

FAURECIA

Statutory Auditors' report on capital reduction

**General Meeting of May 31, 2021
Resolution n°25**

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

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

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

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

Statutory Auditors' report on capital reduction

General Meeting of May 31, 2021 - Resolution n°25

To the Annual General Meeting of Faurecia,

In our capacity as Statutory Auditors of Faurecia and in accordance with the provisions of Article L. 22-10-62 of the French Commercial Code (Code de commerce), in the event of a capital reduction by cancellation of shares, we are hereby reporting to you on our assessment of the causes and conditions for the proposed capital reduction.

The shareholders are requested to delegate to the Board of Directors, for a period of twenty-six months from the date of this Meeting, full powers to cancel the shares purchased under an authorization to buy back the company's own shares in accordance with the provisions of the aforementioned article, without exceeding 10% of company's equity and per each 24-month periods

We performed the procedures that we deemed necessary in accordance with professional standards of the French *Compagnie nationale des commissaires aux comptes*, applicable in France to such engagement. These procedures consisted in examining whether the causes and conditions of the proposed capital reduction, which is not likely to affect the equality of shareholders, are regular.

We have no matters to report on the causes and conditions of the proposed capital reduction.

Courbevoie and Paris La Défense, May 7, 2021

The Statutory Auditors

MAZARS

ERNST & YOUNG Audit

David Chaudat

Grégory Derouet

Jean-Roch Varon

Guillaume Brunet-Moret