

# **FAURECIA**

**Statutory Auditors' report on the issue of ordinary shares  
and/or securities carrying rights to the share capital and  
reserved for members of a Company savings plan**

**General Meeting of May 31, 2021  
Resolution n°23**

**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

**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

## **Statutory Auditors' report on the issue of ordinary shares and/or securities carrying rights to the share capital and reserved for members of a Company savings plan**

### **General Meeting of May 31, 2021 – Resolution n°23**

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

To the Annual General Meeting of Faurecia,

In our capacity as Statutory Auditors of Faurecia and in accordance with the provisions of articles L.228-92 and L.225-135 et seq. of the French Commercial Code (Code de commerce), we hereby report to you on the proposed delegation of authority to the Board of Directors to increase the share capital by issuing (i) ordinary shares and/or (ii) securities carrying rights to the share capital without pre-emptive subscription rights for existing shareholders, reserved for members of one or several Company or Group savings plan set up by the Company and/or any related French or foreign companies, under the conditions of article L.225-180 of the French Commercial Code (Code de commerce) and of article L.3344-1 of the French Labor Code (Code du travail), an operation upon which you are called to express an opinion.

The maximum nominal amount of the capital increases that may result from the use of this delegation is set at 2% of the amount of the share capital on the date of this meeting.

The maximum nominal amount of the debt securities that may be issued pursuant to this delegation is set at 1 billion euros or the equivalent in any other currency or monetary unit established by reference to several currencies, it being specified that (i) this amount will be increased, where applicable, by any redemption premium above par and (ii) this amount does not apply to debt securities the issue of which is 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 Commercial Code.

This capital increase is submitted to the shareholders for approval pursuant to the provisions of article L.225-129-6 of the French Commercial Code and articles L.3332-18 et seq. of the French Labor Code.

On the basis of the Board of Directors' report, the shareholders are requested to delegate to the Board of Directors, the authority to increase the share capital and to cancel the shareholders' pre-emptive subscription rights in respect of the shares to be issued, it being specified that this delegation can only

be used as from July 31, 2021 and that it will cease to have effect on the same date as the expiry date provided for the delegations covered by the seventeenth to twenty-first resolutions. Where applicable, the Board of Directors will be responsible for setting the final terms and conditions of any such issue.

It is the Board of Directors' responsibility to prepare a report in accordance with articles R. 225 113 et seq. of the French Commercial Code. It is our responsibility to express an opinion on the fairness of the financial information taken from the financial statements, on the proposed cancellation of the shareholders' pre-emptive subscription rights, and on certain other information relating to the issue, which is presented in this report.

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 verifying the information provided in the Board of Directors' report pertaining to the transaction and the methods used to set the issue price of the shares to be issued.

Subject to a subsequent examination of the terms and conditions of the proposed issue, we have no matters to report as regards the methods used to set the issue price of the shares to be issued given in the Board of Directors' report.

As the final terms and conditions of the issue have not been set yet, we do not express an opinion in this respect or, consequently, on the proposed cancellation of the shareholders' pre-emptive subscription rights.

In accordance with article R.225-116 of the French Commercial Code, we will prepare an additional report if and when the Board of Directors uses this delegation of authority in case of issuance of ordinary shares or securities being shares carrying rights to other shares and in case of issuance of securities carrying rights to shares to be issued.

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

