annual fixed annual compensation by 20% for at least the second quarter of 2020.

- Certain evolutions were introduced to take into account regulatory changes or to improve the visibility of the compensation's structure: the compensation policy provides therefore the implementation of a new defined benefits pension plan made necessary due to legal changes in July 3, 2019. In addition, in order to provide a better view on the way qualitative criteria are taken into account in the calculation of the annual variable compensation and in light of market practices, it has also

been decided to replace the multiplying effect method by the more standard method known as "additive".

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

Fixed annual compensation

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

The Board of Directors, on the recommendation of the Compensation Committee, decided, in its meeting dated February 14, 2020, to increase the fixed annual compensation for the Chief Executive Officer from €900,000 to €1,000,000 as of July 1, 2020, i.e. an increase of 11%. This change in the Chief Executive Officer's fixed compensation is made in the context of the potential change in the Company's shareholding linked to PSA's contemplated distribution of Company shares to its shareholders, and reinforcement of the structure as well as the components of compensation for the Chief Executive Officer following the in-depth review of the Board of Directors, in order to retain the Chief Executive Officer and ensure stable governance during this key period for the Group. This change is also made in relation to the continued transformation of the Group's business focusing on Sustainable Mobility and the Cockpit of the Future. This transformation continued in 2019 with (i) the integration of Clarion, for which the acquisition of all of the shares (excluding treasury shares) was finalized on March 28, 2019, within the Group with the creation of a fourth Business Group, (ii) the implementation of the joint venture Symbio with Michelin and (iii) the buyback of Continental's 50% interest in the joint venture SAS (project announced on October 14, 2019 and finalized on January 30, 2020). These external growth transactions or partnerships bolster and enrich the Group's offering in its two key strategic development areas. The implementation of the Group's transformation has already resulted in, prompted by the Chief Executive Officer, record order intakes in 2019, with an increase in the share of New Value Spaces. The volume of orders amounted to €68 billion over a three-year period. This change in scope and the addition of a new business was accompanied by an increase in the responsibilities of the Chief Executive Officer who leads a Group of 115,500 employees. Moreover, this change in scope was accompanied by solid operational performance in 2019 in a complex and uncertain economic context. Finally, it is specified that the level of fixed annual compensation was set after a review of the European Comparative Study by external consultants based on a group of comparable industrial companies in terms of sales, capitalization and headcounts. The amount set for the Board of Directors is in line with the results of the European Comparative Study.⁽¹⁾

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

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

Annual variable compensation

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

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

1. The quantifiable criteria, which give right to variable compensation ranging from 0% to 150% of the fixed annual compensation, are linked:

- for 40%, to the operating income;
- for 60% to the net cash flow.

For each quantifiable criterion, the targets are set by the Board of Directors in relation to the budget for the current year and the variable portion varies within a range between 0% and 150% of the amount of the fixed annual compensation able to be obtained with respect to this criterion, being understood that achievement of the budget means 100% realization of this target.

The expected levels of achievement of these criteria are not made public for confidentiality reasons. The achievement of the targets for these criteria are assessed annually by the Board of Directors, on the recommendation of the Compensation Committee, on the basis of the consolidated financial statements approved by the Board of Directors.

2. The qualitative criteria, generally from two to four, give right to variable compensation ranging from 0% to 30% of the fixed annual compensation, are set each year by the Board of Directors. They cover strategic, business development and managerial objectives as well as those in line with the Group's values and its Convictions in corporate and social responsibility. A weighting is assigned to each, and they are related, where possible, to quantifiable indicators. Qualitative criteria are pre-determined and precisely defined but may sometimes not be made public for confidentiality reasons. The achievement of the targets for these criteria are assessed annually by the Board of Directors, on the recommendation of the Compensation Committee, on the basis of objective information mainly stemming from

(1) The European Comparative Study includes 14 European industrial companies whose sales and capitalization are similar, and which are suppliers to the automotive, defense or aerospace industry or one in the steel sector.

internal and external documents evidencing the potential achievement of these targets.

It should be noted that payment of the variable compensation components described above is subject to the approval of all the compensation components by the Ordinary General Meeting of the Shareholders under the terms and conditions provided for by law.

Long-term variable compensation in the form of performance shares

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

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

The Company's policy in this regard is based on simple, transparent, enduring principles. Therefore:

- performance shares are generally granted during the second half of each fiscal year;
- performance share grants are subject to internal and external performance conditions as well as a presence condition applicable to all French and foreign plan beneficiaries⁽¹⁾;
- the vesting period applicable to the plans is four years as from their grant date for all French and foreign plan beneficiaries; the plans include no holding period. It is however stated that the Chief Executive Officer must hold a minimum of 30% of the shares acquired from each plan. This threshold requirement ceases to apply when the Chief Executive Officer holds a number of shares corresponding to three years of base gross compensation, factoring in all the previously established plans, and becomes applicable again if the Chief Executive Officer no longer holds the number of target shares corresponding to this level of base gross compensation;
- the number of shares 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%), a target number (100%) 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 to the Group's net income after tax and before taking into account any exceptional events. This internal condition is measured by comparing the net income of the third fiscal year after the grant date of the performance shares to that forecast for the same fiscal year in the Group's strategic plan reviewed and approved by the Board of Directors on the grant date of the performance shares;
- 10% fulfillment of an internal performance condition related to the gender diversity within the Group's "Managers and Professionals" category. This internal condition is measured by comparing the actual percentage of women in the Managers and Professionals population of the third fiscal year after the grant date of the performance shares to the target percentage set by the Board of Directors on the grant date of the performance shares;
- 30% 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 comprised of the following European and North American automotive suppliers: Adient (Ireland/United States), Aptiv (ex Delphi) (United States), Autoliv (Sweden), Autoneum (Switzerland), Borg Warner (United States), Continental (Germany), Hella (United Kingdom), Lear (United States), Magna (Canada), Plastic Omnium (France), Tenneco (United States) and Valeo (France).

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

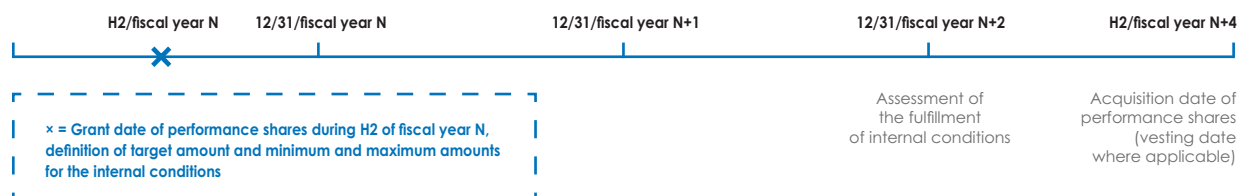
The achievement of these conditions is assessed by the Board of Directors, on the recommendation of the Compensation Committee, on the basis of (i) the consolidated financial statements approved by the Board of Directors (and after necessary adjustments) concerning the internal performance condition related to the Group's net income, (ii) the Faurecia group's Human Resources reporting concerning the internal performance condition related to the gender diversity and (iii) a calculation performed by an external company specialized in compensation on the basis of consolidated financial statements approved by the competent body of companies part of the reference group and by Faurecia, concerning the external performance condition related to net earnings per share.

(1) Presence condition with the usual exceptions.

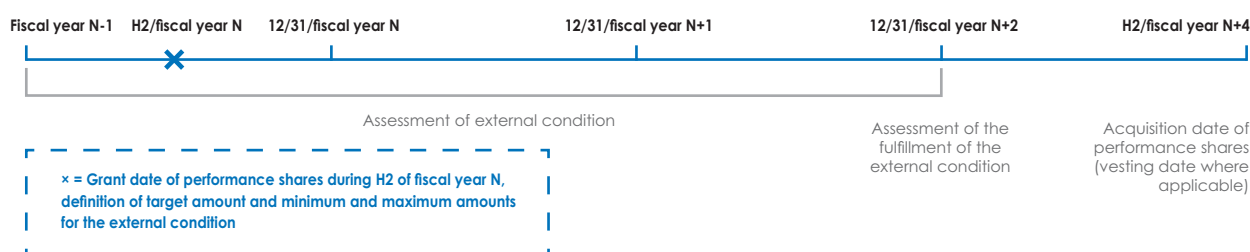
Governance and compensation

The plans are constructed as follows:

Internal conditions (net income and gender diversity)



External condition (net earnings per share)



The maximum amount of grant, calculated according to IFRS standards, may not represent more than 250% of the fixed annual compensation of the Chief Executive Officer. The Company's long-term compensation practices are reexamined on a regular basis to ensure their compliance with best market practices.

According to the rules of the plan to be granted, the Chief Executive Officer makes a formal commitment not to hedge the risk of the performance shares granted to him.

Pension

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

This plan includes a defined contribution supplementary pension plan, which benefits to all Group's executives in France, and a defined benefit supplementary pension plan. This defined benefit supplementary pension plan is subject to performance conditions.

Supplementary defined contribution pension plan

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

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

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

Supplementary pension for periods of employment prior to January 1, 2020

The Chief Executive Officer, affiliated to the plans before July 4, 2019, is eligible for a defined benefit pension supplement comprising two components : (i) a component, which was subject to eligibility conditions and open until July 3, 2019, to all Group's executives in France described in Section 3.3.1.2.2.4 "Pensions" above and (ii) an additional component implemented, also subject to eligibility conditions, for the benefit of members of Faurecia's Executive Committee. For the Chief Executive Officer, these two plans are subject to performance conditions.

Provided that he ends his professional career within the Group, the Chief Executive Officer is likely to receive an annuity under these plans, which characteristics are described in section 3.3.1.2.2.4 "pensions" above.

In order to comply with law No. 2019-486 of May 22, 2019 said "Pacte law" and Order No. 2019-697 of July 3, 2019 transposing the Directive on improving supplementary pension rights' portability, the two components of the defined benefit pension plan applicable to the members of the Executive Committee, and from which the Chief Executive Officer benefits, were closed as of July 4, 2019, and the rights of potential beneficiaries were frozen as of December 31, 2019.

Given the freeze of rights, with effect from December 31, 2019, the Chief Executive Officer can no longer vest additional rights under these plans as of January 1, 2020.

Vested supplementary pension rights for periods of employment after January 1, 2020

Following the freezing of past-non vested rights under defined benefit pension plans governed by Article L.137-11 of the French Social Security Code, Faurecia intends to implement a vested rights supplementary pension plan for rights relating to periods of employment after December 31, 2019 that complies with the new legal requirements set out in Article L.137-11-2 of the French Social Security Code.

Thus, the Chief Executive Officer, would be eligible to benefit from this new vested rights supplementary pension plan governed by Article L. 137-11-2 of the French Social Security Code, which would have the following characteristics:

- Eligibility conditions and other conditions for entitlement:
 - being a member of Faurecia's Executive Committee,
 - with a current or suspended employment contract or a corporate term of office in France, and,
 - rights definitively vested after 3 years on Faurecia's Executive Committee
- Reference salary equal to the gross salary (base and variable, excluding exceptional items) received during the year of membership of the Executive Committee;
- Rate of vesting: 0% to 3% of the annual reference salary depending on the achievement of performance conditions;
- Enhanced performance conditions conditioning the vesting of rights and under which, below a minimum target, no vested rights may be granted.

The performance conditions are as follows:

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

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

- Rights acquired under the plan covered by Article L. 137-11-2 of the French Social Security Code, are capped at 30 points per beneficiary.
- Furthermore, given that the current Chief Executive Officer is the beneficiary of rights provided by other supplementary plans served by the Group (including the PAPP), the aggregate amount of rights under these plans and the plans governed by Article L.137-11-2 of the French Social Security Code in force within Faurecia will be capped as follows:
 - the sum of pensions under the new plan and other supplementary plans offered by the Faurecia Group (including the PAPP), is limited to 8 times the Annual Social Security ceilings (€329,088 in 2020);
 - the sum of rights vested under the new plan and other supplementary plans offered by the Faurecia Group (including the PAPP plan), may not exceed 25 % of the average annual reference remuneration received over the last three calendar years;
 - the annual amount of the total retirement pensions paid under the compulsory plans (basic state plan and supplementary AGIRC-ARRCO plan) and Faurecia Group's specific plans may not exceed 45 % of the average annual gross reference salary received during the last three calendar years preceding the date of the cessation of activity or the departure from the Executive Committee, whichever occurs earlier.

If one of these ceilings is exceeded, rights under the conditional pension plan PAPP will be reduced by the same amount so that the cumulative amount of pensions does not exceed one of the ceilings described above. However, the application of the these ceilings may not, under no circumstances, reduce the rights vested after January 1, 2020 under this plan.

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

Severance payment

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

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

- the payment is due in case of termination of the Chief Executive Officer's term of office on the Company's initiative, subject to his not being terminated due to serious or gross misconduct;
- the payment is not due in case of resignation or retirement;
- the payment is subject to the achievement of the following performance conditions:
 - achievement of a positive operating income during each of the three fiscal years 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 payment is equal to 24 months of the reference compensation calculated on a total compensation basis (annual fixed and variable) paid with respect to the 12 months preceding the termination of his corporate office (the "Reference Compensation"). This payment is due if the two conditions described above are fulfilled in each of the three fiscal years concerned, which in practice amounts to the fulfilment 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.

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

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

In case of resignation, the Chief Executive Officer is bound by a non-compete covenant prohibiting him, for a period of 12 months following the termination date of his office, (i) from soliciting the Group's customers or convincing such persons to terminate their business relationship with the Group, (ii) from exercising management, executive, administrative or supervisory duties as employee or officer of a competitor company and (iii) from acquiring or holding shares (or other securities) representing more than 5% in the share capital of a competitor company.

In consideration for this undertaking, the Chief Executive Officer may receive throughout the period of this undertaking, a monthly payment equal to half of the reference compensation (annual fixed and variable) paid with respect to the 12 months preceding the resignation.

The Board of Directors may unilaterally waive the implementation of this undertaking upon the departure of the Chief Executive Officer (in which case the payment will not be due).

The maximum overall payment amount that the Chief Executive Officer will be eligible to receive with respect to the non-competition and/or termination payment may not exceed 24 months of his Reference Compensation.

In addition, in the event of the resignation of the Chief Executive Officer, he shall respect a 6-month notice period. In this case, the resignation shall become effective at the

expiration of the 6-month notice period (starting from the date of notification of the resignation). The Board of Directors may waive or reduce such 6-month notice period. In such a case, the notice period indemnity will be reduced accordingly to the effectively worked period.

Lastly, the Chief Executive Officer is bound by a non-solicitation/non-poaching obligation for a period of 12 months from his departure date from the Group.

Benefits in kind

The Chief Executive Officer is eligible for a Company car.

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

He does not receive compensation with respect to his corporate office as a Board member of the Company.

Potential change of governance and circumstances

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

To the extent a new Chief Executive Officer or one or more Deputy Chief Executive Officers would be appointed, the Board of Directors, on the recommendation of the Compensation Committee, would then set the amount of the fixed annual compensation, criteria, performance levels, parameters, structure and maximum percentages in relation to their fixed annual compensation, by adapting them to the parties concerned.

Pursuant to the provisions of Article L. 225-37-2 of the French Code of Commerce, the Board of Directors, upon proposal from the Compensation Committee, may decide to adjust the annual variable compensation provided under the Chief Executive Officer compensation policy. This adjustment could exceptionally affect, both upward and downward, one or several criteria (including adding or substituting new criteria) and their weighting or objectives of the criteria of the Chief Executive Officer annual variable compensation so as to make sure this compensation reflects both the Chief Executive Officer and Group performance.

This option can only be used by the Board of Directors, upon proposal from the Compensation Committee, in the event of exceptional circumstances resulting in particular from a significant change in the Group's scope following a merger or sale, the acquisition or creation of a significant new business activity or the elimination of a significant business activity, a change in accounting method or a major event affecting the markets and/or the Group's business sector. Any decision on derogation must be temporary and duly motivated.

Request for documents and additional information

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



To be sent by June 20, 2020 to:

Caceis Corporate Trust
Direction des Opérations
Assemblées Générales
14, rue Rouget de Lisle – 92130 Issy-les-Moulineaux, France

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

I, the undersigned: Mr Ms

Last name:

First name(s):

Postal address:

Zip code: City:

E-mail address:

to be sent - to my postal: Yes No

- to my e-mail address: Yes No

Request the documents and information relating to the **Combined General Meeting of June 26, 2020**, as specified in articles R. 225-81 et R. 225-83 of the French Code of commerce.

Signed in:, on: 2020

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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